SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
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☐ 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.

1. Name and Address of Reporting Person*
Lie Sean
(Last) (First) (Middle)
C/O CEREBRAS SYSTEMS INC.
1237 E. ARQUES AVEUNE
(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)
08/20/2026

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)
Chief Technology Officer

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	08/20/2026		C		696,798[(1)]	A	[(1)]	1,292,247	D	
Class A Common Stock	08/20/2026		G[(2)]		213,074	D	$0	1,079,173	D	
Class A Common Stock	08/20/2026		S[(3)]		11,706	D	$203.78[(4)]	1,067,467	D	
Class A Common Stock	08/20/2026		S[(3)]		47,766	D	$204.87[(5)]	1,019,701	D	
Class A Common Stock	08/20/2026		S[(3)]		133,383	D	$205.67[(6)]	886,318	D	
Class A Common Stock	08/20/2026		S[(3)]		93,017	D	$206.67[(7)]	793,301	D	
Class A Common Stock	08/20/2026		S[(3)]		108,507	D	$207.68[(8)]	684,794	D	
Class A Common Stock	08/20/2026		S[(3)]		119,311	D	$208.69[(9)]	565,483	D	
Class A Common Stock	08/20/2026		S[(3)]		114,976	D	$209.86[(10)]	450,507	D	
Class A Common Stock	08/20/2026		S[(3)]		46,214	D	$210.56[(11)]	404,293	D	
Class A Common Stock	08/20/2026		S[(3)]		10,715	D	$211.42[(12)]	393,578	D	
Class A Common Stock	08/20/2026		S[(3)]		24,652	D	$212.64[(13)]	368,926	D	
Class A Common Stock	08/21/2026		C		16,293	A	$0	385,219	D	
Class A Common Stock	08/21/2026		S[(3)]		16,293	D	$210.01[(14)]	368,926	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	[(1)]							[(1)]	[(1)]	Class A Common Stock	180,600		180,600	I	By Spouse
Stock Option	$2.4	08/20/2026		M			308,236	[(15)]	05/13/2029	Class B Common Stock	308,236	$0	41,764	D	
Stock Option	$2.72	08/20/2026		M			138,236	[(15)]	12/07/2030	Class B Common Stock	138,236	$0	36,764	D	
Stock Option	$7.89	08/20/2026		M			87,326	[(15)]	01/11/2032	Class B Common Stock	87,326	$0	12,674	D	
Stock Option	$5.02	08/20/2026		M			114,455	[(16)]	02/13/2033	Class B Common Stock	114,455	$0	35,545	D	
Stock Option	$5.48	08/20/2026		M			48,545	[(17)]	02/06/2034	Class B Common Stock	48,545	$0	351,455	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	(1)	08/20/2026		M		696,798		(1)	(1)	Class A Common Stock	696,798	$0[(1)]	8,279,790	D	
Class B Common Stock	(1)	08/20/2026		C			696,798	(1)	(1)	Class A Common Stock	696,798	$0	7,582,992	D	
Stock Option	$5.48	08/21/2026		M			16,293	(17)	02/06/2034	Class B Common Stock	16,293	$0	335,162	D	
Class B Common Stock	(1)	08/21/2026		M		16,293		(1)	(1)	Class A Common Stock	16,293	$0	7,599,285	D	
Class B Common Stock	(1)	08/21/2026		C			16,293	(1)	(1)	Class A Common Stock	16,293	$0	7,582,992	D	

Explanation of Responses:

1. 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.
2. The reporting person transferred 213,074 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.
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 $203.18 to $204.17, 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 $204.18 to $205.17, 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 $205.18 to $206.17, 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 $206.18 to $207.17, 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 $207.18 to $208.17, 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 $208.18 to $209.17, 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 $209.18 to $210.17, 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 $210.18 to $211.17, 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 $211.21 to $212.12, 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 $212.22 to $213.16, 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 $210.00 to $210.16, 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 stock option is fully vested and exercisable.
16. The stock option vests in 48 substantially equal monthly installments beginning on February 1, 2023.
17. The stock option vests in 48 substantially equal monthly installments beginning on February 1, 2024.

Remarks:

/s/ Robert Mills, Attorney-in-Fact	08/21/2026
** 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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