

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>BAIN CAPITAL INVESTORS LLC</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET <hr/> (Street) BOSTON MA 02116 <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/16/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	10/16/2023		P		5,480,052 ⁽²⁾	A	\$22.81	65,679,781	I	See footnotes ⁽¹⁾

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
BAIN CAPITAL INVESTORS LLC

 (Last) (First) (Middle)
 200 CLARENDON STREET

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BC Perception Holdings, LP

 (Last) (First) (Middle)
 200 CLARENDON STREET

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BCPE Perception GP, LLC

 (Last) (First) (Middle)
 200 CLARENDON STREET

(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	

1. Name and Address of Reporting Person*

[Bain Capital Fund XII, LP](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	

1. Name and Address of Reporting Person*

[Bain Capital Partners XII, LLC](#)

(Last) (First) (Middle)
200 CLARENDON STREET

(Street)	BOSTON	MA	02116
(City)	(State)	(Zip)	

Explanation of Responses:

1. Represents shares of the Issuer's common stock held directly by BC Perception Holdings, LP ("BC Perception"). Bain Capital Fund XII, L.P. ("Fund XII") is the sole member of BCPE Perception GP, LLC ("Perception GP"), which is the general partner of BC Perception. Bain Capital Investors, LLC ("BCI") is the manager of Bain Capital Partners XII, LLC ("Partners XII" and, together with BCI, BC Perception, Fund XII and Perception GP, the "Bain Capital Entities"), which is the general partner of Fund XII. As a result, each of the Bain Capital Entities may be deemed to share voting and dispositive power with respect to the shares of the Issuer's common stock held by BC Perception. Each of the Bain Capital Entities disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein.

2. On October 16, 2023, BC Perception purchased 5,480,052 shares of the Issuer's common stock at a price of \$22.81 per share in an underwritten public offering.

Remarks:

[Bain Capital Investors, LLC,](#)
[By: /s/ Christopher Gordon,](#) [10/18/2023](#)
[Title: Partner](#)

[BC Perception Holdings, LP,](#)
[By: BCPE Perception GP,](#)
[LLC, its general partner, By: 10/18/2023](#)
[/s/ Christopher Gordon, Title:](#)
[Authorized Signatory](#)

[BCPE Perception GP, LLC,](#)
[By: /s/ Christopher Gordon,](#) [10/18/2023](#)
[Title: Authorized Signatory](#)

[Bain Capital Fund XII, L.P.,](#)
[By: Bain Capital Partners XII,](#)
[LLC, its general partner, By:](#)
[Bain Capital Investors, LLC,](#) [10/18/2023](#)
[its manager, By: /s/](#)
[Christopher Gordon, Title:](#)
[Partner](#)

[Bain Capital Partners XII,](#)
[LLC, By: Bain Capital](#)
[Investors, LLC, its manager,](#) [10/18/2023](#)
[By: /s/ Christopher Gordon,](#)
[Title: Partner](#)

** 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.