

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>Foehr David</u>  (Last) (First) (Middle) C/O CERIBELL, INC. 360 N. PASTORIA AVENUE  (Street) SUNNYVALE CA 94085  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/10/2024	3. Issuer Name and Ticker or Trading Symbol <u>Ceribell, Inc. [ CBLL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior VP, Finance and PAO	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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				
Stock Option (Right to Buy)	(1)	06/23/2032	Common Stock	72,956	4.7	D
Stock Option (Right to Buy)	(2)	02/16/2033	Common Stock	15,563	4.7	D
Stock Option (Right to Buy)	(3)	04/23/2034	Common Stock	1,167	9.41	D
Stock Option (Right to Buy)	(4)	09/17/2034	Common Stock	32,295	16.81	D

**Explanation of Responses:**

- Twenty Five Percent (25%) of the shares subject to the option vest on May 31, 2023 and the remaining shares subject to the option vest in 36 successive, equal monthly installments thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- The option vests with respect to 1/48 of the shares subject thereto on each monthly anniversary of April 1, 2023, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- The option vests with respect to 1/12 of the shares subject thereto on each monthly anniversary of April 1, 2024, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.
- The option vests with respect to 1/48 of the shares subject thereto on each monthly anniversary of September 1, 2024, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

/s/ Louisa Daniels,  
Attorney-in-Fact for David 10/10/2024  
Foehr

\*\* 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.

## POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by CeriBell, Inc. (the “*Company*”), the undersigned hereby constitutes and appoints individuals of the Company holding the titles named on Schedule A attached hereto and as may be amended from time to time, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned’s true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned’s name and on the undersigned’s behalf, and submit to the United States Securities and Exchange Commission (the “*SEC*”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain and/or regenerate codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned’s capacity as an officer and/or director of the Company, (a) Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules thereunder, (b) Forms 3, 4, and 5 (including amendments thereto) in accordance with Section 16 of the Exchange Act, (c) Notices of Proposed Sale of Securities Pursuant to Rule 144 (“*Form 144*”), in accordance with the requirements of Rule 144 under the Securities Act of 1933, as amended (the “*Securities Act*”), and (d) a Form ID, Uniform Application for Access Codes to File on EDGAR;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Forms 3, 4, 5, or 144 or Form ID, or any amendment thereto, and timely file such forms (including amendments thereto) and application with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

---

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and 16 of the Exchange Act or Rule 144 under the Securities Act.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4, 5, or 144 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability, or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("**Prior Powers of Attorney**"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D or 13G and Forms 3, 4, 5, or 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2<sup>nd</sup> day of October, 2024.

Signature: /s/ David Foehr  
Name: David Foehr

---

**Schedule A**

Individuals of CeriBell, Inc. Appointed as Attorney-in-Fact with Full Power of Substitution and Resubstitution

Chief Executive Officer, who is currently Xingjuan (Jane) Chao, Ph.D.

Chief Financial Officer, who is currently Scott Blumberg

General Counsel, who is currently Louisa Daniels

Principal Accounting Officer, who is currently David Foehr

---