

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A  
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

Commission File Number 001-39311

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)

Registrant's telephone number, including area code: (844) 304-2048

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	CERE	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES  NO

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). YES  NO

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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  Accelerated filer   
Non-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 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of shares of the Registrant's common stock on The NASDAQ Stock Market LLC on June 30, 2022, was \$1,576.0 million.

The number of shares of Registrant's common stock outstanding as of February 10, 2023 was 156,656,668.

Auditor Name: Ernst & Young LLP

Auditor Location: Boston, Massachusetts

Auditor Firm ID: 42

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 are incorporated by reference into Part I of the Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as filed on February 22, 2023 (the "Original Form 10-K"), to the extent stated therein.

The Registrant has filed a definitive proxy statement pursuant to Regulation 14A relating to the 2023 Annual Meeting of Stockholders within 120 days of the end of the Registrant's fiscal year ended December 31, 2022. Portions of such definitive proxy statement are incorporated by reference into Part III of the Original Form 10-K to the extent stated therein.

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## EXPLANATORY NOTE

Cerevel Therapeutics Holdings, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (the “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as filed with the Securities and Exchange Commission (the “SEC”) on February 22, 2023 (the “Original Form 10-K”).

This Amendment is being filed solely to replace the consent of Ernst & Young LLP (“EY”), the Company’s independent registered public accounting firm, which was filed as Exhibit 23.1 in the Original Form 10-K and inadvertently excluded reference to the Company’s Registration Statement on Form S-3 (No. 333-268235). The revised consent of EY, filed herewith as Exhibit 23.1, includes reference to the Company’s Registration Statement on Form S-3 (No. 333-268235).

This Amendment amends and restates Part IV, Item 15 of the Original Form 10-K to include the revised consent of EY as Exhibit 23.1. Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment also contains new certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, which are provided herewith.

Except as described above, this Amendment does not amend, update or change any other items or disclosures in the Original Form 10-K. Further, this Amendment does not change any previously reported financial results, nor does it reflect subsequent events occurring after the filing date of the Original Form 10-K. This Amendment should be read in conjunction with the Original Form 10-K.

## PART IV

### Item 15. Exhibit and Financial Statement Schedules.

(a)(1) For a list of the financial statements, see Index to the Financial Statements on page F-1 of the Original Form 10-K.

(2) Financial statement schedules have been omitted because they are either not required or not applicable or the information is included in the consolidated financial statements or the notes thereto.

(3) Exhibits

The exhibits required by Item 601 of Regulation S-K and Item 15(b) are listed in the Exhibit Index below. The exhibits listed in the Exhibit Index are incorporated by reference herein.

(b) Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
2.1†	<a href="#"><u>Business Combination Agreement, dated as of July 29, 2020, by and among ARYA Sciences Acquisition Corp II, Cassidy Merger Sub 1, Inc. and Cerevel Therapeutics, Inc. (incorporated by reference to Exhibit 2.1 to the Annual Report on Form 10-K filed by the registrant on March 24, 2021).</u></a>
2.2	<a href="#"><u>Amendment No. 1 to Business Combination Agreement, dated as of October 2, 2020, by and between ARYA Sciences Acquisition Corp II and Cerevel Therapeutics, Inc. (incorporated by reference to Exhibit 2.2 to the Annual Report on Form 10-K filed by the registrant on March 24, 2021).</u></a>
3.1	<a href="#"><u>Certificate of Incorporation of Cerevel Therapeutics Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by the registrant on March 24, 2021).</u></a>
3.2	<a href="#"><u>Amended and Restated By-laws of Cerevel Therapeutics Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the registrant on June 15, 2022).</u></a>
4.1*	<a href="#"><u>Description of the Registrant's securities registered pursuant to Section 12 of the Securities and Exchange Act of 1934.</u></a>
4.2	<a href="#"><u>Indenture, dated as of August 16, 2022, by and between Cerevel Therapeutics Holdings, Inc. and U.S. Bank Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the registrant on August 16, 2022).</u></a>
4.3	<a href="#"><u>Form of certificate representing the 2.50% Convertible Senior Notes due 2027 (incorporated by reference to Exhibit A to Exhibit 4.1 to the Current Report on Form 8-K filed by the registrant on August 16, 2022).</u></a>
10.1	<a href="#"><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></a>
10.2	<a href="#"><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></a>
10.3	<a href="#"><u>Amended and Restated Registration and Shareholder Rights Agreement, dated October 27, 2020, by and among Cerevel Therapeutics Holdings, Inc. 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></a>
10.4	<a href="#"><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></a>
10.5††	<a href="#"><u>License Agreement, by and between Cerevel Therapeutics, LLC (f/k/a Perception OpCo, LLC) and Pfizer Inc., dated August 13, 2018 (incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-4 filed by the Registrant on October 2, 2020).</u></a>

- 10.6 [Lease Agreement, by and between Cerevel Therapeutics, LLC and DW Propco JK, LLC, dated July 3, 2019, as amended on September 1, 2020 \(incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K filed by the Registrant on November 2, 2020\).](#)
- 10.7\* [Second Amendment to Lease, by and between Cerevel Therapeutics, LLC and DW Propco JK, LLC, dated November 17, 2022.](#)
- 10.8# [Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan. \(incorporated by reference to Exhibit 10.7 to the Annual Report on Form 10-K filed by the registrant on March 24, 2021\).](#)
- 10.9# [Forms of Award Agreements under the Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan \(incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed by the Registrant on November 2, 2020\).](#)
- 10.10# [Cerevel Therapeutics Holdings, Inc. 2020 Amended and Restated Employee Stock Purchase Plan \(incorporated by reference to Exhibit 99.3 to the Registration Statement on Form S-8 filed by the Registrant on January 4, 2021\).](#)
- 10.11# [Senior Executive Cash Annual Incentive Plan \(incorporated by reference to Exhibit 10.13 to the Current Report on Form 8-K filed by the registrant on November 2, 2020\).](#)
- 10.12# [Severance Benefits Policy for Specified C-Suite Executives \(incorporated by reference to Exhibit 10.14 to the Current Report on Form 8-K filed by the registrant on November 2, 2020\).](#)
- 10.13\*# [Non-Employee Director Compensation Policy, as amended.](#)
- 10.14# [Form of Indemnification Agreement \(Directors\) \(incorporated by reference to Exhibit 10.16 to the Current Report on Form 8-K filed by the registrant on November 2, 2020\).](#)
- 10.15# [Form of Indemnification Agreement \(Officers\) \(incorporated by reference to Exhibit 10.17 to the Current Report on Form 8-K filed by the registrant on November 2, 2020\).](#)
- 10.16# [Employment Agreement, dated November 23, 2018, by and between Cerevel Therapeutics, LLC and N. Anthony Coles, and amendments thereto \(incorporated by reference to Exhibit 10.10 to the Current Report on Form 8-K filed by the registrant on November 2, 2020\).](#)
- 10.17# [Employment Agreement, dated April 20, 2021, by and between Cerevel Therapeutics, LLC and Scott M. Akamine \(incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed by the registrant on May 17, 2021\).](#)
- 10.18# [Offer Letter, dated August 18, 2019, by and between Cerevel Therapeutics, LLC and Mark Bodentrader \(incorporated by reference to Exhibit 10.18 to the Quarterly Report on Form 10-Q filed by the registrant on November 16, 2020\).](#)
- 10.19††# [Employment Agreement, dated April 13, 2021, by and between Cerevel Therapeutics, LLC and Abraham N. Ceesay \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the registrant on April 21, 2021\).](#)
- 10.20# [Employment Agreement, dated April 1, 2019, by and between Cerevel Therapeutics, LLC and Kenneth DiPietro \(incorporated by reference to Exhibit 10.19 to the Quarterly Report on Form 10-Q filed by the registrant on November 16, 2020\).](#)
- 10.21# [Employment Agreement, dated March 16, 2019, by and between Cerevel Therapeutics, LLC and John Renger \(incorporated by reference to Exhibit 10.12 to the Current Report on Form 8-K filed by the registrant on November 2, 2020\).](#)
- 10.22# [Employment Agreement, dated November 26, 2018, by and between Cerevel Therapeutics, LLC and Ramiro Sanchez, and amendment thereto \(incorporated by reference to Exhibit 10.11 to the Current Report on Form 8-K filed by the registrant on November 2, 2020\).](#)
- 10.23# [Employment Agreement, dated July 7, 2020, by and between Cerevel Therapeutics, LLC and Kathleen Tregoning \(incorporated by reference to Exhibit 10.22 to the Quarterly Report on Form 10-Q filed by the registrant on November 16, 2020\).](#)
- 10.24†† [Funding Agreement, dated as of April 12, 2021, by and between Cerevel Therapeutics, Inc. and NovaQuest Co-Investment Fund XVI, L.P. \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed by the registrant on May 17, 2021\).](#)
- 10.25†† [Funding Agreement, dated April 12, 2021, by and between Cerevel Therapeutics, Inc., and BC Pinnacle Holdings, LP \(incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed by the registrant on May 17, 2021\).](#)

21.1	<a href="#"><u>List of subsidiaries of the registrant (incorporated by reference to Exhibit 21.1 to the Registration Statement on Form S-1 filed by the registrant on November 25, 2020).</u></a>
23.1(1)	<a href="#"><u>Consent of Ernst &amp; Young LLP, independent registered public accounting firm.</u></a>
24.1*	<a href="#"><u>Power of Attorney (included on signature page of Original Form 10-K).</u></a>
31.1*	<a href="#"><u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31.2*	<a href="#"><u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31.3(1)	<a href="#"><u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
31.4(1)	<a href="#"><u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
32.1*	<a href="#"><u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
32.2*	<a href="#"><u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
32.3(1)	<a href="#"><u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
32.4(1)	<a href="#"><u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104 <sup>(1)</sup>	Cover Page Interactive Data File (formatted in Inline XBRL and included in Exhibit 101)

\* Filed or furnished with the Original Form 10-K.

(1) Filed or furnished herewith.

# Indicates a management contract, compensatory plan or arrangement.

† Schedules, exhibits or similar attachments to this Exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Registrant agrees to furnish supplementally a copy of any omitted schedule, exhibit or similar attachment to the SEC upon request.

†† Certain confidential portions (indicated by brackets and asterisks) have been omitted from this exhibit.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the Registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CEREVEL THERAPEUTICS HOLDINGS, INC.**

Date: May 19, 2023

By: /s/ N. Anthony Coles

**N. Anthony Coles**

**Chief Executive Officer**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-260945) of Cerevel Therapeutics Holdings, Inc.,
- (2) Registration Statement (Form S-3 No. 333-250964) of Cerevel Therapeutics Holdings, Inc.,
- (3) Registration Statement (Form S-3 No. 333-264812) of Cerevel Therapeutics Holdings, Inc.,
- (4) Registration Statement (Form S-3 No. 333-268235) of Cerevel Therapeutics Holdings, Inc.,
- (5) Registration Statement (Form S-8 No. 333-251881) pertaining to the 2020 Equity Incentive Plan and Amended and Restated 2020 Employee Stock Purchase Plan of Cerevel Therapeutics Holdings, Inc., and
- (6) Registration Statement (Form S-8 No. 333-263158) 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 this Annual Report (Form 10-K) of Cerevel Therapeutics Holdings, Inc. for the year ended December 31, 2022.

/s/ Ernst & Young LLP

Boston, Massachusetts  
May 19, 2023



**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, N. Anthony Coles, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Cerevel Therapeutics Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. [intentionally omitted]
4. [intentionally omitted]
5. [intentionally omitted]

Date: May 19, 2023

By: \_\_\_\_\_ /s/ N. Anthony Coles  
**N. Anthony Coles**  
**Chief Executive Officer**  
**(Principal Executive Officer)**

**CERTIFICATION PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Susan Altschuller, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K/A of Cerevel Therapeutics Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. [intentionally omitted]
4. [intentionally omitted]
5. [intentionally omitted]

Date: May 19, 2023

By: \_\_\_\_\_ /s/ Susan Altschuller  
**Susan Altschuller**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Amendment No. 1 to the Annual Report on Form 10-K/A of Cerevel Therapeutics Holdings, Inc. (the "Company") for the year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 19, 2023

By: \_\_\_\_\_  
/s/ N. Anthony Coles  
**N. Anthony Coles**  
**Chief Executive Officer**  
**(Principal Executive Officer)**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Amendment No. 1 to the Annual Report on Form 10-K/A of Cerevel Therapeutics Holdings, Inc. (the "Company") for the year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 19, 2023

By: \_\_\_\_\_  
/s/ Susan Altschuller  
**Susan Altschuller**  
**Chief Financial Officer**  
**(Principal Financial Officer)**