

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Dhawan Sanjay</u> (Last) (First) (Middle) <u>15 WAYSIDE ROAD</u> (Street) <u>BURLINGTON MA 01803</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cerence Inc. [CRNC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2020</u> 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) <u>Chief Executive Officer</u> 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
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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	(A) or (D)	Price			
Common Stock	09/14/2020		A		250 ⁽¹⁾	A	\$20.66	487,927	D	
Common Stock	09/14/2020		S		650 ⁽²⁾	D	\$54.28	487,277	D	
Common Stock	09/14/2020		S		32 ⁽²⁾	D	\$54.24	487,245	D	
Common Stock	09/14/2020		S		100 ⁽²⁾	D	\$54.24	487,145	D	
Common Stock	09/14/2020		S		141 ⁽²⁾	D	\$54.23	487,004	D	
Common Stock	09/14/2020		S		100 ⁽²⁾	D	\$54.2	486,904	D	
Common Stock	09/14/2020		S		400 ⁽²⁾	D	\$54.16	486,504	D	
Common Stock	09/14/2020		S		100 ⁽²⁾	D	\$54.15	486,404	D	
Common Stock	09/14/2020		S		122 ⁽²⁾	D	\$54.04	486,282	D	
Common Stock	09/14/2020		S		100 ⁽²⁾	D	\$54.03	486,182	D	
Common Stock	09/14/2020		S		703 ⁽²⁾	D	\$54.03	485,479	D	
Common Stock	09/14/2020		S		25 ⁽²⁾	D	\$54.02	485,454	D	
Common Stock	09/14/2020		S		904 ⁽²⁾	D	\$54.02	484,550	D	
Common Stock	09/14/2020		S		202 ⁽²⁾	D	\$54.01	484,348	D	
Common Stock	09/14/2020		S		813 ⁽²⁾	D	\$54.01	483,535	D	
Common Stock	09/14/2020		S		6,644 ⁽²⁾	D	\$54	476,891	D	
Common Stock	09/15/2020		S		582 ⁽²⁾	D	\$56.54	476,309	D	
Common Stock	09/15/2020		S		310 ⁽²⁾	D	\$56.53	475,999	D	
Common Stock	09/15/2020		S		400 ⁽²⁾	D	\$56.52	475,599	D	
Common Stock	09/15/2020		S		902 ⁽²⁾	D	\$56.51	474,697	D	
Common Stock	09/15/2020		S		3,611 ⁽²⁾	D	\$56.5	471,086	D	
Common Stock	09/15/2020		S		200 ⁽²⁾	D	\$56.49	470,886	D	
Common Stock	09/15/2020		S		28 ⁽²⁾	D	\$56.48	470,858	D	
Common Stock	09/15/2020		S		1,586 ⁽²⁾	D	\$56.46	469,272	D	
Common Stock	09/15/2020		S		800 ⁽²⁾	D	\$56.42	468,472	D	
Common Stock	09/15/2020		S		400 ⁽²⁾	D	\$56.41	468,072	D	
Common Stock	09/15/2020		S		98 ⁽²⁾	D	\$56.39	467,974	D	
Common Stock	09/15/2020		S		600 ⁽²⁾	D	\$56.38	467,374	D	
Common Stock	09/15/2020		S		700 ⁽²⁾	D	\$56.36	466,674	D	
Common Stock	09/15/2020		S		200 ⁽²⁾	D	\$56.34	466,474	D	

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:

- Shares purchased pursuant to the Cerence Inc Employee Stock Purchase Plan ("ESPP") on 8/14/2020
- These sales relate to Mr. Dhawan's Make-Whole RSUs described in the Company's 2020 Proxy Statement filed on January 24, 2020.

Remarks:

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/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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