

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>Bodenrader Mark</u> (Last) (First) (Middle) C/O CERVEL THERAPEUTICS HOLDINGS, INC. 222 JACOBS STREET, SUITE 200 (Street) CAMBRIDGE MA 02141 (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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2023	
	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	12/19/2023		M ⁽¹⁾		14,199	A	(2)	20,528 ⁽³⁾	D	
Common Stock	12/19/2023		M ⁽¹⁾		5,085	A	(2)	25,613	D	
Common Stock	12/20/2023		S ⁽⁴⁾		7,889	D	\$41.4232 ⁽⁵⁾	17,724	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						Title
Restricted Stock Units	(2)	12/19/2023		M ⁽¹⁾			14,199	(1)	(1)	Common Stock	14,199	\$0.00	0	D	
Restricted Stock Units	(2)	12/19/2023		M ⁽¹⁾			5,085	(1)	(1)	Common Stock	5,085	\$0.00	0	D	

Explanation of Responses:

- In order to mitigate the impact of Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, in connection with the transactions contemplated by the Agreement and Plan of Merger, dated as of December 6, 2023, by and among Cerevel Therapeutics Holdings, Inc. (the "Issuer"), AbbVie Inc., Symphony Harlan LLC and Symphony Harlan Merger Sub Inc., the restricted stock units ("RSUs") held by the Reporting Person vested in full on December 19, 2023, subject to certain repayment conditions in the event that the Reporting Person's employment terminates for any reason prior to the date the RSUs otherwise would vest.
- Each RSU represented the contingent right to receive one share of the Issuer's common stock.
- Includes 807 shares previously acquired under the Issuer's Employee Stock Purchase Plan on June 30, 2023.
- The Issuer has adopted a "sell-to-cover" policy to satisfy the tax withholding obligations of the Reporting Person. The sales reported on this Form 4 represent the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at per share prices ranging from \$41.36 to \$41.50. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

Title: Senior Vice President, Finance and Chief Accounting Officer

/s/ Mark Bodenrader

12/21/2023

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.