

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

Cerebras Systems Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

81-2256092
(I.R.S. Employer
Identification No.)

**1237 E. Arques Avenue
Sunnyvale, California 94085
(650) 933-4980**

(Address of Principal Executive Offices) (Zip Code)

**Cerebras Systems Inc. 2016 Equity Incentive Plan
Cerebras Systems Inc. 2026 Incentive Award Plan
Cerebras Systems Inc. 2026 Employee Stock Purchase Plan**
(Full title of the plan)

**Andrew D. Feldman
Chief Executive Officer and President
Cerebras Systems Inc.
1237 E. Arques Avenue
Sunnyvale, California 94085
(650) 933-4980**

(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Tad J. Freese
Sarah B. Axtell
Zuzanna V. Gruca
Latham & Watkins LLP
801 Jefferson Avenue, Suite 300
Redwood City, California 94063
(650) 328-4600**

**Shirley X. Li
Christopher Ing
Cerebras Systems Inc.
1237 E. Arques Avenue
Sunnyvale, California 94085
(650) 933-4980**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act").

PART II
INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Cerebras Systems Inc. (the “Registrant”) with the SEC are incorporated by reference into this Registration Statement:

- (a) Amendment No. 2 to the Registrant’s Registration Statement on Form S-1 filed with the SEC on [May 11, 2026](#) (File No. 333-295145), which contains the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) the Registrant’s Prospectus to be filed on or about May 14, 2026 pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-295145); and
- (c) the description of the Registrant’s Class A common stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-43284), filed by the Registrant with the SEC under Section 12(b) of the Exchange Act on [May 11, 2026](#), including any amendment or report filed for the purpose of updating such description.

All reports and documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

See the description of the Registrant’s Class A common stock and Class B common stock contained in the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-295145).

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is governed by the General Corporation Law of the State of Delaware (the “Delaware General Corporation Law”). Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending, or completed actions, suits, or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee, or agent to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. Article 8 of the Registrant’s amended and restated certificate of incorporation, which will become effective immediately prior to the completion of the Registrant’s initial public offering, provides for indemnification by the Registrant of its directors, officers, and employees to the fullest extent permitted by the Delaware General Corporation Law. The Registrant has entered into or intends to enter into indemnification agreements with each of its current directors, executive officers, and certain other officers to provide these directors and officers additional

contractual assurances regarding the scope of the indemnification set forth in the Registrant's amended and restated certificate of incorporation and amended and restated bylaws, which will become effective immediately prior to the completion of the Registrant's initial public offering, and to provide additional procedural protections. As of the date of this Registration Statement, there is no pending litigation or proceeding involving a director or executive officer of the registrant for which indemnification is sought.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) in the case of directors, for unlawful payments of dividends or unlawful stock repurchases, redemptions, or other distributions, or (iv) for any transaction from which the director or officer derived an improper personal benefit, provided that officers may not be indemnified for actions by or in the right of the corporation. The Registrant's amended and restated certificate of incorporation, which will become effective immediately prior to the completion of the Registrant's initial public offering, provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (b) to the Registrant with respect to payments that may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

See also the Undertakings set forth in the response to Item 9 herein.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		
			File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation, as amended, as currently in effect	S-1	333-295145	3.1	April 17, 2026
4.2	Form of Amended and Restated Certificate of Incorporation, to be in effect immediately prior to the completion of the Registrant's initial public offering	S-1	333-295145	3.2	April 17, 2026
4.3	Bylaws, as currently in effect	S-1	333-295145	3.3	April 17, 2026
4.4	Form of Amended and Restated Bylaws, to be in effect immediately prior to the completion of the Registrant's initial public offering	S-1	333-295145	3.4	April 17, 2026
4.5	Form of Class A Common Stock Certificate	S-1	333-295145	4.2	April 17, 2026
4.6*	Form of Class B Common Stock Certificate				
5.1*	Opinion of Latham & Watkins LLP				
23.1*	Consent of Latham & Watkins LLP (included in Exhibit 5.1)				
23.2*	Consent of BDO USA, P.C., independent registered public accounting firm				
23.3*	Consent of KPMG LLP, independent registered public accounting firm				
24.1*	Power of Attorney (included on the signature page to the Registration Statement)				
99.1#	Cerebras Systems Inc. 2016 Equity Incentive Plan, as amended	S-1	333-295145	10.2(a)	April 17, 2026
99.2#	Form of Notice of Stock Option Grant and Stock Option Agreement under the 2016 Equity Incentive Plan	S-1	333-295145	10.2(b)	April 17, 2026
99.3#	Form of Notice of Restricted Stock Unit Award Grant and Restricted Stock Unit Agreement under the 2016 Equity Incentive Plan Form of Notice of Restricted Stock Unit Award Grant and Restricted Stock Unit Agreement under the 2016 Equity Incentive Plan	S-1	333-295145	10.2(c)	April 17, 2026
99.4#	Cerebras Systems Inc. 2026 Incentive Award Plan	S-1/A	333-295145	10.3(a)	May 11, 2026
99.5#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2026 Incentive Award Plan	S-1	333-295145	10.3(b)	April 17, 2026
99.6#	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2026 Incentive Award Plan	S-1	333-295145	10.3(c)	April 17, 2026

* Filed herewith.

Indicates management contract or compensatory plan.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy

as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 14th day of May, 2026.

CEREBRAS SYSTEMS INC.

By: /s/ Andrew D. Feldman
Name: Andrew D. Feldman
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Andrew D. Feldman, Robert Komin, and Shirley X. Li, each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place, or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Andrew D. Feldman</u> Andrew D. Feldman	Chief Executive Officer, President, and Director (Principal Executive Officer)	May 14, 2026
<u>/s/ Robert Komin</u> Robert Komin	Chief Financial Officer (Principal Financial Officer)	May 14, 2026
<u>/s/ Yagnesh Patel</u> Yagnesh Patel	Chief Accounting Officer (Principal Accounting Officer)	May 14, 2026
<u>/s/ Paul Auvil</u> Paul Auvil	Director	May 14, 2026
<u>/s/ Elena Donio</u> Elena Donio	Director	May 14, 2026
<u>/s/ Lior Susan</u> Lior Susan	Director	May 14, 2026
<u>/s/ Steve Vassallo</u> Steve Vassallo	Director	May 14, 2026
<u>/s/ Eric Vishria</u> Eric Vishria	Director	May 14, 2026

Calculation of Filing Fee Tables

S-8

Cerebras Systems Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class B common stock, par value \$0.00001 per share ("Class B Common Stock"), reserved for issuance pursuant to restricted stock units outstanding under the Registrant's 2016 Incentive Award Plan (the "2016 Plan")	Other	27,044,029	\$ 185.00	\$ 5,003,145,365.00	0.0001381	\$ 690,934.37
2 Equity	Class B Common Stock reserved for issuance upon the exercise of options outstanding under the 2016 Plan	Other	26,838,155	\$ 4.9374	\$ 132,510,706.50	0.0001381	\$ 18,299.73
3 Equity	Class A common stock, par value \$0.00001 per share ("Class A Common Stock"), issuable upon conversion of Class B Common Stock reserved for issuance pursuant to restricted stock units outstanding under the 2016 Plan	Other	27,044,029		\$ 0.00	0.0001381	\$ 0.00
4 Equity	Class A	Other	26,838,155		\$ 0.00	0.0001381	\$ 0.00

	Common Stock, issuable upon conversion of Class B Common Stock reserved for issuance upon the exercise of options outstanding under the 2016 Plan						
5 Equity	Class A Common Stock reserved for issuance pursuant to awards under the Registrant's 2026 Incentive Award Plan (the "2026 Plan")	Other	44,899,356	\$ 185.00	8,306,380,860.00	\$ 0.0001381	\$ 1,147,111.20
6 Equity	Class A Common Stock reserved for issuance pursuant to awards under the Registrant's Employee Stock Purchase Plan (the "ESPP")	Other	3,554,189	\$ 185.00	\$ 657,524,965.00	0.0001381	\$ 90,804.20
Total Offering Amounts:						\$	\$ 1,947,149.50
					14,099,561,896.50		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 1,947,149.50

Offering Note

1

(a) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement ("Registration Statement") shall also cover any additional shares of Class A Common Stock or Class B Common Stock that become issuable under the 2016 Plan, the 2026 Plan, and the ESPP, by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that results in an increase to the number of outstanding shares of Class A Common Stock or Class B Common Stock, as applicable.

(b) Any shares of Class A Common Stock or Class B Common Stock that are subject to awards under the 2016 Plan that (i) expire, lapse, or are terminated, exchanged for or settled in cash, surrendered, repurchased, canceled without having been fully exercised, or forfeited, in any case, in a manner that results in the Registrant acquiring shares covered by the award at a price not greater than the price (as adjusted to reflect any equity restructuring) paid by the participant for such shares or not issuing any shares covered by the award or (ii) shares delivered (either by actual delivery or attestation) to the Registrant by a participant to satisfy the applicable exercise or purchase price of an award and/or to satisfy any applicable tax withholding obligation with respect to an award (including shares retained by the Registrant from the award being exercised or purchased and/or creating the tax obligation), will be available for issuance as Class A Common Stock under the 2026 Plan.

(c) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based on the initial public offering price of the Class A Common Stock of \$185.00 per share, as set forth in the Registrant's Registration Statement on Form S-1 (File No. 333-295145), as amended (the "S-1 Registration Statement"), that was declared effective on May 13, 2026.

(d) Represents 27,044,029 shares of Class B Common Stock underlying restricted stock unit awards outstanding under the 2016 Plan as of the date of this Registration Statement.

2

(a) See notes 1(a) and 1(b).

(b) Represents 26,838,155 shares Class B Common Stock issuable upon the exercise of stock options to purchase shares of Class B Common Stock outstanding under the 2016 Plan as of the date of this Registration Statement.

(c) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon \$4.9374, which is the weighted-average exercise price for Class B Common Stock options outstanding under the 2016 Plan as of the date of this Registration Statement.

3

(a) See notes 1(a) and 1(b)

(b) Pursuant to Rule 457(i) under the Securities Act, there is no fee associated with the registration of Class A Common Stock issuable upon conversion of any Class B Common Stock (a convertible security) being registered under this Registration Statement because no additional consideration will be received in connection with the conversion of Class B Common Stock.

(c) Represents Class A Common Stock issuable upon conversion, on a one-for-one basis, of shares of Class B Common Stock underlying restricted stock unit awards outstanding under the 2016 Plan as of the date of this Registration Statement.

4

(a) See notes 1(a), 1(b), and 3(a).

(b) Represents Class A Common Stock issuable upon conversion, on a one-for-one basis, of shares of Class B Common Stock issuable upon the exercise of options to purchase shares of Class B Common Stock outstanding under the 2016 Plan as of the date of this Registration Statement.

5

(a) See notes 1(a) and 1(b).

(b) Represents 44,899,356 shares of Class A Common Stock reserved for future issuance under the 2026 Plan as of the date of this Registration Statement, consisting of 42,650,268 shares of Class A Common Stock reserved for future issuance under the 2026 Plan as of the effectiveness of the 2026 Plan, plus 2,249,088 shares of Class A Common Stock that were withheld to satisfy estimated tax withholding and remittance obligations in connection with the vesting and settlement of restricted stock units and are now available for issuance under the 2026 Plan, as described in footnote 1(b). The number of shares reserved for issuance under the 2026 Plan will automatically increase on January 1st of each year, starting on January 1, 2027 and continuing annually on the anniversary thereof through (and including) January 1, 2036, equal to the lesser of (A) five percent (5%) of the sum of (1) all shares of all classes of the Registrant's common stock, and (2) the number of shares issuable upon the exercise of warrants to purchase shares of the Registrant's common stock with an exercise price per share of \$0.01 or less, in each case, outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares as determined by the Registrant's board of directors.

6

(a) See note 1(a).

(b) Represents 3,554,189 shares of Class A Common Stock reserved for future issuance under the ESPP. The number of shares reserved for issuance under the ESPP will automatically increase on January 1st of each year, starting on January 1, 2027 and continuing annually on the anniversary thereof through (and including) January 1, 2036, equal to the lesser of (A) one percent (1%) of the sum of (1) all shares of all classes of the Registrant's common stock, and (2) the number of shares issuable upon the exercise of warrants to purchase shares of the Registrant's common stock with an exercise price per share of \$0.01 or less, in each case, outstanding on the last day of the immediately preceding fiscal year and (B) such smaller number of shares as determined by the Registrant's board of directors.

ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#



PO Box 4494, Providence RI 02904-0904

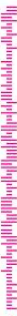
MRA SAMPLE
DESIGNATION (IF ANY)

ADD 1

ADD 2

ADD 3

ADD 4



CLASS B COMMON STOCK

PAR VALUE \$0.00001

CLASS B COMMON STOCK



Certificate Number
ZQ00000000

Shares
*****000000*****
*****000000*****
*****000000*****
*****000000*****
*****000000*****

Cerebras Systems Inc.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE & MR. SAMPLE & MRS. SAMPLE

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP XXXXXX-XX-X

is the owner of

ONE ZERO HUNDRED THOUSAND ZERO HUNDRED AND ZERO

THIS CERTIFICATE IS TRANSFERABLE IN CITIES DESIGNATED BY THE TRANSFER AGENT, AVAILABLE ONLINE AT www.computershare.com

FULLY-PAID AND NON-ASSESSABLE SHARES OF CLASS B COMMON STOCK OF

Cerebras Systems Inc. (hereinafter called the "**Company**"), transferable on the books of the **Company** in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Articles of Incorporation, as amended, and the By-Laws, as amended, of the **Company** (copies of which are on file with the **Company** and with the Transfer Agent), to all of which each holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the **Company** and the facsimile signatures of its duly authorized officers.

FACSIMILE SIGNATURE TO COME

President

FACSIMILE SIGNATURE TO COME

Secretary



DATED DD-MMM-YYYY
COUNTERSIGNED AND REGISTERED:
COMPUTERSHARE TRUST COMPANY, N.A.
TRANSFER AGENT AND REGISTRAR.

By _____ AUTHORIZED SIGNATURE

SECURITY INSTRUCTIONS ON REVERSE

CUSIP IDENTIFIER	Holder ID	Insurance Value	Number of Shares	DTC
XXXXXXXXXX	XXXXXXXXXX	1,000,000.00	1	12345678
			2	12345678
			3	12345678
			4	12345678
			5	12345678
			6	12345678
			7	12345678
			Total	

A123456

CEREBRAS SYSTEMS INC.

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS, A SUMMARY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE COMPANY AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND RIGHTS, AND THE VARIATIONS IN RIGHTS, PREFERENCES AND LIMITATIONS DETERMINED FOR EACH SERIES, WHICH ARE FIXED BY THE CERTIFICATE OF INCORPORATION OF THE COMPANY, AS AMENDED, AND THE RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES. SUCH REQUEST MAY BE MADE TO THE OFFICE OF THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT. THE BOARD OF DIRECTORS MAY REQUIRE THE OWNER OF A LOST OR DESTROYED STOCK CERTIFICATE, OR HIS, HER, ITS OR THEIR LEGAL REPRESENTATIVES, TO GIVE THE COMPANY A BOND TO INDEMNIFY IT AND ITS TRANSFER AGENTS AND REGISTRARS AGAINST ANY CLAIM THAT MAY BE MADE AGAINST THEM ON ACCOUNT OF THE ALLEGED LOSS OR DESTRUCTION OF ANY SUCH CERTIFICATE.

For US purposes the following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT - Custodian (Cust) (Minor)
TEN ENT - as tenants by the entireties	under Uniform Gifts to Minors Act (State)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT - Custodian (until age) (Cust) (Minor) (State)
	under Uniform Transfers to Minors Act (Minor) (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
of the Class A common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint
_____ Attorney
to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: _____ 20_____

Signature: _____

Signature: _____

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.

SECURITY INSTRUCTIONS

THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that the named transfer agent ("we") report the cost basis of certain shares or units acquired after January 1, 2011. If your shares or units are covered by the legislation, and you requested to sell or transfer the shares or units using a specific cost basis calculation method, then we have processed as you requested. If you did not specify a cost basis calculation method, then we have defaulted to the first in, first out (FIFO) method. Please consult your tax advisor if you need additional information about cost basis.

If you do not keep in contact with the issuer or do not have any activity in your account for the time period specified by state law, your property may become subject to state unclaimed property laws and transferred to the appropriate state.

1534291

801 Jefferson Avenue, Suite 300
 Redwood City, California 94063
 Tel: +1.650.328.4600 Fax: +1.650.463.2600
 www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

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Boston	New York
Brussels	Orange County
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Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
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Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

May 14, 2026

Cerebras Systems Inc.
 1237 E. Arques Avenue
 Sunnyvale, California 94085

Re: Registration Statement on Form S-8

To the addressee set forth above:

We have acted as counsel to Cerebras Systems Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing by the Company on the date hereof with the Securities and Exchange Commission (the “**Commission**”) of a Registration Statement (the “**Registration Statement**”) on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), relating to the issuance of (i) up to 102,335,729 shares of Class A common stock, \$0.00001 par value per share of the Company (the “**Class A Shares**”), and (ii) up to 53,882,184 shares of Class B common stock, \$0.00001 par value per share of the Company (the “**Class B Shares**” and, together with the Class A Shares, the “**Shares**”), which may be issued pursuant to the Company’s 2016 Equity Incentive Plan (the “**2016 Plan**”), the Company’s 2026 Incentive Award Plan (the “**2026 Plan**”), and the Company’s 2026 Employee Stock Purchase Plan (the “**ESPP**” and, together with the 2016 Plan and the 2026 Plan, the “**Plans**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof, when the Shares shall have been duly registered on the books of the transfer

agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company for legal consideration of not less than par value in the circumstances contemplated by the applicable Plan, assuming in each case that the individual issuances, grants, or awards under the applicable Plan are duly authorized by all necessary corporate action and duly issued, granted, or awarded and exercised in accordance with the requirements of law and the applicable Plan (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid, and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated September 18, 2025, relating to the consolidated financial statements of Cerebras Systems Inc. (the Company), which is included in the Company's Registration Statement on Form S-1 (No. 333-295145).

/s/ BDO USA, P.C.

San Jose, California
May 14, 2026



KPMG LLP
2755 Augustine Drive
Suite 701
Santa Clara, CA 95054

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 31, 2026, with respect to the consolidated financial statements of Cerebras Systems Inc., incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
May 14, 2026

KPMG LLP, a Delaware limited liability partnership, and its subsidiaries are part of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.