



# CS 839: Foundation Models

## **Models I**

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**Sept. 18, 2025**

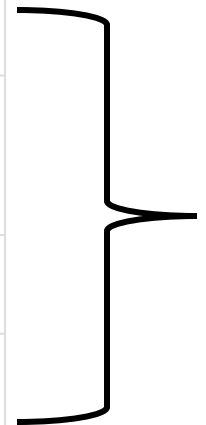
# Announcements

- **Announcement:**

- Homework 1 will be released later today!

- **Class roadmap:**

Thursday Sept. 18	Models I
Tuesday Sept. 23	Models II
Thursday Sept. 25	Prompting
Tuesday Sept. 30	Specialization
Thursday Oct. 2	Alignment



Mostly Language Models

# Outline

- **From Last Time**

- Finish up SSMs, a little bit more on decoders

- **Encoder-only Models**

- Example: BERT, architecture, multitask training, fine-tuning

- **Decoder-only Models**

- Example: GPT, architecture, basic functionality

# Outline

- **From Last Time**

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# State-Space Model: Discrete Form

Step 2: let's make this a discrete function

$$\begin{array}{ccc} & \text{State} & \text{Input} \\ & \downarrow & \downarrow \\ x_k = \overline{\mathbf{A}}x_{k-1} + \overline{\mathbf{B}}u_k \\ \text{Output} \rightarrow & y_k = \overline{\mathbf{C}}x_k & \end{array}$$

- Ignored D
- Can create approximations of A,B,C through discretizing.
- Looks a lot like an RNN! (or, a linear version of one)

# State-Space Model: Convolutional Form

Step 3: let's unroll the recursion

$$\begin{aligned}x_0 &= \bar{B}u_0 & x_1 &= \bar{A}\bar{B}u_0 + \bar{B}u_1 & x_2 &= \bar{A}^2\bar{B}u_0 + \bar{A}\bar{B}u_1 + \bar{B}u_2 \\y_0 &= \bar{C}\bar{B}u_0 & y_1 &= \bar{C}\bar{A}\bar{B}u_0 + \bar{C}\bar{B}u_1 & y_2 &= \bar{C}\bar{A}^2\bar{B}u_0 + \bar{C}\bar{A}\bar{B}u_1 + \bar{C}\bar{B}u_2\end{aligned}$$

$$y_k = \bar{C}\bar{A}^k\bar{B}u_0 + \bar{C}\bar{A}^{k-1}\bar{B}u_1 + \cdots + \bar{C}\bar{A}\bar{B}u_{k-1} + \bar{C}\bar{B}u_k$$

- In general,  $y = \bar{K} * u$ .
- This is a **convolution**!
- Why? Two sequences:  $[\bar{C}\bar{B}, \bar{C}\bar{A}\bar{B}, \bar{C}\bar{A}^2\bar{B}, \bar{C}\bar{A}^3\bar{B}, \bar{C}\bar{A}^4\bar{B}, \dots, \bar{C}\bar{A}^{T-1}\bar{B}]$   
 $[u_T, \dots, u_3, u_2, u_1, u_0]$

# State-Space Model: Convolutional Form

Step 3: let's unroll the recursion

- Convolution

$$y_k = \overline{CA}^k \overline{B} u_0 + \overline{CA}^{k-1} \overline{B} u_1 + \cdots + \overline{CA} \overline{B} u_{k-1} + \overline{CB} u_k$$

$$y = \overline{K} * u.$$

- But a weird one. It's a very **long** convolution.
  - Kernel as long as the input sequence (say, L).
  - Naively, is this better than attention?
  - Let's do **something else** instead.

# Interlude: Time & Frequency Domains

Back to Signals and Systems class,

- Convolution in the time-domain is element-wise multiplication in the frequency domain
- So low-complexity.
- But, need to convert to frequency domain
- Solution: **FFT**.  $O(L \log L)$  (and also for iFFT, to invert back).
- So, can compute fast and use during training!

$$y_k = \overline{CA}^k \overline{B} u_0 + \overline{CA}^{k-1} \overline{B} u_1 + \cdots + \overline{CAB} u_{k-1} + \overline{CB} u_k$$
$$y = \overline{K} * u.$$



# Back to SSM Picture

Back to the formula

$$x_k = \overline{A}x_{k-1} + \overline{B}u_k$$

$$y_k = \overline{C}x_k$$

- Just directly making all of these trainable parameters doesn't work so well.
  - Similar issues as in RNNs: stuff blowing up
  - Instead, various models propose approaches

## S4 (Structured State Space Models) Gu et al' 22

- Build A with a special fixed transition matrix that is good at memorization
- Couple with a particular parametrization to get the discretization.

# Using SSMs as Layers

Back to the formula

$$x_k = \overline{\mathbf{A}}x_{k-1} + \overline{\mathbf{B}}u_k$$
$$y_k = \overline{\mathbf{C}}x_k$$

S4 (Structured State Space Models) Gu et al' 22

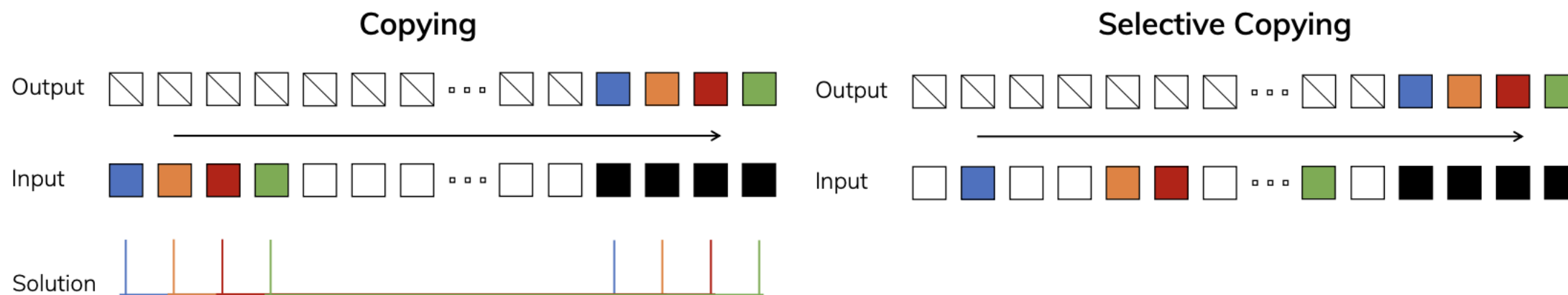
- Special A state transition matrix
- Special parametrization/choice of trainable parameters
- How to actually use these? Need to define a layer,
  - Stack H of them together (similar to conv layers, multihead attn)
  - Mix with linear layer, place activation function at the end

# S4 Results: The Good and the Bad

Models like S4 can address **very long sequences**

- “S4 solves the **Path-X task**, an extremely challenging task that involves reasoning about LRDs over sequences of length ... 16384. All previous models have failed...”

- But, can struggle with “selective” tasks.



# S4 Results: The Good and the Bad

Solution: need some type of context-aware approach

## • Mamba Model

- Gu and Dao '23, "Mamba: Linear-Time Sequence Modeling with Selective State Spaces"

**Algorithm 1** SSM (S4)

**Input:**  $x : (B, L, D)$

**Output:**  $y : (B, L, D)$

1:  $\mathbf{A} : (\mathbf{D}, \mathbf{N}) \leftarrow \text{Parameter}$ 

- Represents structured  $N \times N$  matrix

2:  **$B$**  :  $(D, N) \leftarrow \text{Parameter}$ 3:  $C : (D, N) \leftarrow \text{Parameter}$ 4:  $\Delta : (D) \leftarrow \tau_{\Delta}(\text{Parameter})$ 5:  $\bar{A}, \bar{B} : (D, N) \leftarrow \text{discretize}(\Delta, A, B)$ 6:  $y \leftarrow \text{SSM}(\overline{A}, \overline{B}, C)(x)$ 

- ▷ Time-invariant: recurrence or convolution

7: **return**  $y$ 

### Algorithm 2 SSM + Selection (S6)

**Input:**  $x : (B, L, D)$

**Output:**  $y : (B, L, D)$

1:  $\mathbf{A} : (\mathbf{D}, \mathbf{N}) \leftarrow \text{Parameter}$ 

- Represents structured  $N \times N$  matrix

2: **B** :  $(B, L, N) \leftarrow s_B(x)$ 3:  $\mathbf{C} : (\mathbf{B}, \mathbf{L}, \mathbf{N}) \leftarrow s_C(x)$ 4:  $\Delta : (B, L, D) \leftarrow \tau_{\Delta}(\text{Parameter} + s_{\Delta}(x))$ 5:  $\bar{A}, \bar{B} : (\mathbf{B}, \mathbf{L}, \mathbf{D}, \mathbf{N}) \leftarrow \text{discretize}(\Delta, \mathbf{A}, \mathbf{B})$ 6:  $y \leftarrow \text{SSM}(\overline{A}, \overline{B}, C)(x)$ 

- **Time-varying:** recurrence (*scan*) only

7: **return**  $y$

# Lots of Related Approaches & Variations

- **Linear attention.** “Transformers are RNNs: Fast Autoregressive Transformers with Linear Attention”. Katharopoulos et al, ‘20
- **RWKV.** “RWKV: Reinventing RNNs for the Transformer Era”, Peng et al ‘23

We’ll see more as we go!

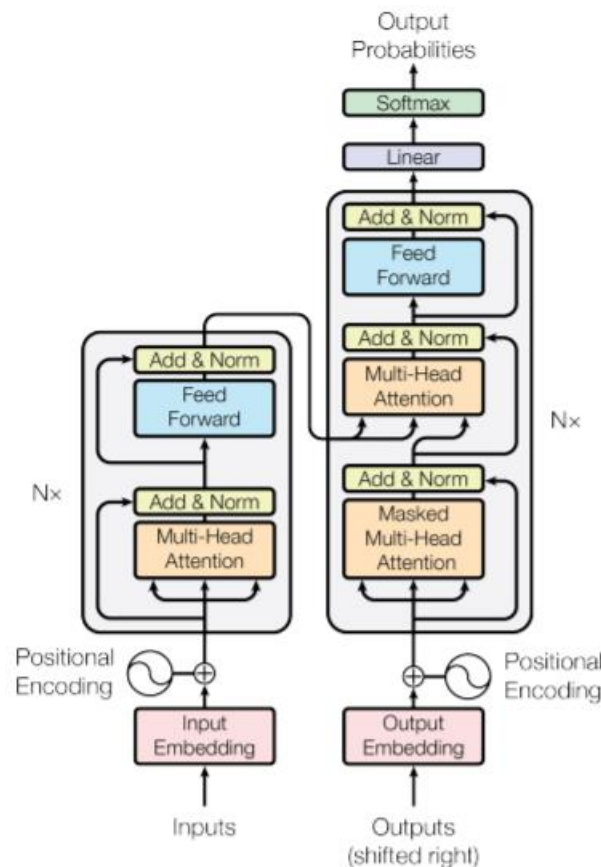
# Back To Transformers: Model Architecture

- Initial goal for an architecture: **encoder-decoder**

- Get **rid of recurrence**
- Replace with **self-attention**

- **Architecture**

- The famous picture you've seen
- Centered on self-attention blocks



# Interlude: Encoder-Decoder Models

- Translation tasks: natural encoder-decoder architecture
- Intuition:

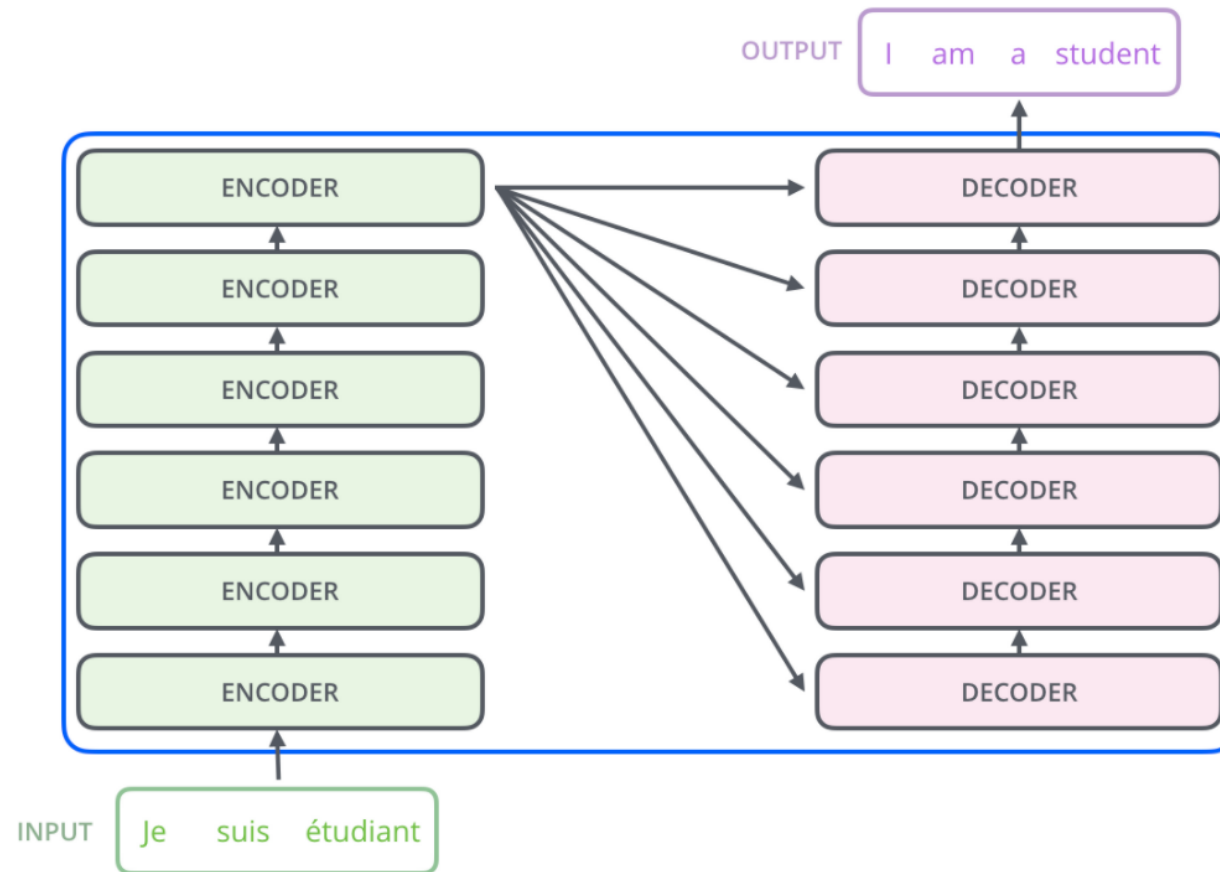
...again, Mummie, there wouldn't be any railway late and we shouldn't  
oms. Oh, *do* let us go in a caravan."  
Mrs. Russell shook her head. "I know it sounds lovely, darling; but  
we to get a caravan? It would cost at least fifty pounds to buy one,  
en if we had one, Daddy couldn't get away this summer. No, we  
ke up our minds to do without a holiday this year; but I'll tell you wha  
ll do: we'll all go to Southend for the day, as we did last year, and  
r lunch and tea with us and have a splendid picnic."  
"Then we can bathe again," said Bob; "but, oh! I do wish I could ha  
ny and ride," he added unexpectedly. "You don't know how I long  
ny," he continued, sighing deeply as he remembered the blissful holi  
en a friend let him share his little Dartmoor pony and ride occasional  
"Southend is nothing but houses and people," cried Phyllis; "it's no b  
an this place; and oh! Mummie, I do so *long* for fields and flowers  
imals," she added piteously; and she shook her long brown hair forw  
hide the tears in her eyes.  
"Never mind, darling, you shall have them one day," answered  
Russell with easy vagueness.  
This really was not very comforting, and it was the most fortunate thing  
it at that moment a car stopped at the door.  
"Uncle Edward!" shouted Bob, rushing from the room. Phyllis br  
e tears so hastily from her eyes that she arrived at the front door almo  
on as he did, and both flung themselves on the tall, kindly-looking man st  
beside the car.  
"Uncle Edward! Uncle Edward!" they cried. "You've come at  
e've been longing to see you. Oh, how glad we are you're here!"  
Now the delightful thing was that their uncle seemed just as pleased to  
em as they were to see him, and returned their hugs and greetings with  
most cordiality. They were just on the point of dragging him into  
use, hanging one on each arm, when he said: "Stop, not so fast. There  
me things to fetch in from the car."  
So saying he began diving into the back of it and bringing out, not on  
itcase, but various parcels, which he handed out one by one.  
"That's the pair of chickens I've brought for your mother," said he, br



...à 4 heures et demie du matin, en passant  
après avoir été sur les quais. Elle était couronné  
côté, dans le coin de sa cage, les parois  
Comme si elle courait dans son sommeil.  
La dissection montre que mes prédictions  
justes. Comparé à un cerveau normal, celui d'Algermon  
a diminué de poids et montre un effacement  
des circonvolutions cérébrales ainsi qu'un  
et un élargissement des scissures.  
C'est épouvantable de penser que la même  
m'arrive peut-être à moi, en ce moment. L'avoir  
produire chez Algermon rend cette menace réelle.  
la première fois, je suis effrayé de l'avenir.  
J'ai mis le corps d'Algermon dans une petite boîte  
métal et je l'ai emporté à la maison avec moi. Je  
pas les laisser le jeter dans l'incinérateur. C'est  
sentimental mais tard hier soir, je l'ai enterrée dans  
cour de derrière. J'ai pleuré en mettant un bouquet  
fleurs sauvages sur la tombe.

# Transformers: Architecture

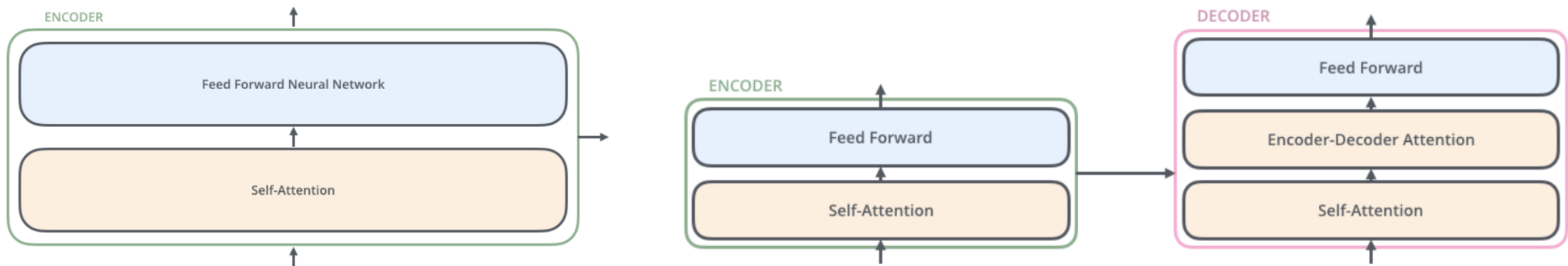
- **Sequence-sequence** model with **stacked** encoders/decoders:
  - For example, for French-English translation:





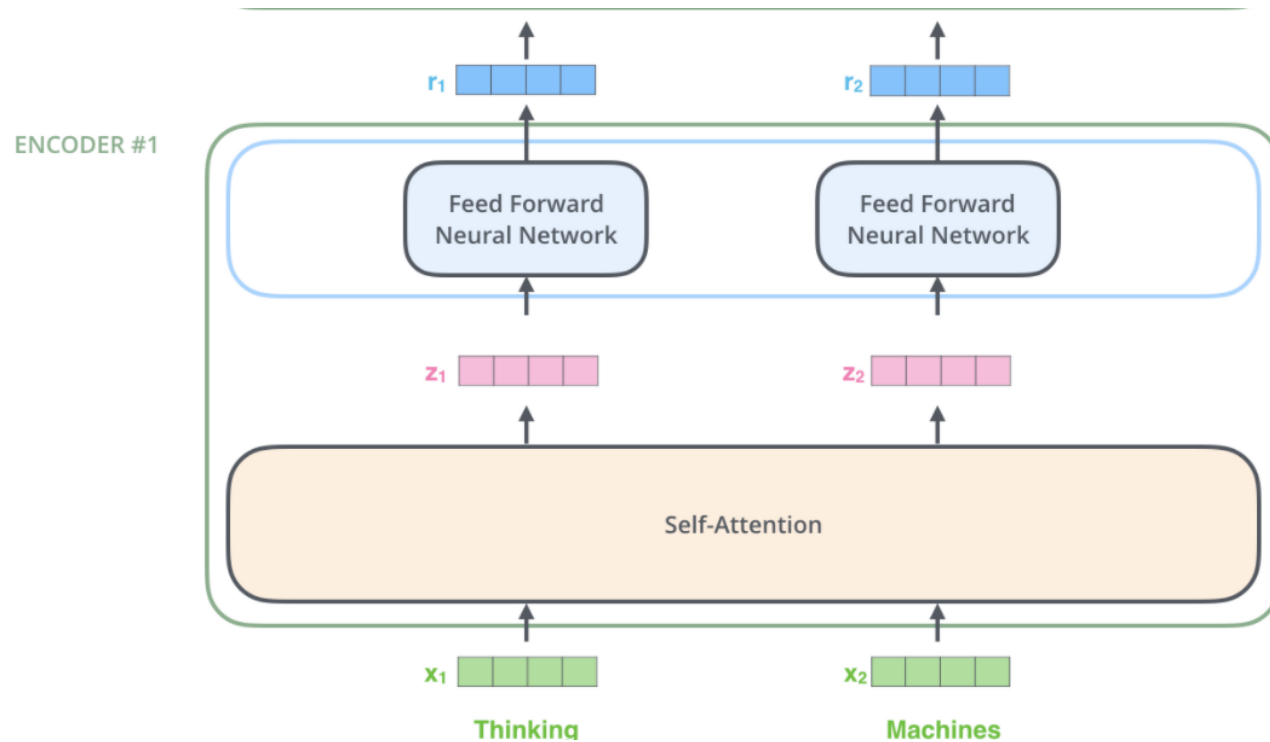
# Transformers: Architecture

- Sequence-sequence model with **stacked** encoders/decoders:
  - What's inside each encoder/decoder unit?
- Focus on encoder first: **pretty simple!** 2 components:
  - Self-attention block
  - Fully-connected layers (i.e., an MLP)
  - Captures **1) interactions 2) processing** (separately!)



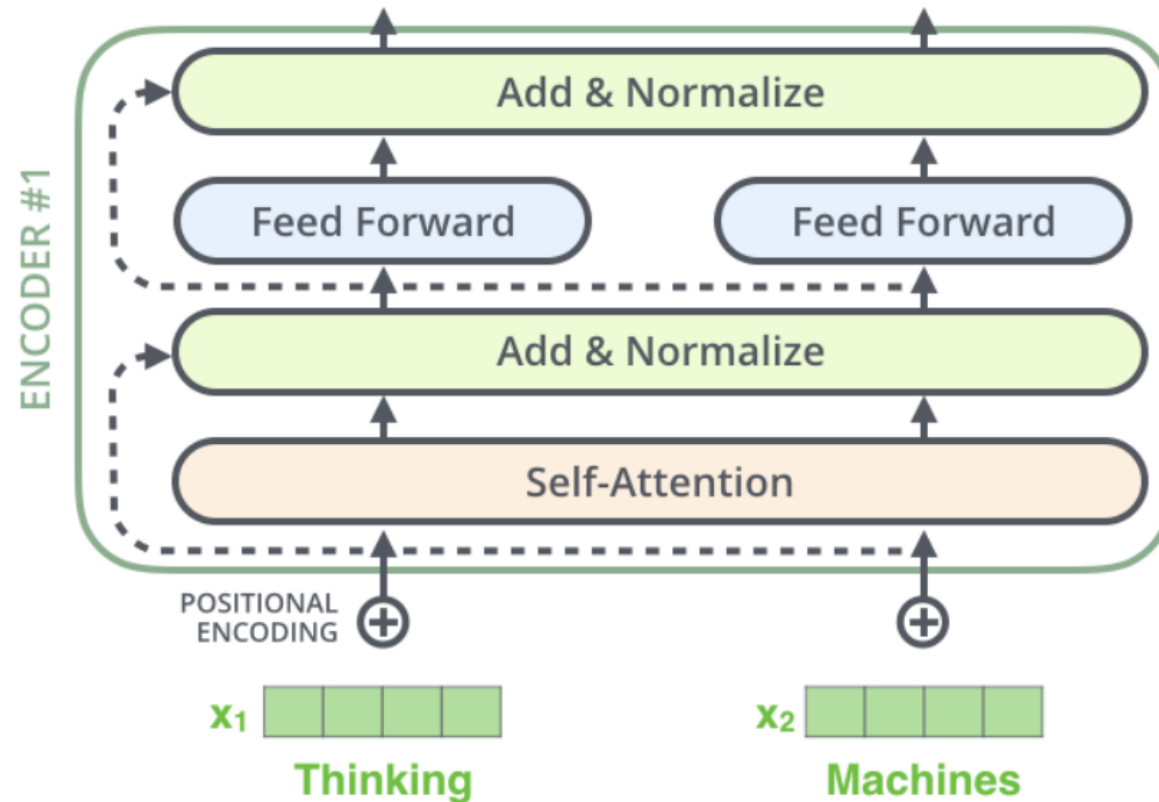
# Transformers: Inside an Encoder

- Let's take a look at the encoder. Two components:
  - 1. **Self-attention** layer (covered this)
  - 2. “Independent” **feedforward nets** for each head



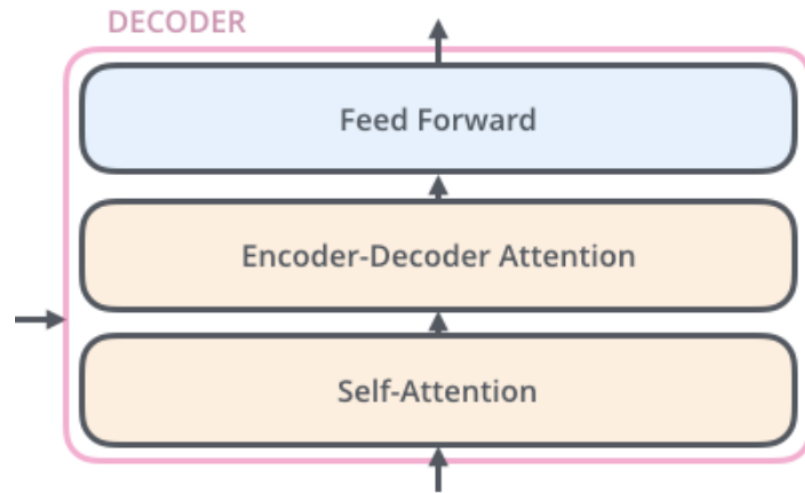
# Transformers: More Tricks

- Recall a big innovation for ResNets: residual connections
  - And also layer normalizations
  - Apply to our encoder layers



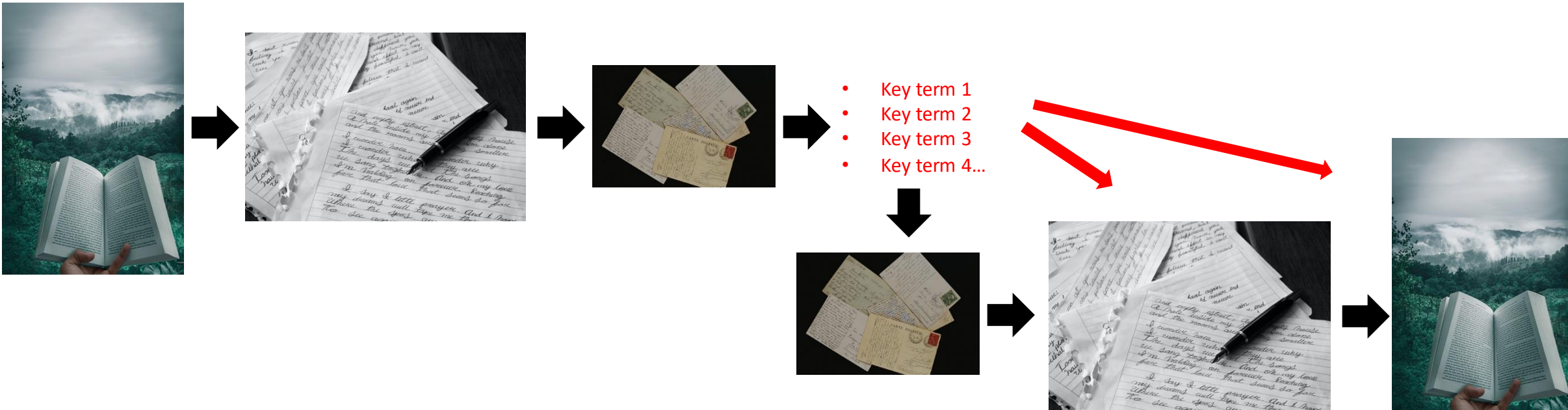
# Transformers: Inside a Decoder

- Let's take a look at the decoder. Three components:
  - 1. **Self-attention** layer (covered this)
  - 2. Encoder-decoder attention (**same, but K, V come from encoder**)
  - 3. “Independent” feedforward nets for each head



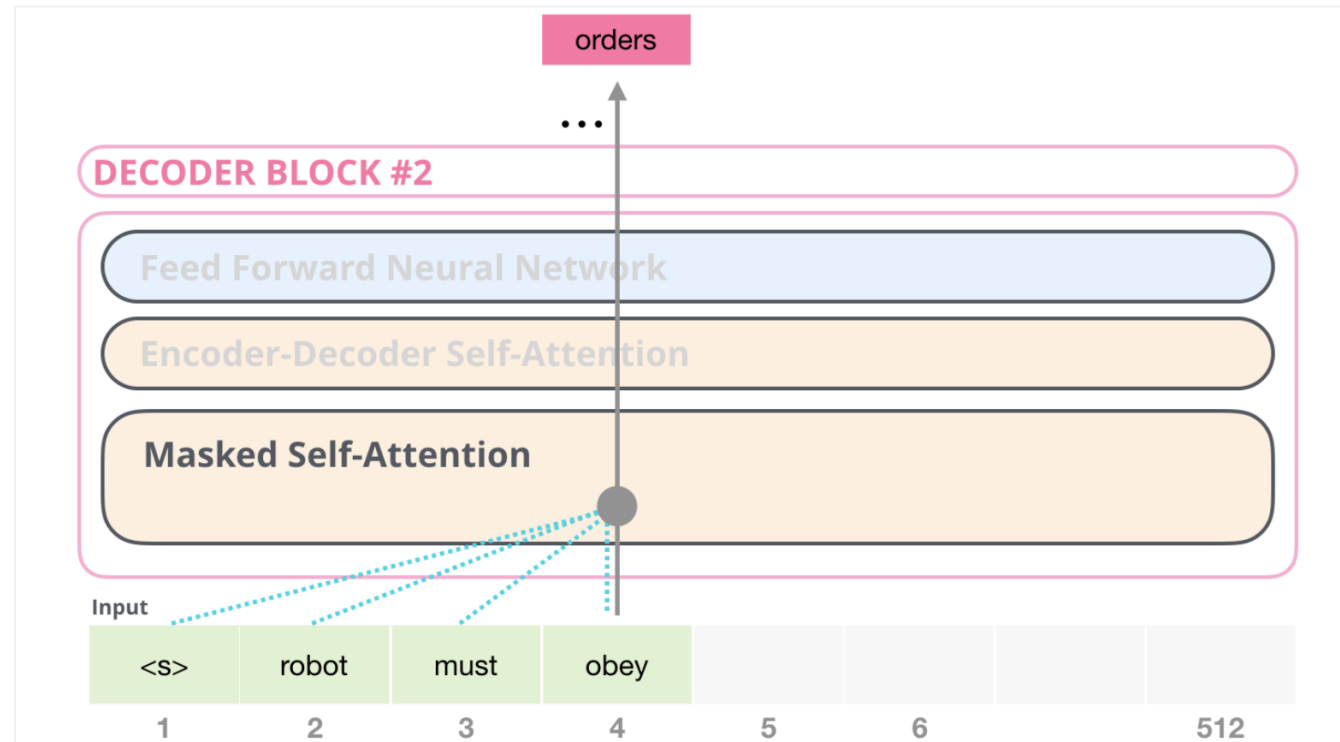
# Transformers: Cross-Attention

- Why encoder-decoder attention ?
  - Recall: same as before, but K, V come from encoder
  - Actually more traditional, but... **intuition:**



# Transformers: Decoder Masking

- One more interesting bit!
  - At the decoder level, self-attention changes a bit:
  - Masked instead: block *future* words from being attended to



# Transformers: Outputs

- Finally, let's see the final layer and outputs

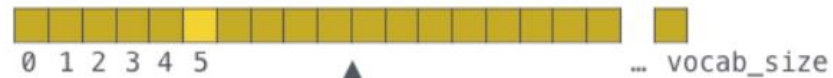
Which word in our vocabulary  
is associated with this index?

am

Get the index of the cell  
with the highest value  
(argmax)

5

log\_probs



Softmax

logits



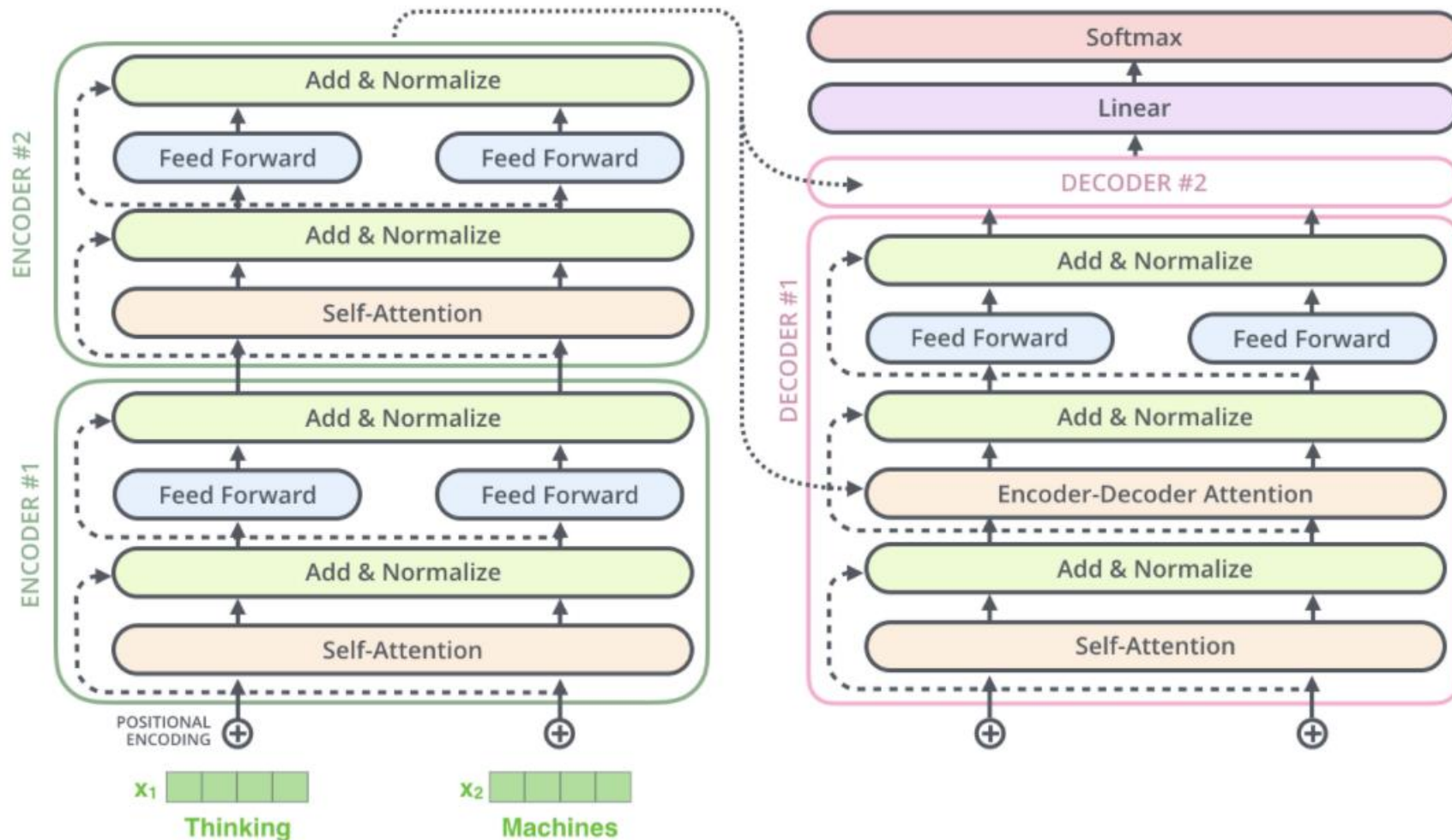
Linear

Decoder stack output



# Transformers: Putting it All Together

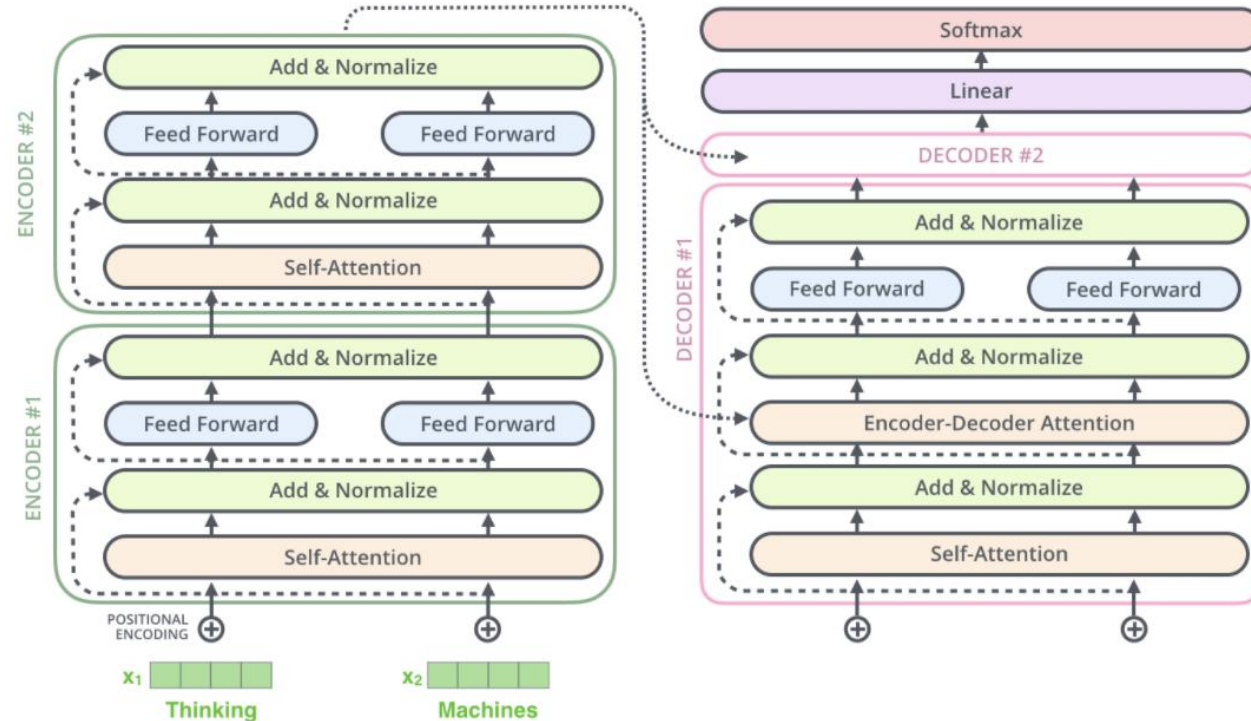
- What does the full architecture look like?





# Transformers: Training

- Data: standard datasets (WMT English-German)
  - ~5 million pairs for this dataset
  - Nothing very special: Adam optimizer





**Break & Questions**

# Outline

- **From Last Time**

- Finish up SSMs, a little bit more on decoders

- **Encoder-only Models**

- Example: BERT, architecture, multitask training, fine-tuning

- **Decoder-only Models**

- Example: GPT, architecture, basic functionality

# Why Encoder-Decoder?

Wanted two things for translation:

- 1) **Outputs** in natural language
- 2) Tight alignment with **input**

What happens if we relax these?

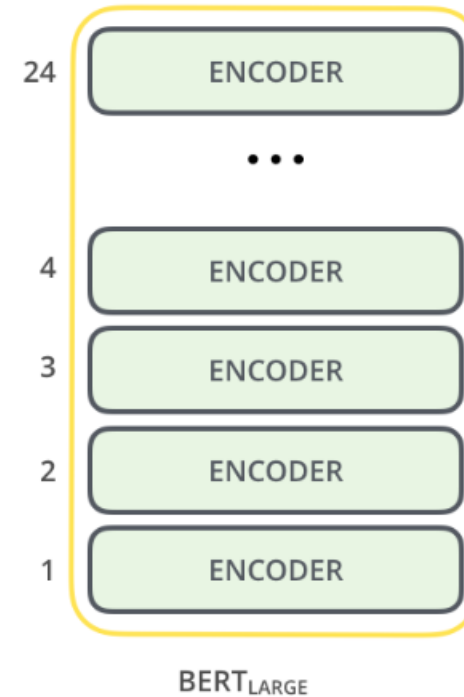
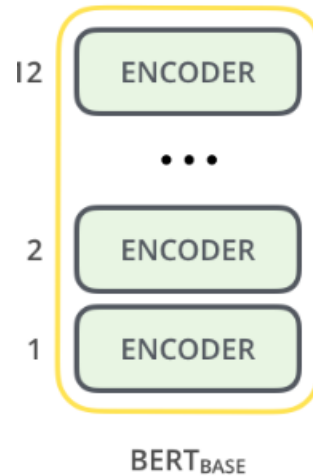
1. Encoder-only models
2. Decoder-only models



# Encoder-Only Models: BERT

Let's get rid of the first part

- 1) **Outputs** in natural language
  - 2) Tight alignment with **input**
- Rip away decoders
    - Just stack encoders





# Interlude: Contextual Embeddings

Q: Why is it called “BERT”?

- A: In a sense, follows up ELMo

• Story:

- **2013**: “Dense” word embeddings (**Word2Vec**, **Glove**)
- Downside: fixed representations per word
  - “Bank”: building or riverside?
- Need: contextual representations
  - Using language model-like techniques
  - 2018: ELMo, BERT
  - ELMo: uses LSTMs, BERT uses transformers



## Highlights

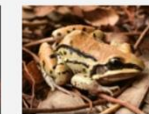
### 1. Nearest neighbors

The Euclidean distance (or cosine similarity) between two word vectors provides an effective method for measuring the linguistic or semantic similarity of the corresponding words. Sometimes, the nearest neighbors according to this metric reveal rare but relevant words that lie outside an average human's vocabulary. For example, here are the closest words to the target word *frog*:

0. *frog*
1. *frogs*
2. *toad*
3. *litoria*
4. *leptodactylidae*
5. *rana*
6. *lizard*
7. *eleutherodactylus*



3. *litoria*



4. *leptodactylidae*



5. *rana*



7. *eleutherodactylus*

<https://nlp.stanford.edu/projects/glove/>

# Interlude: Contextual Embeddings

Q: Why is it called “BERT”?

- A: In a sense, follows up ELMo

BERT acronym:

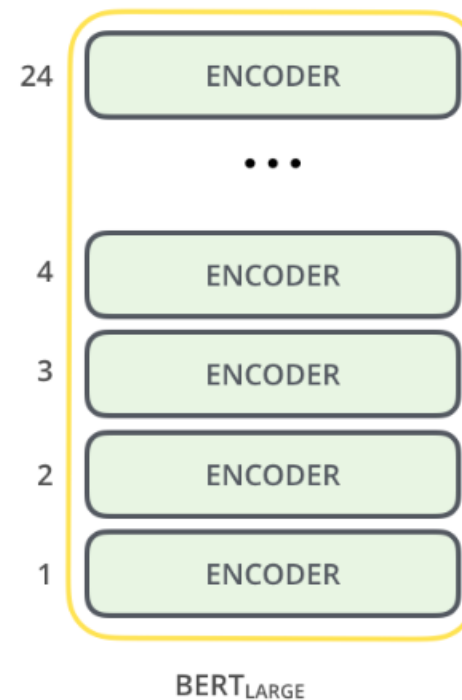
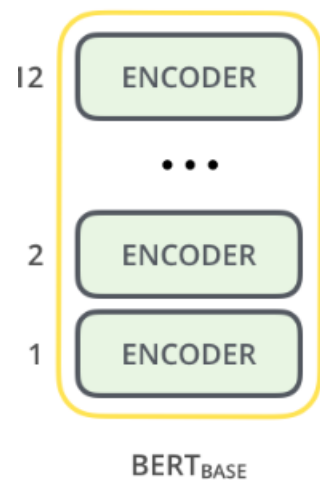
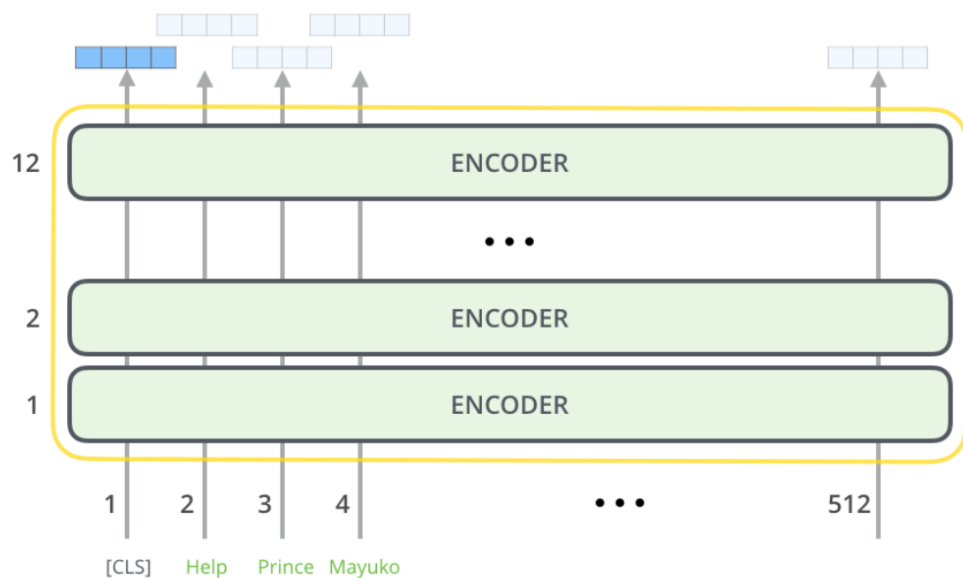
- **B**idirectional **E**ncoder **R**epresentations from **T**ransformers.
- ERT should make sense,
- Bidirectional: no causal masks, look at both sides of a word!
- Captured in self-attention block



# BERT: Forward Pass

## BERT architecture

- Rip away decoders
  - Just stack encoders

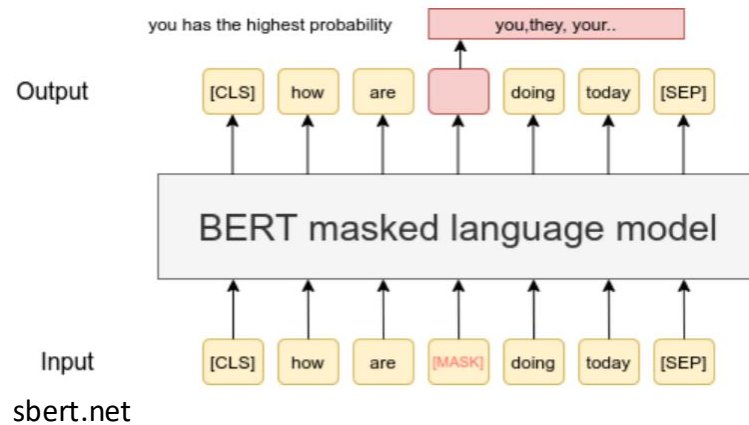




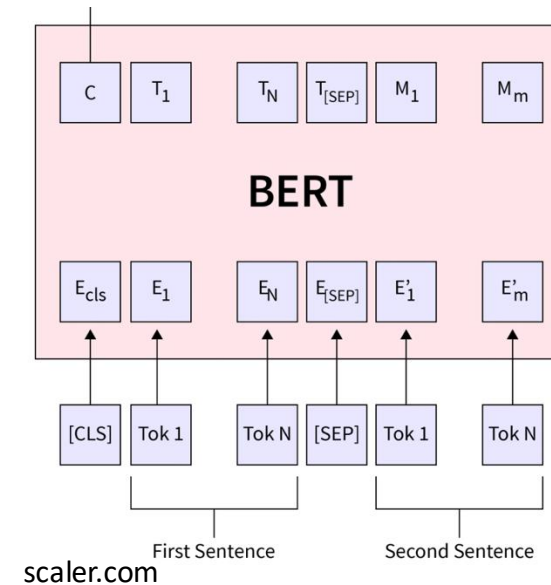
# BERT: Training

Training is more interesting!

- Pretraining. Then fine-tuning on task of interest
- Back to **self-supervised learning**!
- Two tasks for **pretraining**.



## 1. Masked Language Modeling

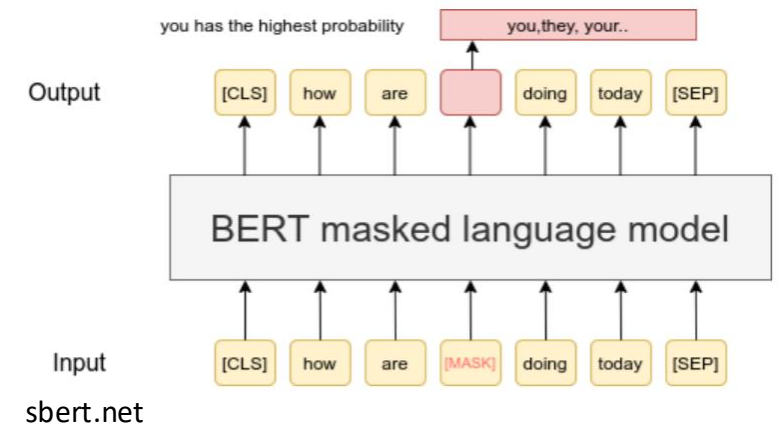


## 2. Next Sentence Prediction

# BERT: Training Task 1

## Masked Language Modeling Task

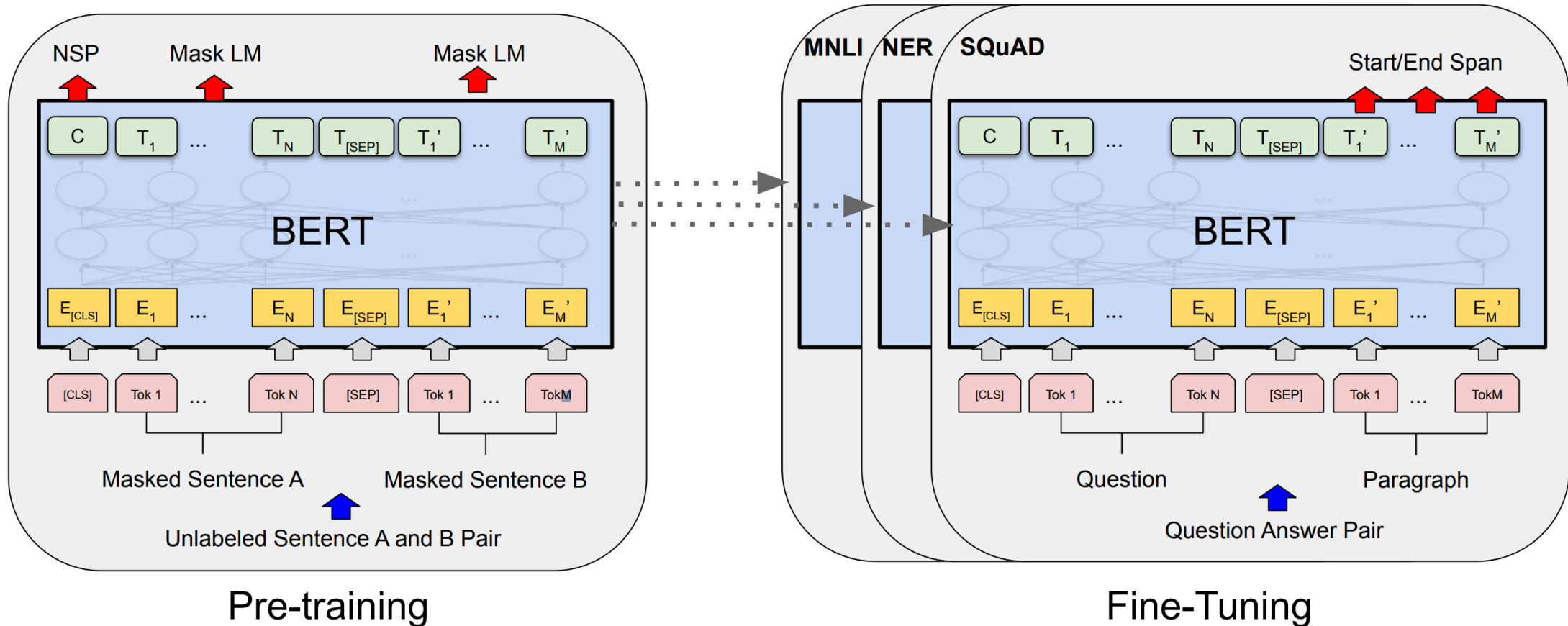
- Use [MASK] token for word to be predicted
- Which words to mask?
  - Original paper: 15% of words at random
  - But... of these
    - 10% of the time, no [MASK], flip word randomly
    - 10% of the time leave word unchanged



# BERT: Training

Training is more interesting,

- Pretraining. Then fine-tuning on task of interest





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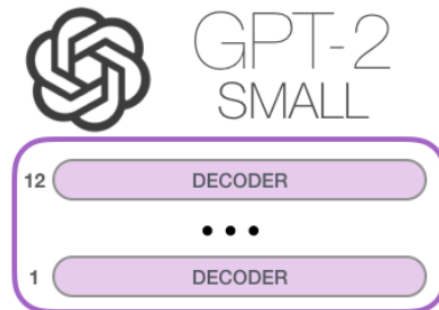
- **Decoder-only Models**

- Example: GPT, architecture, basic functionality

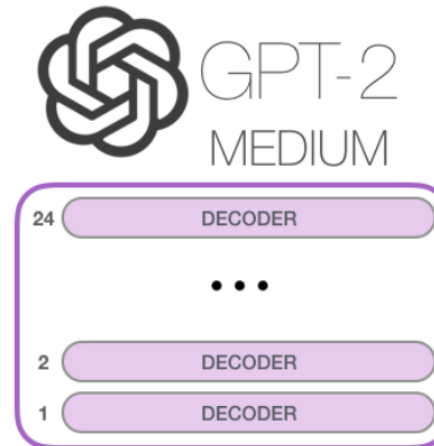
# Decoder-Only Models: GPT

Let's get rid of the first part

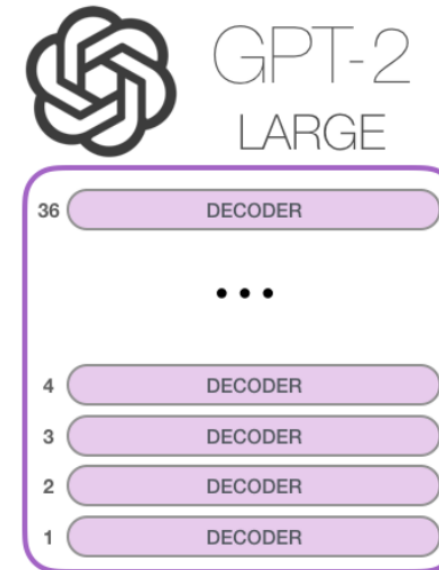
- 1) **Outputs** in natural language
  - 2) Tight alignment with **input**
- 
- Rip away encoders
    - Just stack decoders



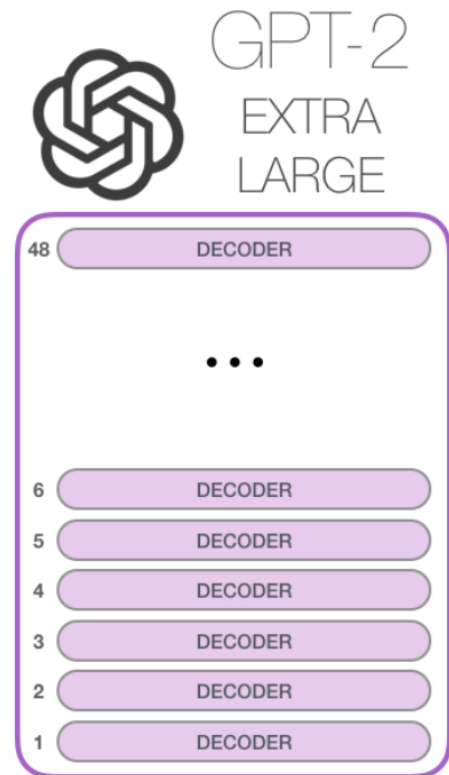
Model Dimensionality: 768



Model Dimensionality: 1024



Model Dimensionality: 1280

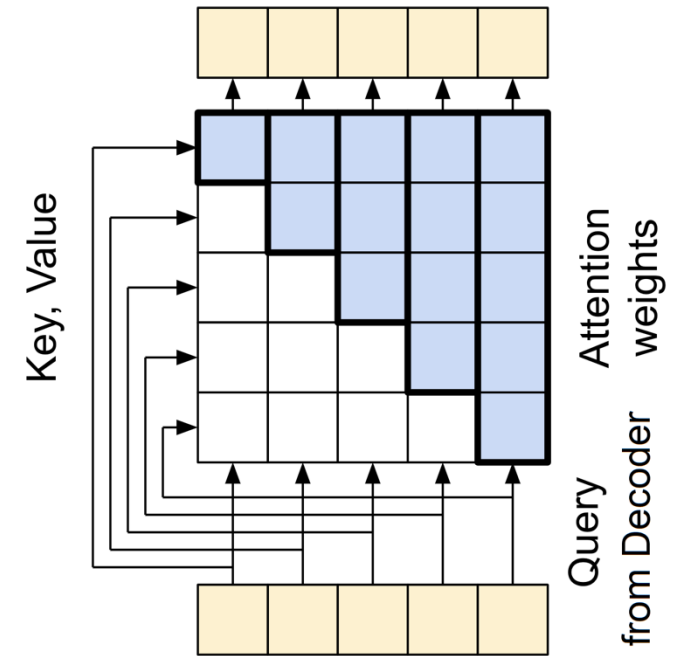
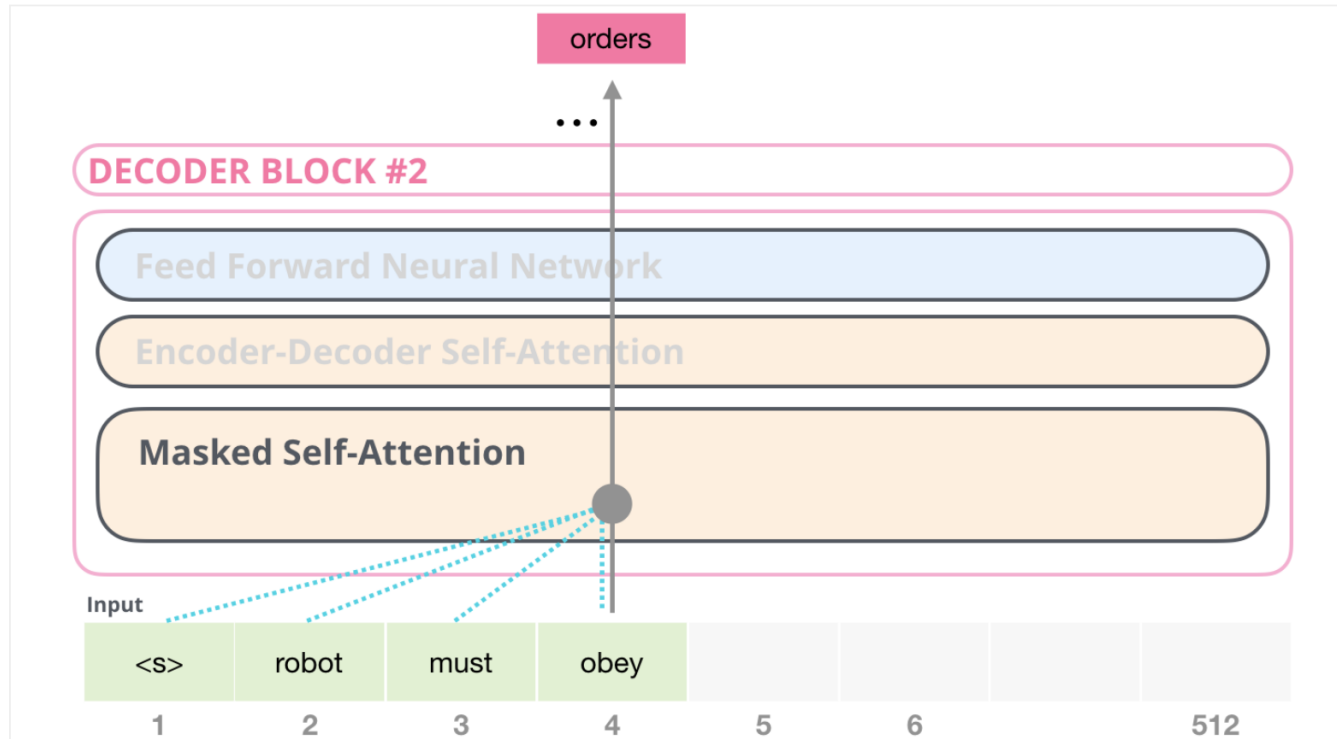


Model Dimensionality: 1600

# Decoder-Only Models: GPT

Rip away encoders

- Just stack decoders
- Use causal masking! NB: not a *mask token* like in BERT



PyLessons





**Thank You!**