

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

|  |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

## 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* | 2. Issuer Name and Ticker or Trading Symbol              | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |
| <u>Ortmanns Stefan</u>                   | <u>Cerence Inc. [ CRNC ]</u>                             | Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> |
| (Last) (First) (Middle)                  | 3. Date of Earliest Transaction (Month/Day/Year)         | Executive Vice President   |
| 15 WAYSIDE ROAD                          | 11/10/2020   |  |
| (Street)                                 |  |  |
| BURLINGTON MA                            | 01803  |  |
| (City)                                   | (State)  | (Zip)  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)  |
|  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 11/10/2020                           |  | S                              |   |   | 9,055 <sup>(1)(4)</sup>  | D   | \$60.15  | 202,908   | D |  |
| Common Stock                    | 11/10/2020                           |  | S                              |   |   | 12,630 <sup>(2)(4)</sup> | D   | \$61.247   | 190,278   | D |  |
| Common Stock                    | 11/10/2020                           |  | S                              |   |   | 4,202 <sup>(3)(4)</sup>  | D   | \$61.87  | 186,076   | D |  |
| Common Stock                    | 11/10/2020                           |  | S                              |   |   | 200 <sup>(4)</sup>       | D   | \$63.61  | 185,876   | 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  |
|  |  |                                      |  |                                |  |  |   |   |  |  |   |  |

## Explanation of Responses:

1. The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$59.64 to \$60.635 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
2. The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$60.66 to \$61.66 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
3. The reporting person executed a trade order through a broker-dealer which resulted in multiple same day, same way open market sales, with prices ranging from \$61.69 to \$62.67 per share. The reporting person has reported these sales on an aggregate basis using the weighted average price for the transactions. The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
4. This sale was affected pursuant to a Rule 10b5-1 trading plan adopted on 9/21/2020.

/s/ Leanne Fitzgerald attorney-in-fact 11/11/2020

\*\* 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.