SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

1. Name and Address of Reporting Person*
Feldman Andrew D.
(Last) (First) (Middle)
C/O CEREBRAS SYSTEMS INC.
1237 E. ARQUES AVENUE
(Street)
SUNNYVALE CA 94085
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Cerebras Systems Inc. [CBRS]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
☐ 10% Owner
☑ Officer (give title below)
☐ Other (specify below)
CEO, President

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/21/2026		G(1)		50,000(2)	D	(2)	16,853	D	
Class A Common Stock	08/21/2026		C		237,559(2)	A	$0(2)	254,412	D	
Class A Common Stock	08/21/2026		S(3)		43,553	D	$196.2(4)	210,859	D	
Class A Common Stock	08/21/2026		S(3)		21,307	D	$197.45(5)	189,552	D	
Class A Common Stock	08/21/2026		S(3)		32,864	D	$198.18(6)	156,688	D	
Class A Common Stock	08/21/2026		S(3)		66,237	D	$199.33(7)	90,451	D	
Class A Common Stock	08/21/2026		S(3)		33,575	D	$200.13(8)	56,876	D	
Class A Common Stock	08/21/2026		S(3)		8,832	D	$201.12(9)	48,044	D	
Class A Common Stock	08/21/2026		S(3)		6,699	D	$202.28(10)	41,345	D	
Class A Common Stock	08/21/2026		S(3)		12,092	D	$203.37(11)	29,253	D	
Class A Common Stock	08/21/2026		S(3)		4,800	D	$204.44(12)	24,453	D	
Class A Common Stock	08/21/2026		S(3)		1,600	D	$205.32(13)	22,853	D	
Class A Common Stock	08/21/2026		S(3)		1,400	D	$207.28(14)	21,453	D	
Class A Common Stock	08/21/2026		S(3)		4,594	D	$208.86(15)	16,859	D	
Class A Common Stock	08/21/2026		S(3)		6	D	$210.21	16,853	D	
Class A Common Stock	08/24/2026		J(16)		120	A	$0	686	I	By Feldman Bravo Family Trust

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	Amount or Number of Shares				
Stock Option	$5.02	08/21/2026		M			62,674	(17)	02/13/2033	Class B Common Stock	62,674	$0	87,326	D	
Stock Option	$7.89	08/21/2026		M			137,326	(18)	01/11/2032	Class B Common Stock	137,326	$0	12,674	D	
Stock Option	$2.72	08/21/2026		M			37,559	(18)	12/07/2030	Class B Common Stock	37,559	$0	562,441	D	

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	Amount or Number of Shares				
Class B Common Stock	(2)	08/21/2026		M		237,559		(2)	(2)	Class A Common Stock	237,559	$0	14,182,693	D	
Class B Common Stock	(2)	08/21/2026		C			237,559	(2)	(2)	Class A Common Stock	237,559	$0	13,945,134	D	
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	50,000		50,000	I	By GRAT 1
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	50,000		50,000	I	By GRAT 2

Explanation of Responses:

1. The reporting person transferred 50,000 shares of the Issuer's common stock to a donor-advised fund sponsored by a charitable organization under Section 501(c)(3) of the Internal Revenue Code.
2. The Class B Common Stock is convertible into an equal number of Class A Common Stock at any time, at the Reporting Person's election, and has no expiration date.
3. The sale reported on this Form 4 represents shares sold by the Reporting Person pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 20, 2026.
4. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $195.75 to $196.74, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
5. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $196.75 to $197.74, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
6. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $197.75 to $198.74, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
7. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $198.75 to $199.74, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
8. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $199.75 to $200.74, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
9. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $200.75 to $201.72, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
10. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $201.86 to $202.83, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
11. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $202.90 to $203.87, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
12. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $203.92 to $204.87, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
13. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $204.96 to $205.67, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
14. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $206.81to $207.59, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
15. The sale price reported in Column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from $208.42 to $209.00, inclusive. Upon request by the staff of the Securities and Exchange commission, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
16. Represents a pro-rata, in-kind distribution not for additional consideration.
17. The stock option vests in 48 substantially equal monthly installments beginning on February 1, 2023.
18. The stock option is fully vested and exercisable.

Remarks:

/s/ Robert Mills, Attorney-in-fact 08/25/2026

** Signature of Reporting Person Date