

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>GALLENBERGER MARK J</u>  (Last) (First) (Middle) 15 WAYSIDE ROAD  (Street) BURLINGTON MA 01803  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cerence Inc. [ CRNC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/15/2020		S		166 <sup>(1)</sup>	D	\$52.15	72,931	D	
Common Stock	10/15/2020		S		11 <sup>(1)</sup>	D	\$52.15	72,920	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.46	72,820	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.22	72,720	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.21	72,620	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.12	72,520	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.06	72,420	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.05	72,320	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.05	72,220	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.04	72,120	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$52.01	72,020	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.97	71,920	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.94	71,820	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.94	71,720	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.93	71,620	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.915	71,520	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.835	71,420	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.52	71,320	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.47	71,220	D	
Common Stock	10/15/2020		S		100 <sup>(1)</sup>	D	\$51.42	71,120	D	
Common Stock	10/15/2020		S		96 <sup>(1)</sup>	D	\$52.01	71,024	D	
Common Stock	10/15/2020		S		95 <sup>(1)</sup>	D	\$52.13	70,929	D	
Common Stock	10/15/2020		S		87 <sup>(1)</sup>	D	\$52.07	70,842	D	
Common Stock	10/15/2020		S		52 <sup>(1)</sup>	D	\$52.23	70,790	D	
Common Stock	10/15/2020		S		95 <sup>(1)</sup>	D	\$53.45	70,695	D	
Common Stock	10/15/2020		S		82 <sup>(1)</sup>	D	\$53.165	70,613	D	
Common Stock	10/15/2020		S		700 <sup>(1)</sup>	D	\$52.85	69,913	D	
Common Stock	10/15/2020		S		500 <sup>(1)</sup>	D	\$53.45	69,413	D	
Common Stock	10/15/2020		S		5 <sup>(1)</sup>	D	\$53.135	69,408	D	
Common Stock	10/15/2020		S		48 <sup>(1)</sup>	D	\$51.89	69,360	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					

**Explanation of Responses:**

1. This sale was affected pursuant to a Rule 10b5-1 trading plan adopted on 9/15/2020.

/s/ Leanne Fitzgerald attorney- 10/19/2020  
in-fact

\*\* 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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