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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

CEREVEL THERAPEUTICS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

222 Jacobs Street, Suite 200
Cambridge, MA
(Address of Principal Executive Offices)

85-3911080
(I.R.S. Employer
Identification No.)

02141
(Zip Code)

Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan
Cerevel Therapeutics Holdings, Inc. Amended and Restated 2020 Employee Stock Purchase Plan
(Full title of the plans)

N. Anthony Coles, M.D.
Chief Executive Officer
Cerevel Therapeutics Holdings, Inc.
222 Jacobs Street, Suite 200
Cambridge, MA 02141
(Name and address of agent for service)

(844) 304-2048
(Telephone number, including area code, of agent for service)

Copies to:

Stuart M. Cable
Nicole Daley
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000

Scott M. Akamine
John Mei
Cerevel Therapeutics Holdings, Inc.
222 Jacobs Street, Suite 200
Cambridge, MA 02141
(844) 304-2048

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

The number of shares of common stock, par value \$0.0001 per share, or the common stock, of Cerevel Therapeutics Holdings, Inc., or the Registrant, available for grant and issuance under the Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan, or the 2020 Plan, is subject to an annual increase on January 1 of each year equal to (i) four percent (4%) of the number of shares of the Registrant's common stock issued and outstanding on the immediately preceding December 31 or (ii) such lesser amount as determined by the Registrant's board of directors.

The number of shares of the Registrant's common stock available for grant and issuance under the Cerevel Therapeutics Holdings, Inc. Amended and Restated 2020 Employee Stock Purchase Plan, or the 2020 ESPP, is subject to an annual increase on January 1 of each year equal to (i) one percent (1%) of the number of shares of the Registrant's common stock issued and outstanding on the immediately preceding December 31 or (ii) such lesser amount as determined by the Registrant's board of directors.

On January 1, 2023, the number of shares of common stock available for grant and issuance under the 2020 Plan increased by 3,130,045 shares, representing approximately two percent (2%) of the number of shares of common stock issued and outstanding on December 31, 2022, pursuant to a determination by the Registrant's board of directors to increase the number of shares of common stock available for grant and issuance under the 2020 Plan by such lesser amount. On January 1, 2023, the number of shares of common stock available for grant and issuance under the 2020 ESPP increased by 1,565,022 shares, representing approximately one percent (1%) of the number of shares of the Registrant's common stock issued and outstanding on December 31, 2022. Such additional shares have become reserved for issuance pursuant to the "evergreen" provisions of the 2020 Plan and the 2020 ESPP described above.

This registration statement on Form S-8, or this Registration Statement, registers the 3,130,045 additional shares and the 1,565,022 additional shares that have been reserved for issuance pursuant to the "evergreen" provisions of the 2020 Plan and the 2020 ESPP, respectively.

In accordance with General Instruction E to Form S-8, the contents of the registration statement on Form S-8 (File No. 333-251881 and File No. 333-263158) filed by the Registrant with the Securities and Exchange Commission, or the Commission, on January 4, 2021 and March, 1, 2022, respectively, are hereby incorporated by reference, except for "Item 8. Exhibits."

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by the Registrant on March 24, 2021).</u>
4.2	<u>Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Registrant on June 15, 2022).</u>
4.3	<u>Form of Subscription Agreement (incorporated by reference to Exhibit 10.1 to the Annual Report on Form 10-K filed by the Registrant on March 24, 2021).</u>
4.4	<u>Subscription Agreement, by and between ARYA Sciences Acquisition Corp II and BC Perception Holdings, LP, dated July 29, 2020 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the Registrant on July 30, 2020).</u>
4.5	<u>Amended and Restated Registration and Shareholder Rights Agreement, dated October 27, 2020, by and among the Registrant and the stockholders party thereto (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by the Registrant on November 2, 2020).</u>
4.6	<u>Waiver, dated January 20, 2021, by and among Cerevel Therapeutics Holdings, Inc. and the investors party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Registrant on January 21, 2021).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page of this Registration Statement).</u>
99.1	<u>Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan. (incorporated by reference to Exhibit 10.7 to the Annual Report on Form 10-K filed by the Registrant on March 24, 2021).</u>
99.2	<u>Forms of Award Agreements under the Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan (incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed by the Registrant on November 2, 2020).</u>
99.3	<u>Cerevel Therapeutics Holdings, Inc. 2020 Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.3 to the Registration Statement on Form S-8 filed by the Registrant on January 4, 2021).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Cambridge, State of Massachusetts, on February 22, 2023.

CEREVEL THERAPEUTICS HOLDINGS, INC.

By: /s/ N. Anthony Coles

Name: N. Anthony Coles

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, that each individual whose signature appears below hereby constitutes and appoints each of N. Anthony Coles, Scott Akamine and Mark Bodenrader as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ N. Anthony Coles</u> N. Anthony Coles	Chairperson of the Board, Director and Chief Executive Officer (Principal Executive Officer)	February 22, 2023
<u>/s/ Mark Bodenrader</u> Mark Bodenrader	Chief Accounting Officer and Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 22, 2023
<u>/s/ Deborah Baron</u> Deborah Baron	Director	February 22, 2023
<u>/s/ Marijn Dekkers</u> Marijn Dekkers	Director	February 22, 2023
<u>/s/ Doug Giordano</u> Doug Giordano	Director	February 22, 2023
<u>/s/ Christopher Gordon</u> Christopher Gordon	Director	February 22, 2023
<u>/s/ Adam Koppel</u> Adam Koppel	Director	February 22, 2023

<u>/s/ Ruth McKernan</u> Ruth McKernan	Director	February 22, 2023
<u>/s/ Deval Patrick</u> Deval Patrick	Director	February 22, 2023
<u>/s/ Norbert Riedel</u> Norbert Riedel	Director	February 22, 2023
<u>/s/ Gabrielle Sulzberger</u> Gabrielle Sulzberger	Director	February 22, 2023
<u>/s/ Suneet Varma</u> Suneet Varma	Director	February 22, 2023

February 22, 2023

Cerevel Therapeutics Holdings, Inc.
222 Jacobs Street, Suite 200
Cambridge, MA 02141

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

We have acted as counsel to you 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 4,695,067 shares (the "Shares") of Common Stock, \$0.0001 par value per share ("Common Stock"), of Cerevel Therapeutics Holdings, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan and the Cerevel Therapeutics Holdings, Inc. Amended and Restated 2020 Employee Stock Purchase Plan (collectively, the "Plans").

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.

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

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, 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

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2020 Equity Incentive Plan and Amended and Restated 2020 Employee Stock Purchase Plan of Cerevel Therapeutics Holdings, Inc. of our reports dated February 22, 2023, with respect to the consolidated financial statements of Cerevel Therapeutics Holdings, Inc. and the effectiveness of internal control over financial reporting of Cerevel Therapeutics Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 22, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)Cerevel Therapeutics Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Rules 457(c) and (h)	3,130,045 ⁽²⁾	\$32.735 ⁽⁴⁾	\$102,462,023.08	0.00011020	\$11,291.32
Equity	Common Stock, par value \$0.0001 per share	Rules 457(c) and (h)	1,565,022 ⁽³⁾	\$27.82475 ⁽⁵⁾	\$43,546,345.90	0.00011020	\$4,798.81
Total Offering Amounts					\$146,008,368.98		\$16,090.13
Total Fee Offsets							N/A
Net Fee Due							\$16,090.13

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Securities Act, this registration statement shall also cover any additional shares of common stock, par value \$0.0001 per share, or the Common Stock, of Cerevel Therapeutics Holdings, Inc., or the Registrant, that become issuable under the Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan, or the 2020 Plan, or the Cerevel Therapeutics Holdings, Inc. Amended and Restated 2020 Employee Stock Purchase Plan, or the 2020 ESPP, by reason of any stock split, stock dividend, recapitalization or any other similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of Common Stock.
- (2) Represents 3,130,045 additional shares of the Registrant's Common Stock reserved for future issuance under the 2020 Plan on January 1, 2023. Shares available for issuance under the 2020 Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission, or the SEC, on January 4, 2021 (Registration No. 333-251881) and a registration statement on Form S-8 filed with the SEC on March 1, 2022 (Registration No. 333-263158).
- (3) Represents 1,565,022 additional shares of the Registrant's Common Stock reserved for future issuance under the 2020 ESPP on January 1, 2023. Shares available for issuance under the 2020 ESPP were previously registered on a registration statement on Form S-8 filed with the SEC on January 4, 2021 (Registration No. 333-251881) and a registration statement on Form S-8 filed with the SEC on March 1, 2022 (Registration No. 333-263158).
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on February 16, 2023, which was \$32.735.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based on 85% of \$32.735, the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on February 16, 2023. Pursuant to the 2020 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the fair market value of the Common Stock on the first trading day of the offering period or on the exercise date, whichever is less.