SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Benchmark Capital Management Co. VIII, L.L.C. (Last) (First) (Middle) 2965 WOODSIDE ROAD (Street) WOODSIDE CA 94062 (City) (State) (Zip)	05/13/2026	Cerebras Systems Inc. [CBRS]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
Director ☐ 10% Owner ☑ Officer (give title below) Other (specify below)	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock	12,588,235	(1)	I	See Footnote(2)
Series B Preferred Stock	(1)	(1)	Class B Common Stock	1,425,394	(1)	I	See Footnote(2)
Series C Preferred Stock	(1)	(1)	Class B Common Stock	335,293	(1)	I	See Footnote(2)
Series D Preferred Stock	(1)	(1)	Class B Common Stock	30,968	(1)	I	See Footnote(2)
Series E Preferred Stock	(1)	(1)	Class B Common Stock	5,457	(1)	I	See Footnote(2)
Series G Preferred Stock	(1)	(1)	Class B Common Stock	689,990	(1)	I	See Footnote(3)

1. Name and Address of Reporting Person*
Benchmark Capital Management Co. VIII, L.L.C. (Last) (First) (Middle) 2965 WOODSIDE ROAD (Street) WOODSIDE CA 94062 (City) (State) (Zip)

1. Name and Address of Reporting Person*

Benchmark Capital Partners VIII, L.P.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Benchmark Founders' Fund VIII, L.P.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Benchmark Founders' Fund VIII-B, L.P.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Benchmark Capital Management Co. IX, L.L.C.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Benchmark Capital Partners IX, L.P.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Benchmark Founders' Fund IX, L.P.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE	CA	94062
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Benchmark Founders' Fund IX-A, L.P.

(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Benchmark Founders' Fund IX-B, L.P.

(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City)	(State)	(Zip)

Explanation of Responses:

1. Each share of Series A, Series B, Series C, Series D, Series E and Series G Preferred Stock will automatically convert into one share of Class B Common Stock upon completion of the Issuer's initial public offering pursuant to its terms and has no expiration date.

2. The shares are held by Benchmark Capital Partners VIII, L.P. ("BCP VIII"), as nominee for itself, Benchmark Founders' Fund VIII, L.P. ("BFF VIII") and Benchmark Founders' Fund VIII-B, L.P. ("BFF VIII-B"). Benchmark Capital Management Co. VIII, L.L.C. ("BCMC VIII"), the general partner of each of BCP VIII, BFF VIII and BFF VIII-B, may be deemed to have sole voting and investment power over such shares. Each entity disclaims the existence of a "group" and disclaims beneficial ownership of the securities, except to the extent of such entity's pecuniary interest in such securities.

3. The shares are held by Benchmark Capital Partners IX, L.P. ("BCP IX"), as nominee for itself, Benchmark Founders' Fund IX, L.P. ("BFF IX"), Benchmark Founders' Fund IX-A, L.P. ("BFF IX-A"), and Benchmark Founders' Fund IX-B, L.P. ("BFF IX-B"). Benchmark Capital Management Co. IX, L.L.C. ("BCMC IX"), the general partner of each of BCP IX, BFF IX, BFF IX-A and BFF IX-B, may be deemed to have sole voting and investment power over such shares. Each such entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities, except to the extent such entity's pecuniary interest in such securities.

Remarks:

This report is one of two reports, each on a separate Form 3, but relating to the same holdings being filed by entities affiliated with Benchmark.

/s/ An-Yen Hu by power of attorney for Benchmark Capital Management Co. VIII, L.L.C.	05/13/2026
/s/ An-Yen Hu by power of attorney for Benchmark Capital Management Co. VIII, L.L.C., the General Partner of Benchmark Capital Partners VIII, L.P.	05/13/2026
/s/ An-Yen Hu by power of attorney for Benchmark Capital Management Co. VIII, L.L.C., the General Partner of Benchmark Founders' Fund VIII, L.P.	05/13/2026
/s/ An-Yen Hu by power of attorney for Benchmark Capital Management Co. VIII, L.L.C., the General Partner of Benchmark Founders' Fund VIII-B, L.P.	05/13/2026
/s/ An-Yen Hu, Managing Member of Benchmark Capital Management Co. IX, L.L.C.	05/13/2026
/s/ An-Yen Hu, Managing	05/13/2026

Member of Benchmark Capital Management Co. IX, L.L.C., the General Partner of Benchmark Capital Partners IX, L.P.	
/s/ An-Yen Hu, Managing Member of Benchmark Capital Management Co. IX, L.L.C., the General Partner of Benchmark Founders' Fund IX, L.P.	05/13/2026
/s/ An-Yen Hu, Managing Member of Benchmark Capital Management Co. IX, L.L.C., the General Partner of Benchmark Founders' Fund IX-A, L.P.	05/13/2026
/s/ An-Yen Hu, Managing Member of Benchmark Capital Management Co. IX, L.L.C., the General Partner of Benchmark Founders' Fund IX-B, L.P.	05/13/2026
** 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 5 (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.