

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

1. Name and Address of Reporting Person* <u>Dhawan Sanjay</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/14/2020	
	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 <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	(A) or (D)	Price			
Common Stock	09/14/2020		A		250 <sup>(1)</sup>	A	\$20.66	487,927	D	
Common Stock	09/14/2020		S		650 <sup>(2)</sup>	D	\$54.28	487,277	D	
Common Stock	09/14/2020		S		32 <sup>(2)</sup>	D	\$54.24	487,245	D	
Common Stock	09/14/2020		S		100 <sup>(2)</sup>	D	\$54.24	487,145	D	
Common Stock	09/14/2020		S		141 <sup>(2)</sup>	D	\$54.23	487,004	D	
Common Stock	09/14/2020		S		100 <sup>(2)</sup>	D	\$54.2	486,904	D	
Common Stock	09/14/2020		S		400 <sup>(2)</sup>	D	\$54.16	486,504	D	
Common Stock	09/14/2020		S		100 <sup>(2)</sup>	D	\$54.15	486,404	D	
Common Stock	09/14/2020		S		122 <sup>(2)</sup>	D	\$54.04	486,282	D	
Common Stock	09/14/2020		S		100 <sup>(2)</sup>	D	\$54.03	486,182	D	
Common Stock	09/14/2020		S		703 <sup>(2)</sup>	D	\$54.03	485,479	D	
Common Stock	09/14/2020		S		25 <sup>(2)</sup>	D	\$54.02	485,454	D	
Common Stock	09/14/2020		S		904 <sup>(2)</sup>	D	\$54.02	484,550	D	
Common Stock	09/14/2020		S		202 <sup>(2)</sup>	D	\$54.01	484,348	D	
Common Stock	09/14/2020		S		813 <sup>(2)</sup>	D	\$54.01	483,535	D	
Common Stock	09/14/2020		S		6,644 <sup>(2)</sup>	D	\$54	476,891	D	
Common Stock	09/15/2020		S		582 <sup>(2)</sup>	D	\$56.54	476,309	D	
Common Stock	09/15/2020		S		310 <sup>(2)</sup>	D	\$56.53	475,999	D	
Common Stock	09/15/2020		S		400 <sup>(2)</sup>	D	\$56.52	475,599	D	
Common Stock	09/15/2020		S		902 <sup>(2)</sup>	D	\$56.51	474,697	D	
Common Stock	09/15/2020		S		3,611 <sup>(2)</sup>	D	\$56.5	471,086	D	
Common Stock	09/15/2020		S		200 <sup>(2)</sup>	D	\$56.49	470,886	D	
Common Stock	09/15/2020		S		28 <sup>(2)</sup>	D	\$56.48	470,858	D	
Common Stock	09/15/2020		S		1,586 <sup>(2)</sup>	D	\$56.46	469,272	D	
Common Stock	09/15/2020		S		800 <sup>(2)</sup>	D	\$56.42	468,472	D	
Common Stock	09/15/2020		S		400 <sup>(2)</sup>	D	\$56.41	468,072	D	
Common Stock	09/15/2020		S		98 <sup>(2)</sup>	D	\$56.39	467,974	D	
Common Stock	09/15/2020		S		600 <sup>(2)</sup>	D	\$56.38	467,374	D	
Common Stock	09/15/2020		S		700 <sup>(2)</sup>	D	\$56.36	466,674	D	
Common Stock	09/15/2020		S		200 <sup>(2)</sup>	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					

**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- 09/16/2020  
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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