

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>Koppel Adam</u>  (Last) (First) (Middle) C/O BAIN CAPITAL LIFE SCIENCES INVESTORS 200 CLARENDON STREET  (Street) BOSTON MA 02116  (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 <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2024	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

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			
Common Stock	08/01/2024		D		3,282 <sup>(1)</sup>	D	(1)	10,461	D	
Common Stock	08/01/2024		D		10,461 <sup>(2)</sup>	D	(2)	0	D	
Common Stock	08/01/2024		D		65,679,781 <sup>(1)</sup>	D	(1)	0	I	See footnotes <sup>(4)</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						Title
Stock Option (Right to Buy)	(3)	08/01/2024		D		80,189		(3)	(3)	Common Stock	80,189	(3)	0	D	

**Explanation of Responses:**

1. Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated December 6, 2023, by and among AbbVie Inc. ("Parent"), Symphony Harlan LLC, Symphony Harlan Merger Sub Inc. ("Merger Sub") and Cerevel Therapeutics Holdings, Inc. ("Issuer"), on August 1, 2024 (the "Effective Time"), Merger Sub merged with and into Issuer, with Issuer surviving as a wholly owned subsidiary of Parent upon consummation of the transactions contemplated by the Merger Agreement. At the Effective Time, each outstanding share of common stock was cancelled and converted into the right to receive \$45.00 in cash (the "Merger Consideration"), without interest.

2. These shares are represented by restricted stock units ("RSUs"). At the Effective Time, each outstanding award of RSUs was canceled and converted into the right to receive an amount in cash equal to the product of the aggregate number of shares underlying such RSU immediately prior to the Effective Time, multiplied by the Merger Consideration.

3. At the Effective Time, each outstanding option, whether vested or unvested, was cancelled and converted into the right to receive an amount of cash equal to the product of (i) the aggregate number of common stock underlying such option immediately prior to the Effective Time, multiplied by (ii) the amount, if any, by which the Merger Consideration exceeds the exercise price per share of such option, subject to any applicable withholding taxes and in accordance with the terms of the Merger Agreement.

4. Represents shares of common stock held directly by BC Perception Holdings, LP ("BC Perception"). Adam Koppel is a Partner of Bain Capital Life Sciences Investors, LLC. As a result, Dr. Koppel may be deemed to share voting and dispositive power with respect to the securities held by BC Perception. Dr. Koppel disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

/s/ Adam Koppel

08/05/2024

\*\* 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.