

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Gordon Christopher R</u>  (Last) (First) (Middle) C/O BAIN CAPITAL INVESTORS, LLC 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cerevel Therapeutics Holdings, Inc. [</u> <u>CERE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2020	
	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  Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/27/2020		j <sup>(1)</sup>		49,961,943	A	(1)	50,300,063	I	See Footnotes <sup>(3)</sup>
Common Stock	10/27/2020		p <sup>(2)</sup>		10,000,000	A	\$10	60,300,063	I	See Footnotes <sup>(3)</sup>

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					

Explanation of Responses:

- On October 27, 2020, Cerevel Therapeutics Holdings, Inc. (f/k/a ARYA Sciences Acquisition Corp II, the "Issuer") consummated a business combination (the "Business Combination") pursuant to which Cassidy Merger Sub 1, Inc., a wholly-owned subsidiary of the Issuer merged with and into Cerevel Therapeutics, Inc. ("Cerevel"). At the effective time of the Business Combination, each share of Cerevel outstanding as of immediately prior to the effective time was exchanged for shares of Common Stock of the Issuer based on an implied Cerevel vested equity value of \$780,000,000. As a result, BC Perception Holdings, LP ("BC Perception") received 49,961,943 shares of the Issuer's Common Stock in consideration for the equity securities of Cerevel held by BC Perception prior to the Business Combination.
- On October 27, 2020, BC Perception purchased 10,000,000 shares of the Issuer's Common Stock from the Issuer at a price of \$10.00 per share.
- Christopher Gordon is a Managing Director of Bain Capital Investors, LLC ("BCI"), the ultimate general partner of BC Perception. Voting and investment decisions with respect to securities held by BC Perception are made by the managing directors of BCI. As a result, Mr. Gordon may be deemed to share voting and dispositive power with respect to the securities held by BC Perception. Mr. Gordon disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

Remarks:

/s/ Christopher R Gordon 10/29/2020  
 \*\* 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.

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