

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to
Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*		
<u>Dhawan Sanjay</u>		
(Last)	(First)	(Middle)
<u>15 WAYSIDE ROAD</u>		
(Street)		
<u>BURLINGTON</u>	<u>MA</u>	<u>01803</u>
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol
Cerence Inc. [CRNC]3. Date of Earliest Transaction (Month/Day/Year)
09/14/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

<input checked="" type="checkbox"/> Director	10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	Other (specify below)
Chief Executive Officer	

6. Individual or Joint/Group Filing (Check Applicable Line)

<input checked="" type="checkbox"/> Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	09/14/2020		A			250 ⁽¹⁾	A	\$20.66	487,927
Common Stock	09/14/2020		S			650 ⁽²⁾	D	\$54.28	487,277
Common Stock	09/14/2020		S			32 ⁽²⁾	D	\$54.24	487,245
Common Stock	09/14/2020		S			100 ⁽²⁾	D	\$54.24	487,145
Common Stock	09/14/2020		S			141 ⁽²⁾	D	\$54.23	487,004
Common Stock	09/14/2020		S			100 ⁽²⁾	D	\$54.2	486,904
Common Stock	09/14/2020		S			400 ⁽²⁾	D	\$54.16	486,504
Common Stock	09/14/2020		S			100 ⁽²⁾	D	\$54.15	486,404
Common Stock	09/14/2020		S			122 ⁽²⁾	D	\$54.04	486,282
Common Stock	09/14/2020		S			100 ⁽²⁾	D	\$54.03	486,182
Common Stock	09/14/2020		S			703 ⁽²⁾	D	\$54.03	485,479
Common Stock	09/14/2020		S			25 ⁽²⁾	D	\$54.02	485,454
Common Stock	09/14/2020		S			904 ⁽²⁾	D	\$54.02	484,550
Common Stock	09/14/2020		S			202 ⁽²⁾	D	\$54.01	484,348
Common Stock	09/14/2020		S			813 ⁽²⁾	D	\$54.01	483,535
Common Stock	09/14/2020		S			6,644 ⁽²⁾	D	\$54	476,891
Common Stock	09/15/2020		S			582 ⁽²⁾	D	\$56.54	476,309
Common Stock	09/15/2020		S			310 ⁽²⁾	D	\$56.53	475,999
Common Stock	09/15/2020		S			400 ⁽²⁾	D	\$56.52	475,599
Common Stock	09/15/2020		S			902 ⁽²⁾	D	\$56.51	474,697
Common Stock	09/15/2020		S			3,611 ⁽²⁾	D	\$56.5	471,086
Common Stock	09/15/2020		S			200 ⁽²⁾	D	\$56.49	470,886
Common Stock	09/15/2020		S			28 ⁽²⁾	D	\$56.48	470,858
Common Stock	09/15/2020		S			1,586 ⁽²⁾	D	\$56.46	469,272
Common Stock	09/15/2020		S			800 ⁽²⁾	D	\$56.42	468,472
Common Stock	09/15/2020		S			400 ⁽²⁾	D	\$56.41	468,072
Common Stock	09/15/2020		S			98 ⁽²⁾	D	\$56.39	467,974
Common Stock	09/15/2020		S			600 ⁽²⁾	D	\$56.38	467,374
Common Stock	09/15/2020		S			700 ⁽²⁾	D	\$56.36	466,674
Common Stock	09/15/2020		S			200 ⁽²⁾	D	\$56.34	466,474

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares purchased pursuant to the Cerence Inc Employee Stock Purchase Plan ("ESPP") on 8/14/2020

2. These sales relate to Mr. Dhawan's Make-Whole RSUs described in the Company's 2020 Proxy Statement filed on January 24, 2020.

Remarks:

Page 2 of 2 attached

/s/ Leanne Fitzgerald attorney-in-fact 09/16/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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