

| 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*<br><u>Burgess Paul D.</u><br><br>(Last) (First) (Middle)<br><u>C/O CERVEL THERAPEUTICS HOLDINGS, INC.</u><br><u>222 JACOBS STREET, SUITE 200</u><br><br>(Street)<br><u>CAMBRIDGE MA 02141</u><br><br>(City) (State) (Zip)                     | 2. Issuer Name and Ticker or Trading Symbol<br><u>Cerevel Therapeutics Holdings, Inc. [ CERE ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br>See Remarks |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/03/2023</u>                              |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |
| Rule 10b5-1(c) Transaction Indication<br><br><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 |   |  |   |

**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)                | \$31.45  | 07/03/2023                           |  | A                              |   | 95,931   |     | (1)  | 07/03/2033      | Common Stock  | 95,931                                     | \$0.00   | 95,931  | D  |       |
| Restricted Stock Units                     | (2)  | 07/03/2023                           |  | A                              |   | 23,847   |     | (2)  | (2)             | Common Stock  | 23,847                                     | \$0.00   | 23,847  | D  |       |

**Explanation of Responses:**

- 25% of this option shall vest and become exercisable on July 3, 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 (the "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 July 3, 2024, July 3, 2025, July 3, 2026 and July 3, 2027, subject to the Reporting Person's continued service on each such vesting date.

**Remarks:**

Title: Chief Business Development and Strategic Operations Officer

/s/ Scott Akamine, as Attorney-in-Fact 07/06/2023

\*\* 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.