

**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): February 16, 2024**

**CEREVEL THERAPEUTICS HOLDINGS, INC.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39311**  
(Commission  
File Number)

**85-3911080**  
(IRS Employer  
Identification No.)

**222 Jacobs Street  
Suite 200  
Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02141**  
(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, \$0.0001 par value per share	CERE	The Nasdaq Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders

On February 16, 2024, Cerevel Therapeutics Holdings, Inc., a Delaware corporation (“Cerevel” or the “Company”), held a virtual special meeting of its stockholders (the “Special Meeting”) to vote on the proposals identified in the definitive proxy statement prepared in connection with the Merger Agreement (as defined below) filed with the U.S. Securities and Exchange Commission (the “SEC”) on January 18, 2024, which was first mailed to the Cerevel stockholders on January 18, 2024.

As of the close of business on January 8, 2024, the record date for the Special Meeting, there were 181,427,590 shares of common stock, par value \$0.0001 per share, of Cerevel (“Cerevel Common Stock”) issued and outstanding and entitled to vote at the Special Meeting. 93.1% of all of the shares of issued and outstanding Cerevel Common Stock entitled to vote were present in person (virtually) or represented by proxy at the Special Meeting and thus a quorum was present. The tables below detail the final voting results for each proposal:

- 1. Proposal No. 1 - The Merger Proposal:** To adopt the Agreement and Plan of Merger (as it may be amended from time to time, the “Merger Agreement”), dated as of December 6, 2023, by and among AbbVie Inc., a Delaware corporation (“AbbVie”), Symphony Harlan LLC, a Delaware limited liability company and a wholly owned subsidiary of AbbVie (“Intermediate Holdco”), Symphony Harlan Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Intermediate Holdco (“Merger Sub”), and Cerevel, pursuant to which Merger Sub will be merged with and into Cerevel, with Cerevel surviving as a wholly owned subsidiary of AbbVie (the “Merger” and such proposal, the “Merger Proposal”).

The Merger Proposal was approved by the requisite vote of Cerevel’s stockholders.

Votes For	Votes Against	Abstentions	Broker Non-Votes
168,829,974	2,351	69,139	—

- 2. Proposal No. 2 - The Merger Compensation Proposal:** To approve, on a non-binding, advisory basis, certain compensation that will or may be paid or become payable to Cerevel’s named executive officers that is based on or otherwise relates to the Merger (the “Merger Compensation Proposal”).

The Merger Compensation Proposal was approved by the requisite vote of Cerevel’s stockholders.

Votes For	Votes Against	Abstentions	Broker Non-Votes
128,428,961	40,275,201	197,302	—

- 3. Proposal No. 3 - The Adjournment Proposal:** To approve the adjournment of the Special Meeting to a later date or dates if necessary to solicit additional proxies if there are insufficient votes in person or by proxy to approve the Merger Proposal at the time of the Special Meeting (the “Adjournment Proposal”).

The Adjournment Proposal was deemed not necessary because there was a quorum present and there were sufficient proxies at the time of the Special Meeting to approve the Merger Proposal.

## **Item 8.01 Other Events.**

On February 16, 2024, the Company and AbbVie each received a request for additional information and documentary materials (the “Second Request”) from the Federal Trade Commission (the “FTC”) in connection with the FTC’s review of the Merger. The effect of the Second Request is to extend the waiting period imposed by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”), until 30 days after the Company and AbbVie have substantially complied with the Second Request, unless that period is extended voluntarily by the Company and AbbVie or terminated sooner by the FTC. Both the Company and AbbVie expect to promptly respond to the Second Request and to continue to work cooperatively with the FTC in its review of the Merger. The Company continues to expect that the Merger will be completed in the middle of 2024, subject to the expiration or termination of the waiting period under the HSR Act and the satisfaction or waiver of the other closing conditions specified in the Merger Agreement.

### **Forward-Looking Statements**

This report contains forward-looking statements within the meaning of federal securities laws. Forward-looking statements in this report include, but are not limited to, statements regarding the Company and AbbVie’s response to the Second Request, the anticipated closing date of the Merger and the consummation of the transaction described above. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those indicated in such forward-looking statements, including but not limited to the ability of the parties to consummate the proposed Merger and the possibility that various closing conditions for the Merger may not be satisfied or waived, and the ability to realize the benefits expected from the Merger. The forward-looking statements in this report are based on information available to Cerevel as of the date hereof, and Cerevel disclaims any obligation to update any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based, except as required by law. For additional information regarding forward-looking statements, please refer to discussions under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in our most recent Annual Report on Form 10-K, as amended, and in our other reports filed with the Securities and Exchange Commission (“SEC”). Cerevel’s SEC filings are available on the Investor Relations section of our website at <https://investors.cerevel.com> and on the SEC’s website at [www.sec.gov](http://www.sec.gov).

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements: (i) the proposed Merger may not be completed in a timely manner or at all, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect Cerevel, or the expected benefits of the proposed Merger or that the approval of Cerevel’s stockholders is not obtained; (ii) the failure to realize the anticipated benefits of the proposed Merger; (iii) the possibility that any or all of the various conditions to the consummation of the Merger may not be satisfied or waived, including the failure to receive any required regulatory approvals from any applicable governmental entities (or any conditions, limitations or restrictions placed on such approvals); (iv) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger, including in circumstances which would require Cerevel to pay a termination fee or other expenses; and (v) the effect of the announcement or pendency of the Merger on Cerevel’s ability to retain and hire key personnel, or its operating results and business generally.

**SIGNATURE**

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.

Dated: February 16, 2024

**CEREVEL THERAPEUTICS HOLDINGS, INC.**

By: /s/ Scott Akamine  
Name: Scott Akamine  
Title: Chief Legal Officer and Corporate Secretary