

OMB APPROVAL	
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**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* <u>Sulzberger Gabrielle</u>  (Last) (First) (Middle) <u>C/O CERVEL THERAPEUTICS HOLDINGS, INC.</u> <u>222 JACOBS STREET, SUITE 200</u>  (Street) <u>CAMBRIDGE MA 02141</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cerevel Therapeutics Holdings, Inc. [ CERE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/07/2023</u>	
	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	06/07/2023		A		3,282 <sup>(1)</sup>	A	(1)	47,853 <sup>(2)</sup>	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						Amount or Number of Shares
Stock Option (Right to Buy)	\$32.6	06/07/2023		A		13,780		(3)	06/07/2033	Common Stock	13,780	\$0.00	13,780	D	

**Explanation of Responses:**

- The shares reported in this transaction represent Restricted Stock Units ("RSUs") granted under the Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan. Each RSU represents the contingent right to receive one share of the Issuer's common stock. 100% of the RSUs subject to this grant shall vest upon the earlier of: (i) the one-year anniversary of the Grant Date, or (ii) the next annual meeting of stockholders of the Company occurring after the Grant Date.
- On June 7, 2023, BC Perception Holdings, LP ("BC Perception") distributed an aggregate of 432,627 shares of Common Stock to certain of its limited partners (including the Reporting Person) in a pro-rata in-kind distribution to such limited partners in connection with a redemption of their partnership interests. Includes 30,301 shares of Common Stock received by the Reporting Person in the distribution described herein made in accordance with the exemptions afforded under Rule 16a-9(a) and Rule 16a-13 of the Securities Exchange Act of 1934, as amended.
- 100% of the shares subject to this option shall vest and become exercisable on the earlier of: (i) the one-year anniversary of the Grant Date, or (ii) the next annual meeting of stockholders of the Company occurring after the Grant Date.

**Remarks:**

/s/ Mark Bodenrader, as 06/09/2023  
Attorney-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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