



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

October 21, 2019

Sanjay Dhawan  
Chief Executive Officer  
Cerence Inc.  
15 Wayside Road  
Burlington, MA 01803

**Re: Cerence Inc.**  
**Registration Statement on Form S-1**  
**Filed October 15, 2019**  
**File No. 333-234214**

Dear Mr. Dhawan:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Edwin Kim, Staff Attorney, at (202) 551-3297 or Jan Woo, Legal Branch Chief, at (202) 551-3453 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: John C. Kennedy, Esq.