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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**SCHEDULE 13D**  
(Rule 13d-101)

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**Information to be Included in Statements Filed Pursuant  
to § 240.13d-1(a) and Amendments Thereto Filed  
Pursuant to § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)**

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**CEREVEL THERAPEUTICS HOLDINGS, INC.**  
(Name of Issuer)

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**Common Stock, \$0.0001  
par value per share**  
(Title of Class of Securities)

**15678U128**  
(CUSIP Number)

**Bain Capital Investors, LLC**  
**200 Clarendon Street**  
**Boston, MA 02116**  
**617-516-2000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**December 6, 2023**  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (“Act”), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Names of reporting persons <b>BC Perception Holdings, LP</b>	
2	Check the appropriate box if a member of a group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC use only	
4	Source of funds <b>SC, WC</b>	
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization <b>Delaware</b>	
Number of shares beneficially owned by each reporting person with:	7	Sole voting power <b>0 shares of Common Stock</b>
	8	Shared voting power <b>65,679,781 shares of Common Stock</b>
	9	Sole dispositive power <b>0 shares of Common Stock</b>
	10	Shared dispositive power <b>65,679,781 shares of Common Stock</b>
11	Aggregate amount beneficially owned by each reporting person <b>65,679,781 shares of Common Stock</b>	
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) <b>36.4%</b>	
14	Type of reporting person <b>PN</b>	

This Amendment No. 5 to Schedule 13D relates to shares of common stock, \$0.0001 par value per share (the “Common Stock”), of Cerevel Therapeutics Holdings, Inc., a Delaware corporation (the “Issuer”), and amends the initial statement on Schedule 13D filed by the Reporting Person on November 4, 2020, as amended by Amendment No. 1 filed on July 9, 2021, Amendment No. 2 filed on March 3, 2022, Amendment No. 3 filed on August 18, 2022 and Amendment No. 4 filed on October 18, 2023 (the “Initial Statement” and, as further amended by this Amendment No. 5, the “Schedule 13D”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Initial Statement is hereby amended and restated as follows:

The information set forth in Items 2 and 3 and on the cover pages of this Schedule 13D is incorporated by reference in its entirety into this Item 5.

(a) – (c) As of the date hereof, the Reporting Person holds 65,679,781 shares of Common Stock, representing approximately 36.4% of the outstanding shares of Common Stock. The percentage of the outstanding shares of Common Stock held by the Reporting Person is based on 180,278,078 shares of Common Stock issued and outstanding, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2023.

As a result of the voting arrangements contained in the Registration and Shareholder Rights Agreement described under Item 6 of this Schedule 13D, the Reporting Person and Pfizer Inc. (“Pfizer”) may be deemed to be a group for purposes of Section 13(d) under the Securities Exchange Act of 1934, as amended. As of the date hereof, based on publicly available information, Pfizer owns 27,349,211 shares of Common Stock, or approximately 15.2% of the outstanding shares of Common Stock. The Reporting Person disclaims beneficial ownership of the shares of Common Stock held by Pfizer.

(d) Except as otherwise described in this Item 5, no one other than the Reporting Person has the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, any of the Common Stock beneficially owned by the Reporting Person as described in this Item 5.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Initial Statement is hereby amended and supplemented to add the following:

*Support Agreement*

As disclosed by the Issuer in its Current Report on Form 8-K filed with the Securities and Exchange Commission on December 7, 2023, on December 6, 2023 the Issuer entered into an Agreement and Plan of Merger (the “Merger Agreement”) with AbbVie Inc., a Delaware corporation (“Parent”), Symphony Harlan LLC, a Delaware limited liability company and a wholly owned subsidiary of Parent (“Intermediate Holdco”), and Symphony Harlan Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of Intermediate Holdco (“Merger Sub”), pursuant to which, and on the terms and subject to the conditions thereof, Merger Sub will merge with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the “Merger”).

In connection with the entry into the Merger Agreement, the Reporting Person entered into a Support Agreement, dated as of December 6, 2023, with Parent, Intermediate Holdco and Merger Sub (the “Support Agreement”), pursuant to which the Reporting Person agreed, among other things, subject to the terms and conditions set forth therein, to vote all shares of Common Stock held by the Reporting Person in favor of the adoption and approval of the Merger Agreement and the approval of the Merger.

The foregoing summary of the Support Agreement does not purport to be complete and is qualified in its entirety by reference to the Support Agreement, which is filed as an exhibit hereto and incorporated by reference herein.

**Item 7. Material to be filed as Exhibits**

Item 7 of the Initial Statement is hereby amended and supplemented to add the following:

Exhibit E Support Agreement (incorporated by reference from Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 7, 2023 (File No. 001-39311))

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 8, 2023

**BC Perception Holdings, LP**

By: BCPE Perception GP, LLC,  
its general partner

By: /s/ Christopher Gordon

Name: Christopher Gordon

Title: Authorized Signatory