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

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

CERENCE INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-4177087
(I.R.S. Employer
Identification No.)

**25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Cerence 2019 Equity Incentive Plan
(Full title of the plan)

**Thomas Beaudoin
Chief Financial Officer
Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Jennifer Salinas
General Counsel
Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐
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 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 1,237,124 additional shares of the Registrant's Common Stock under the Registrant's 2019 Equity Incentive Plan (the "Stock Plan"), which were added on January 1, 2024 as a result of an automatic annual increase provision therein. The additional shares are of the same class as other securities relating to the Stock Plan for which the Registrant's registration statements filed on Form S-8 on [October 2, 2019 \(File No. 333-234040\)](#), [March 17, 2021 \(File No. 333-254398\)](#), [February 7, 2022 \(File No. 333-262572\)](#) and [February 8, 2023 \(File No. 269642\)](#) are effective. The information contained in the Registrant's registration statements filed on Form S-8 on [October 2, 2019 \(File No. 333-234040\)](#), [March 17, 2021 \(File No. 333-254398\)](#), [February 7, 2022 \(File No. 333-262572\)](#) and [February 8, 2023 \(File No. 269642\)](#) are hereby incorporated by reference pursuant to General Instruction E.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

Exhibit Number	Exhibit Document
4.1	<u>Amended and Restated Certificate of Incorporation of Cerence Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on October 2, 2019 (File No. 001-39030))</u>
4.2	<u>Second Amended and Restated By-Laws of Cerence Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on May 4, 2023 (File No. 001-39030))</u>
5.1*	<u>Opinion of Goodwin Procter LLP</u>
23.1*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u>
23.2*	<u>Consent of BDO USA, P.C.</u>
24.1*	<u>Power of Attorney (included as part of the signature page of this Registration Statement)</u>
99.1	<u>Cerence 2019 Equity Incentive Plan (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-8 filed with the SEC on October 2, 2019 (Filed No. 333-234040))</u>
107*	<u>Filing Fee Table</u>

* Exhibits marked with an asterisk (*) are filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Burlington, Commonwealth of Massachusetts, on March 4, 2024.

Cerence Inc.

By: /s/ Stefan Ortmanns

Stefan Ortmanns
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stefan Ortmanns and Jennifer Salinas, jointly and severally, as such person's attorneys-in-fact, each with the power of substitution, for such person in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Stefan Ortmanns</u> Stefan Ortmanns	Chief Executive Officer and Director (Principal Executive Officer)	March 4, 2024
<u>/s/ Thomas Beaudoin</u> Thomas Beaudoin	Chief Financial Officer and Director (Principal Financial and Principal Accounting Officer)	March 4, 2024
<u>/s/ Arun Sarin</u> Arun Sarin	Chairman of the Board	March 4, 2024
<u>/s/ Marianne Budnik</u> Marianne Budnik	Director	March 4, 2024
<u>/s/ Sanjay Jha</u> Sanjay Jha	Director	March 4, 2024
<u>/s/ Kristi Ann Matus</u> Kristi Ann Matus	Director	March 4, 2024
<u>/s/ Alfred Nietzel</u> Alfred Nietzel	Director	March 4, 2024
<u>/s/ Marcy Klevorn</u> Marcy Klevorn	Director	March 4, 2024
<u>/s/ Doug Davis</u> Doug Davis	Director	March 4, 2024



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

March 4, 2024

Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,237,124 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of Cerence Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Equity Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP
GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

Cerence Inc.
Burlington, Massachusetts

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated November 29, 2023, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, of Cerence Inc. (the “Company”) appearing in the Company’s Annual Report on Form 10-K for the year ended September 30, 2023.

/s/ BDO USA, P.C.

Boston, Massachusetts

March 4, 2024

Calculation of Filing Fee Table
Form S-8
 (Form Type)
Cerence Inc.
 (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of registration fee
Equity	Common Stock, \$0.01 par value per share, Cerence 2019 Equity Incentive Plan	457(c) and (h) (1)	1,237,124 (2)	\$14.39 (3)	\$17,802,214	\$0.0001476	\$2,627.61
Total Offering Amounts					\$17,802,214		\$2,627.61
Total Fee Offsets							
Net Fee Due							\$2,627.61

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.01 per share (the “*Common Stock*”), that become issuable under the above listed plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase to the number of shares of Common Stock available for issuance under the Registrant’s 2019 Equity Incentive Plan, or Stock Plan, in accordance with the automatic annual increase provisions of the Stock Plan, effective as of January 1, 2024.
- (3) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act. The offering price per share and the aggregate offering price are calculated based on the average of the high and low sale prices per share of the Common Stock as reported on The Nasdaq Global Select Market on February 26, 2024.