

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.)

1 Burlington Woods Drive, Suite 301A
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 Stock Plan
(Full title of the plan)

Mark Gallenberger
Executive Vice President and Chief Financial Officer
Cerence Inc.

1 Burlington Woods Drive, Suite 301A
Burlington, Massachusetts 01803
(857) 362-7300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Leanne Fitzgerald
General Counsel
Cerence Inc.

1 Burlington Woods Drive, Suite 301A
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 1,174,871 additional shares of Common Stock under the Stock Plan which were added on January 1, 2022 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 statement filed on Form S-8 on October 2, 2019 ([File No. 333-234040](#)) is effective. The information contained in the Registrant's registration statement filed on Form S-8 on October 2, 2019 ([File No. 333-234040](#)) is 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>Amended and Restated By-Laws of Cerence Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on October 2, 2019 (File No. 001-39030))</u>
5.1*	<u>Legal Opinion of Leanne J. Fitzgerald, General Counsel of Cerence Inc.</u>
23.1*	<u>Consent of BDO USA, LLP</u>
23.2*	<u>Consent of Leanne J. Fitzgerald General Counsel of Cerence Inc. (contained in Exhibit 5.1 hereto)</u>
24.1*	<u>Power of Attorney (see signature page)</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 February 7, 2022.

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 Mark Gallenberger, 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	President and Chief Executive Officer (Principal Executive Officer)	February 7, 2022
<u>/s/ Mark Gallenberger</u> Mark Gallenberger	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 7, 2022
<u>/s/ Arun Sarin</u> Arun Sarin	Chairman	February 7, 2022
<u>/s/ Marianne Budnik</u> Marianne Budnik	Director	February 7, 2022
<u>/s/ Thomas Beaudoin</u> Thomas Beaudoin	Director	February 7, 2022
<u>/s/ Sanjay Jha</u> Sanjay Jha	Director	February 7, 2022
<u>/s/ Kristi Ann Matus</u> Kristi Ann Matus	Director	February 7, 2022
<u>/s/ Alfred Nietzel</u> Alfred Nietzel	Director	February 7, 2022

February 7, 2022

Cerence Inc.
1 Burlington Woods Drive
Suite 301A
Burlington, MA 01803

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 to be filed by Cerence Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission on or about February 7, 2022 (the “Registration Statement”), relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”), of 1,174,871 shares of the Company’s Common Stock \$0.01 par value (the “Shares”) reserved for issuance pursuant to the Cerence 2019 Equity Incentive Plan. As your legal counsel, I have examined the proceedings taken and am familiar with the proceedings proposed to be taken by the Company in connection with the sale and issuance of the Shares pursuant to the Cerence 2019 Equity Incentive Plan. It is my opinion that the Shares, when issued and sold in the manner referred to in the Cerence 2019 Equity Incentive Plan, will be legally and validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission (the “Commission”) as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion is furnished by me as General Counsel of the Company in connection with the filing of the Registration Statement and is not to be used, circulated or quoted for any other purpose or otherwise referred to or relied upon by any other person without the prior express written permission of the Company other than in connection with the offer and sale of Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Leanne J. Fitzgerald

Leanne J. Fitzgerald
General Counsel
Cerence Inc

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 22, 2021, relating to the consolidated and combined financial statements and the effectiveness of Cerence Inc.'s internal control over financial reporting appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2021.

/s/ BDO USA, LLP
Boston, Massachusetts

February 7, 2022

Calculation of Filing Fees 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 (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other (2)	1,174,871 (3)	\$ 63.77	\$ 74,921,523	0.0000927	\$ 6,945
Total Offering Amounts				-	\$ 74,921,523	-	\$ 6,945
Total Fees Previously Paid				-	-	-	\$ -
Total Fee Offsets				-	-	-	\$ -
Net Fee Due				-	-	-	\$ 6,945

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall be deemed to cover any additional shares of the Registrant’s Common Stock (“Common Stock”) that become issuable under the above listed plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of computing the registration fee and based on the average high and low sale prices of the Common Stock as reported on the Nasdaq Global Select Market on February 1, 2022 in accordance with Rule 457(c) under the Securities Act.
- (3) Represents an automatic increase to the number of shares of Common Stock available for issuance under the Registrant’s 2019 Equity Stock Plan, or Stock Plan, in accordance with the automatic annual increase provisions of the Stock Plan, effective as of January 1, 2022.