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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 12, 2021

CEREVEL THERAPEUTICS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-39311**	**85-3911080**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

222 Jacobs Street, Suite 200
Cambridge, MA 02141
(Address of principal executive offices, including zip code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 Capital Market**
Warrants to purchase one share of common stock at an exercise price of $11.50	**CEREW**	**The Nasdaq Capital Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 1.01. Entry into a Material Definitive Agreement.

On April 12, 2021 (the "Effective Date"), Cerevel Therapeutics, Inc. (the "Company"), a wholly-owned subsidiary of Cerevel Therapeutics Holdings, Inc., entered into a funding agreement with NovaQuest Co-Investment Fund XVI, L.P. ("NovaQuest" and the "NovaQuest Funding Agreement") and a funding agreement with BC Pinnacle Holdings, LP ("Bain," the "Bain Funding Agreement" and, together with the NovaQuest Funding Agreement, the "Funding Agreements"), pursuant to which NovaQuest and Bain will provide funding to the Company to support its development of tavapadon for the treatment of Parkinson's disease.

Pursuant to the Funding Agreements, the Company will receive up to $62.5 million in funding from each of NovaQuest and Bain, for a combined total of up to $125 million in funding (the "Total Funding Commitment"), of which approximately $31.3 million (25% of the Total Funding Commitment) will be received within 10 business days of the Effective Date, and $37.5 million (30% of the Total Funding Commitment), approximately $31.3 million (25% of the Total Funding Commitment) and $25.0 million (20% of the Total Funding Commitment) will be received on the first, second and third anniversaries of the Effective Date, respectively, subject to certain customary funding conditions.

In return, the Company agreed to pay to NovaQuest and Bain (1) upon approval of tavapadon by the FDA, a combined $187.5 million (1.5x of the Total Funding Commitment) (the "Approval Milestone Payment"), with 50% of the Approval Milestone Payment due within 30 days of FDA approval and 12.5% of the Approval Milestone Payment due on each of the first four anniversaries of FDA approval, (2) upon first reaching certain cumulative U.S. net sales thresholds, certain sales milestone payments and (3) combined tiered, mid-single digit to low-double digit royalties on annual net sales of tavapadon in the U.S.

At the time that NovaQuest and Bain collectively receive an aggregate of approximately $531.3 million (4.25x of the Total Funding Commitment), the Company's payment obligations under the Funding Agreements will be fully satisfied. The Company has the option to satisfy its payment obligations to NovaQuest and Bain upon the earlier of FDA approval or May 1, 2025 by paying an amount equal to the Total Funding Commitment multiplied by a certain factor (which will initially be 3.00x and will increase over time to a maximum of 4.25x), less amounts previously paid to NovaQuest and Bain.

During the term of the Funding Agreements, the Company will use commercially reasonable efforts to develop and commercialize tavapadon in the United States, except that, upon the occurrence of certain significant safety, efficacy and regulatory technical failures of the program (each, a "Technical Failure"), the Company will have the right to terminate the development of tavapadon and, upon such termination, will not be obligated to make any payments to NovaQuest and Bain. If the Company suspends or terminates the development of tavapadon or fails to perform certain diligence obligations for any reason other than a Technical Failure, the Company will pay NovaQuest and Bain a combined amount equal to the total amount funded by NovaQuest and Bain up to the date of termination, plus 12% interest compounded annually.

The Company will grant NovaQuest and Bain a security interest in the assets material to the development and commercialization of tavapadon in the U.S., provided that the Company will be permitted to incur certain indebtedness and NovaQuest and Bain will agree to customary subordination in connection therewith. The Funding Agreements also include customary representations and warranties and covenants.

The foregoing description of the Funding Agreements does not purport to be complete and is qualified in its entirety by the full text of the Funding Agreements, copies of which will be filed as exhibits to a subsequent filing with the Securities and Exchange Commission.

Item 7.01. Regulation FD Disclosure.

On April 13, 2021, Cerevel Therapeutics Holdings, Inc. issued a press release announcing the entry into the Funding Agreements. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Cerevel Therapeutics Holdings, Inc. on April 13, 2021, furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CEREVEL THERAPEUTICS HOLDINGS, INC.

Date: April 13, 2021

By: /s/ Kathy Yi
Kathy Yi
Chief Financial Officer

Cerevel Therapeutics Announces Strategic $125 Million Non-Dilutive Financing Transaction for Tavapadon

Risk-sharing arrangement with NovaQuest and Bain Capital will fund the full tavapadon Phase 3 development program for Parkinson's disease through planned NDA submission

Data readouts from tavapadon Phase 3 TEMPO program expected beginning in the first half of 2023

Conference call and webcast scheduled for today at 8:30 AM EDT

CAMBRIDGE, **Mass.**, April. 13, 2021 — Cerevel Therapeutics, (Nasdaq: CERE), a company dedicated to unraveling the mysteries of the brain to treat neuroscience diseases, today announced an up to $125 million non-dilutive financing transaction with NovaQuest and Bain Capital to fund the full Phase 3 development program for tavapadon in Parkinson's disease, also known as the TEMPO trials.

"Cerevel continues its track record of innovative deal making with today's announcement, a strategic funding arrangement to support the completion of the full Phase 3 development program for tavapadon in Parkinson's disease," said Tony Coles, chairperson and chief executive officer of Cerevel Therapeutics. "By thoughtfully risk-sharing development costs—working with partners who share our belief in the potential of tavapadon to serve as a backbone therapy for patients with Parkinson's disease—we have secured funding for the entire Phase 3 program through planned NDA submission." Coles continued, "This transaction also gives us flexibility to allocate capital to our most promising earlier stage assets as they advance into the clinic, and our expected cash runway is now extended into 2024."

$125 Million Non-Dilutive Tavapadon Financing

Under the terms of the transaction, NovaQuest and Bain Capital are each expected to pay up to $62.5 million, for a total of up to $125 million, in four installments over four years. In exchange, NovaQuest and Bain Capital will receive payments based on an approval milestone, sales milestones, and royalty payments, the total of which will not exceed 4.25x the full amount paid to Cerevel; Cerevel holds the option to accelerate payment at a reduced cap starting at 3.0x the amount received, under certain conditions. Under the terms of the deal, Cerevel will make milestone and royalty payments upon successful US regulatory approval. NovaQuest and Bain Capital will be entitled to an approval milestone, sales milestones based on cumulative US net sales, and combined mid-single digit to low-double digit royalty payments on annual US net sales. Cerevel will retain meaningful upside potential for tavapadon in the US along with full worldwide commercial rights.

Cerevel is currently dosing patients with early- and late-stage Parkinson's disease in all three of its Phase 3 trials of tavapadon, known as TEMPO-1, TEMPO-2, and TEMPO-3, as well as the open label extension trial, known as TEMPO-4. The four TEMPO trials make up the full Phase 3 program for tavapadon and will serve as the basis for the NDA submission for broad use in patients with Parkinson's disease. **Preliminary data readouts from the Phase 3 program are expected to be available beginning in the first half of 2023.**

Goodwin Procter LLP acted as legal counsel to Cerevel Therapeutics. Wyrick Robbins Yates & Ponton LLP acted as legal counsel to NovaQuest. Ropes & Gray LLP acted as legal counsel to Bain Capital.

Conference Call Information

Cerevel will host a conference call and webcast today, April 13, from 8:30 a.m. to 9:00 a.m. EDT to discuss the transaction. To access the call, please dial 833-665-0655 (domestic) or 702-495-1044 (international) and refer to conference ID 3075972. The live webcast and accompanying slides can be accessed on the investor relations section of the Cerevel Therapeutics website [here]. A replay will be available in the same section of the company's website for approximately 90 days.

About Cerevel Therapeutics

Cerevel Therapeutics is dedicated to unraveling the mysteries of the brain to treat neuroscience diseases. The company is tackling diseases with a targeted approach to neuroscience that combines expertise in neurocircuitry with a focus on receptor selectivity. Cerevel Therapeutics has a diversified pipeline comprising five clinical-stage investigational therapies and several pre-clinical compounds with the potential to treat a range of neuroscience diseases, including Parkinson's, epilepsy, schizophrenia, and substance use disorder. Headquartered in Cambridge, Mass., Cerevel Therapeutics is advancing its current research and development programs while exploring new modalities through internal research efforts, external collaborations, or potential acquisitions. For more information, visit www.cerevel.com.

About Tavapadon

Tavapadon is a selective dopamine D1/D5 partial agonist that Cerevel is developing for the treatment of early- and late-stage Parkinson's disease. Cerevel initiated a registration-directed Phase 3 program for tavapadon beginning in January 2020, which includes two trials in early-stage Parkinson's, known as TEMPO-1 and TEMPO-2, one trial in late-stage Parkinson's, known as TEMPO-3, and an open-label safety extension trial, known as TEMPO-4. Initial data from the Phase 3 program are expected to be available beginning in the first half of 2023.

About NovaQuest Capital Management

Founded by a team of accomplished industry professionals who began working together in 2000, NovaQuest Capital Management is a premier biopharma and life sciences investment firm. NovaQuest pioneered a Product Finance solution for the industry, providing at-risk, non-dilutive funding that enables partner companies to advance pivotal clinical trials, launch new brands, license products, and acquire accretive products or companies. NovaQuest has invested in scores of biopharmaceutical assets across therapeutic areas with a clinical success rate significantly higher than the industry average. Currently managing more than $2.2 billion in capital, NovaQuest is actively investing from the $1.2 billion Fund V, evaluating global opportunities with financing needs that range from $30-100 million. For more information, please visit www.novaquest.com.

About Bain Capital

Founded in 1984, Bain Capital is a leading global private investment firm with 22 offices on four continents and deep experience in healthcare. Bain Capital manages approximately $130 billion across asset classes and leverages the firm's shared platform to capture opportunities in strategic areas of focus. Bain Capital Private Equity (http://www.baincapitalprivateequity.com) has partnered closely with management teams to provide the strategic resources that build great companies and help them thrive. A team of approximately 240 investment professionals creates value for portfolio companies through its global platform and depth of expertise in key vertical industries including healthcare. Bain Capital Life Sciences (www.baincapitallifesciences.com) pursues investments in biopharmaceutical, specialty pharmaceutical, medical device, diagnostics and enabling life science technology companies globally. The team focuses on companies that both drive medical innovation across the value chain and enable that innovation to improve the lives of patients with unmet medical needs.

Special Note Regarding Forward-Looking Statements

This press release contains forward-looking statements that are based on management's beliefs and assumptions and on information currently available to management. In some cases, you can identify forward-looking statements by the following words: "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance, or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this press release, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain. Forward-looking statements in this press release include, but are not limited to, statements about the potential attributes and benefits of our product candidates, the format and timing of our product development activities and clinical trials, including the design of clinical trials and preclinical studies and the timing of initiation, completion and data readouts for clinical trials, the amount and timing of payments we may receive and make pursuant to the financing transaction, including whether any such payments are made at all, the benefits of the financing transaction, the commercial potential of tavapadon, the sufficiency of our financial resources, including to fund the Phase 3 tavapadon development program through NDA submission, and our cash runway. We cannot assure you that the forward-looking statements in this press release will prove to be accurate. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. Actual performance and results may differ materially from those projected or suggested in the forward-looking statements due to various risks and uncertainties, including, among others: that we may not realize the expected benefits of the financing transaction; clinical trial results may not be favorable; uncertainties inherent in the product development process (including with respect to the timing of results and whether such results will be predictive of future results); the impact of COVID-19 on the timing, progress and results of ongoing or planned clinical trials; other impacts of COVID-19, including operational disruptions or delays or to our ability to raise additional capital; whether and when, if at all, our product candidates will receive approval from the FDA or other regulatory authorities, and for which, if any, indications; competition from other biotechnology companies; uncertainties regarding intellectual property protection; our need for substantial funding for our product development programs and other risks identified in our SEC filings, including those under the heading "Risk Factors" in our Annual Report on Form 10-K filed with the SEC on March 24, 2021

and our subsequent SEC filings. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. The forward-looking statements in this press release represent our views as of the date of this press release. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this press release.

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