

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>COLES N ANTHONY</u> (Last) (First) (Middle) <u>C/O CERVEL THERAPEUTICS HOLDINGS, INC.</u> <u>222 JACOBS STREET, SUITE 200</u> (Street) <u>CAMBRIDGE MA 02141</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairperson</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2023</u>	
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	02/07/2023		M ⁽¹⁾		50,000	A	\$3.5	52,704	D	
Common Stock	02/07/2023		S ⁽¹⁾		42,058	D	\$33.0437 ⁽²⁾	10,646	D	
Common Stock	02/07/2023		S ⁽¹⁾		7,942	D	\$33.5745 ⁽³⁾	2,704	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
Stock Option (Right to Buy)	\$34.41	02/06/2023		A		243,042		(4)	02/06/2033	Common Stock	243,042	\$0.00	243,042	D	
Restricted Stock Units	(5)	02/06/2023		A		61,762		(6)	(6)	Common Stock	61,762	\$0.00	61,762	D	
Stock Option (Right to Buy)	\$3.5	02/07/2023		M ⁽¹⁾		50,000		(7)	12/24/2028	Common Stock	50,000	\$0.00	2,952,417	D	

Explanation of Responses:

- These transactions were effected pursuant to a Rule 10b5-1 trading plan dated November 9, 2022 adopted by the Reporting Person.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.44 - \$33.43. 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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.44 - \$34.30. 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.
- 25% of this option shall vest and become exercisable on February 6, 2024, with the remainder vesting in thirty-six (36) monthly installments thereafter, subject to the Reporting Person's continued service on each such vesting date.
- The shares reported in this transaction represent Restricted Stock Units ("RSUs") granted under the Cerevel Therapeutics Holdings, Inc. 2020 Equity Incentive Plan. Each RSU represents the contingent right to receive one share of the Issuer's common stock.
- The RSUs vest in four equal annual installments on each of February 6, 2024, February 6, 2025, February 6, 2026 and February 6, 2027, subject to the Reporting Person's continued service on each such vesting date.
- 25% of the shares subject to this option vested and became exercisable on November 27, 2019, with remainder vesting in 36 equal monthly installments thereafter.

Remarks:

/s/ Mark Bodenrader, as 02/08/2023
Attorney-in-Fact

** 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.