

OMB APPROVAL	
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**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

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* <u>Benchmark Capital Management Co. VIII, L.L.C.</u>  (Last) (First) (Middle) 2965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cerebras Systems Inc. [ CBR5 ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/29/2026	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/29/2026		c <sup>(1)</sup>		2,157,802	A	\$0.00	2,157,802	I	See Footnote <sup>(2)</sup>	
Class A Common Stock	06/29/2026		j <sup>(3)</sup>		2,157,802	D	\$0.00	0	I	See Footnote <sup>(2)</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
Class B Common Stock	(4)	06/29/2026		C			2,157,802	(4)	(4)	Class A Common Stock	2,157,802	\$0.00	12,227,545	I	See Footnote <sup>(2)</sup>

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*			
<a href="#">Benchmark Founders' Fund VIII-B, L.P.</a>			
(Last)	(First)	(Middle)	
2965 WOODSIDE ROAD			
(Street)	WOODSIDE	CA	94062
(City)		(State)	(Zip)

**Explanation of Responses:**

- Conversion of a derivative security in accordance with its terms.
- 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. ("BMC VIII"), the general partner of each of BCP VIII, BFF VIII and BFF VIII-B, may be deemed to have sole voting and dispositive 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.
- Represents a pro-rata, in-kind distribution by BCP VIII and its affiliated funds, not for additional consideration, to its partners, including BCMC VIII and its respective members and assignees.
- Each share of Class B Common Stock held by the Reporting Person will automatically convert into one share of Class A Common Stock upon the sale or transfer of such share of Class B Common Stock, subject to certain exceptions, and in certain other circumstances described in the Issuer's amended and restated certificate of incorporation. Each share of Class B Common Stock will also be convertible at any time at the option of the Reporting Person into one share of Class A Common Stock.

[/s/ An-Yen Hu by power of attorney for Benchmark Capital Management Co. VIII, L.L.C.](#) 07/01/2026

[/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.](#) 07/01/2026

[/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.](#) 07/01/2026

[/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.](#) 07/01/2026

\*\* 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.

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.