

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* | 2. Issuer Name and Ticker or Trading Symbol <u>Cerence Inc. [CRNC]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) Executive Vice President <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) |
| (Last) (First) (Middle) 15 WAYSIDE ROAD | 3. Date of Earliest Transaction (Month/Day/Year) 11/03/2020 | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (Street) BURLINGTON MA 01803 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| (City) (State) (Zip) | | |

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 | 11/03/2020 | | A | | | 6,364 ⁽¹⁾ | A | \$0.01 | 207,643 | D | |
| Common Stock | 11/03/2020 | | A | | | 8,673 ⁽²⁾ | A | \$0.01 | 216,316 | D | |
| Common Stock | 11/03/2020 | | A | | | 49,172 ⁽³⁾ | A | \$0.01 | 265,488 | D | |
| Common Stock | 11/03/2020 | | F | | | 24,930 ⁽⁴⁾ | D | \$59 | 240,558 | 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 | | | | | |
| | | | | | | | | | | | | |

Explanation of Responses:

- Grant of Restricted Stock Units that will vest 100% on November 20, 2020, issued pursuant to the Company's FY2020 Short-Term Incentive Program.
- Shares are subject to a Restricted Stock Unit Agreement. Shares vest one-third on each of October 1, 2021, 2022, and 2023.
- These shares are pursuant to a performance-based restricted stock unit agreement with the Company whereby targets defined by the Compensation Committee were deemed to be achieved for fiscal year 2020.
- These shares were withheld by the Company to cover the tax liability due upon the vesting of the restricted stock award for the performance-based shares.

/s/ Leanne Fitzgerald attorney-in-fact 11/05/2020
** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.