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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 9, 2023**

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**CERENCE INC.**  
(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39030**  
(Commission  
File Number)

**83-4177087**  
(IRS Employer  
Identification No.)

**1 Burlington Woods Drive, Suite 301A**  
**Burlington, Massachusetts**  
(Address of Principal Executive Offices)

**01803**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (857) 362-7300**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	CRNC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On February 9, 2023, the Company held its 2023 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the shareholders cast their votes on three proposals as follows:

**Proposal 1:** To elect eight members of the Company’s Board of Directors:

Director Nominee	For	Against	Abstain/Withheld	Broker Non-Votes
Arun Sarin	25,595,093	2,850,979	40,566	5,229,280
Stefan Ortmanns	28,224,019	230,843	31,776	5,229,280
Thomas Beaudoin	26,418,378	2,035,610	32,650	5,229,280
Marianne Budnik	27,730,483	717,924	38,231	5,229,280
Douglas Davis	28,215,828	229,926	40,884	5,229,280
Sanjay Jha	28,061,731	383,027	41,880	5,229,280
Kristi Ann Matus	28,234,029	216,469	36,140	5,229,280
Alfred Nietzel	28,172,349	275,127	39,162	5,229,280

**Proposal 2:** To ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2023:

For	Against	Abstain/Withheld	Broker Non-Votes
33,639,084	30,443	46,391	0

**Proposal 3:** To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers:

For	Against	Abstain/Withheld	Broker Non-Votes
26,687,345	1,745,802	53,491	5,229,280

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cerence Inc.

Date: February 9, 2023

By: /s/ Stefan Ortmanns

Name: Stefan Ortmanns

Title: Chief Executive Officer