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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**

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

**Date of Report (Date of earliest event reported): December 23, 2025**

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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)  
  
**25 Mall Road,  
Suite 416  
Burlington, Massachusetts**  
(Address of Principal Executive Offices)

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

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

**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 8.01 Other Events.**

On December 23, 2025, the Company entered into privately negotiated transactions with certain holders of its 1.50% Convertible Senior Notes due 2028 (the “Notes”), pursuant to which the Company agreed to repurchase \$30 million aggregate principal amount of Notes from such holders at a cash repurchase price equal to 92% of their principal amount, together with the accrued and unpaid interest thereon to (but not including) the settlement date. The Company intends to cancel the repurchased Notes.

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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: December 29, 2025

By: /s/ Jennifer Salinas

Name: Jennifer Salinas

Title: Executive Vice President, Chief Administrative Officer & General Counsel