
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

CERENCE INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-4177087
(I.R.S. Employer
Identification No.)

**25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Cerence Inc. 2024 Inducement Plan
(Full title of the plan)

**Brian Krzanich
Chief Executive Officer
Cerence Inc.**

**25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Jennifer Salinas
General Counsel
Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 1,500,000 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Cerence Inc. (the “Registrant”), to be issuable pursuant to equity awards granted pursuant to the Registrant’s 2024 Inducement Plan (as amended, the “Inducement Plan”). On November 29, 2024, pursuant to Amendment No. 2 to the Inducement Plan, the number of shares of Common Stock reserved and available for issuance under the Inducement Plan increased by 1,500,000 shares. This Registration Statement registers these additional 1,500,000 shares of Common Stock.

The additional shares described above are of the same class as other securities relating to the Inducement Plan for which the Registrant’s registration statement filed on Form S-8, File No. 333-277635 (filed with the Securities and Exchange Commission (the “SEC”) on March 4, 2024), as amended by registration statement filed on Form S-8, File No. 333-282584 (filed with the SEC on October 10, 2024) is effective. Pursuant to General Instruction E to Form S-8, the contents of the Registrant’s prior registration statement on Form S-8, File No. 333-277635 (filed with the SEC on March 4, 2024) and prior registration statement filed on Form S-8, File No. 333-282584 (filed with the SEC on October 10, 2024), relating to the Inducement Plan, are incorporated herein by reference, except to the extent supplemented or amended or superseded by the information set forth herein.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

| Exhibit Number | Exhibit Document |
|----------------|---|
| 4.1 | Amended and Restated Certificate of Incorporation of Cerence Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on October 2, 2019 (File No. 001-39030)) |
| 4.2 | Second Amended and Restated By-Laws of Cerence Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on May 4, 2023 (File No. 001-39030)) |
| 5.1* | Opinion of Goodwin Procter LLP |
| 23.1* | Consent of Goodwin Procter LLP (included in Exhibit 5.1) |
| 23.2* | Consent of BDO USA, P.C. |
| 24.1* | Power of Attorney (included as part of the signature page of this Registration Statement) |
| 99.1 | Cerence Inc. 2024 Inducement Plan and form of award agreements thereunder (incorporated by reference to Exhibit 99.1 to the Registration Statement on Form S-8 filed with the SEC on March 4, 2024 (File No. 333-277635)) |
| 99.2 | Amendment No. 1 to the Cerence Inc. 2024 Inducement Plan (incorporated by reference to Exhibit 99.2 to the Registration Statement on Form S-8 filed with the SEC on October 10, 2024 (File No. 333-282584)) |
| 99.3* | Amendment No. 2 to the Cerence Inc. 2024 Inducement Plan |
| 107* | Filing Fee Table |

* Exhibits marked with an asterisk (*) are filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Burlington, Commonwealth of Massachusetts, on December 5, 2024.

Cerence Inc.

By: /s/ Brian Krzanich

Brian Krzanich

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian Krzanich and Jennifer Salinas, jointly and severally, as such person's attorneys-in-fact, each with the power of substitution, for such person in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|--|------------------|
| <u>/s/ Brian Krzanich</u> Brian Krzanich | Chief Executive Officer, President and Director (Principal Executive Officer) | December 5, 2024 |
| <u>/s/ Tony Rodriquez</u> Tony Rodriquez | Chief Financial Officer (Principal Financial and Accounting Officer) | December 5, 2024 |
| <u>/s/ Arun Sarin</u> Arun Sarin | Chairman of the Board | December 5, 2024 |
| <u>/s/ Thomas Beaudoin</u> Thomas Beaudoin | Director | December 5, 2024 |
| <u>/s/ Marianna Budnik</u> Marianne Budnik | Director | December 5, 2024 |
| <u>/s/ Doug Davis</u> Doug Davis | Director | December 5, 2024 |
| <u>/s/ Sanjay Jha</u> Sanjay Jha | Director | December 5, 2024 |
| <u>/s/ Marcy Klevorn</u> Marcy Klevorn | Director | December 5, 2024 |
| <u>/s/ Kristi Ann Matus</u> Kristi Ann Matus | Director | December 5, 2024 |
| <u>/s/ Alfred Nietzel</u> Alfred Nietzel | Director | December 5, 2024 |



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

December 5, 2024

Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,500,000 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of Cerence Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2024 Inducement Plan, as amended (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP
GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

Cerence Inc.
Burlington, Massachusetts

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated November 25, 2024, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, of Cerence Inc. (the "Company") appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2024.

/s/ BDO USA P.C.

Boston, Massachusetts

December 5, 2024

**AMENDMENT NO. 2
TO THE
CERENCE INC.
2024 INDUCEMENT PLAN**

WHEREAS, Cerence Inc. (the “**Company**”) maintains the Cerence Inc. 2024 Inducement Plan (as amended, the “**Plan**”), which was previously adopted by the Board of Directors of the Company (the “**Board**”);

WHEREAS, the Board believes that the number of shares of Stock (as defined in the Plan) remaining available for issuance under the Plan has become insufficient for the Company’s anticipated future needs under the Plan;

WHEREAS, the Board has determined that it is advisable and in the best interest of the Company and its stockholders to amend the Plan to increase the aggregate number of shares of Stock reserved for issuance under the Plan by 1,500,000 shares; and

WHEREAS, Section 9 of the Plan provides that the Board may amend the Plan at any time, subject to certain conditions set forth therein.

NOW, THEREFORE:

1. Increase in Share Pool. Section 3(a) of the Plan is hereby deleted in its entirety and replaced with the following:

“**Number of Shares.** Subject to adjustment as provided in Section 7(b), the number of shares of Stock that may be issued in satisfaction of Awards under the Plan is 4,500,000 shares (the “**Share Pool**”). For purposes of this Section 4(a), shares of Stock will not be treated as issued under the Plan, and will not reduce the Share Pool, unless and until, and to the extent, the shares are actually issued to a Participant. Without limiting the generality of the foregoing, shares of Stock withheld by the Company in payment of the exercise price or purchase price of an Award or in satisfaction of tax withholding requirements with respect to an Award and shares of Stock underlying any portion of an Award that is settled in cash or that expires, becomes unexercisable, terminates or is forfeited to or repurchased by the Company, in each case, without the issuance (or retention (in the case of Restricted Stock or Unrestricted Stock)) of Stock, will not be treated as issued in satisfaction of Awards under the Plan and will not reduce the Share Pool.”

2. Effective Date of Amendment. This Amendment to the Plan shall become effective upon the date that it is approved by the Board.

3. Other Provisions. Except as set forth above, all other provisions of the Plan shall remain unchanged.

DATE APPROVED BY BOARD OF DIRECTORS:

November 29, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Cerence Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount Registered (1) | Proposed Maximum Offering Price Per Share | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------------|--|----------------------|-----------------------|---|----------------------------------|--------------|----------------------------|
| Equity | Common Stock, \$0.01 par value per share, Cerence 2024 Inducement Plan | 457(c) and (h)(1) | 1,500,000 (2) | \$6.74 (3) | \$10,110,000 | \$0.00015310 | \$1,547.84 |
| Total Offering Amounts | | | | | \$10,110,000 | | \$1,547.84 |
| Total Fee Offsets | | | | | | | |
| Net Fee Due | | | | | | | \$1,547.84 |

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.01 per share (the “*Common Stock*”), that become issuable under the above listed plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents an increase to the number of shares of Common Stock available for issuance under the Registrant’s 2024 Inducement Plan, as amended, previously approved by the Registrant’s Board of Directors on November 29, 2024.
- (3) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act. The offering price per share and the aggregate offering price are calculated based on the average of the high and low sale prices per share of the Common Stock as reported on The Nasdaq Global Select Market on November 27, 2024.