

Lightweight and general-purpose language model memories via self-study

Sabri Eyuboglu

Joint work with: Ryan Ehrlich, Simran Arora, Neel Guha, Dylan Zinsley, Emily Liu, Atri Rudra, James Zou, Azalia Mirhoseini, Christopher Ré

tl;dr

The promise of **long context** language models is...

- LLMs that understand your personal documents.
- Chatbots with long-term memory.
- Coding assistants with full-repository understanding.

Problem: Long contexts are extremely costly to serve to users due to the *KV cache*!

Observation: Contexts are often static and shared across many requests.

Idea: Spend compute training the KV cache on the context offline!

tl;dr

Training a smaller KV cache enables **39x memory reduction** and **26x higher tok/s** while maintaining the capabilities of the full KV cache.

Talk outline

Background. Why is it so costly to serve long contexts?

Space-quality tradeoffs. Why don't existing approaches cut it?

Training the KV-cache. Trading compute for space.

Self-study. Synthetic data generation enables generalization.

Results. Expanding the space-quality frontier and more!

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Quiz: Why are long contexts so costly?

With **1k** tokens of context per user, we can output **10,000** tokens per second With **128k** tokens of context per user, we can output **?,???** tokens per second

*numbers computed for Llama 8B running at peak throughput (i.e. excluding prefill) on a single H100

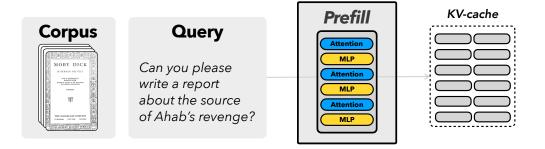
Quiz: Why are long contexts so costly?

With **1k** tokens of context per user, we can output **10,000** tokens per second With **128k** tokens of context per user, we can output **130** tokens per second

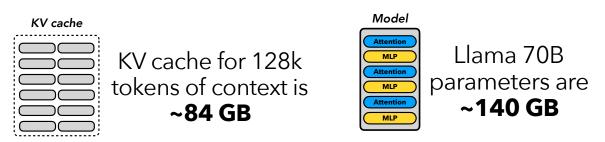
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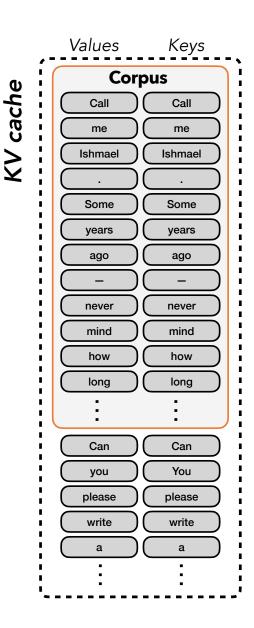
Why are long contexts so costly?

When we provide a large corpus of text to a Transformer, we first need to cache the **key** and **value** vectors!



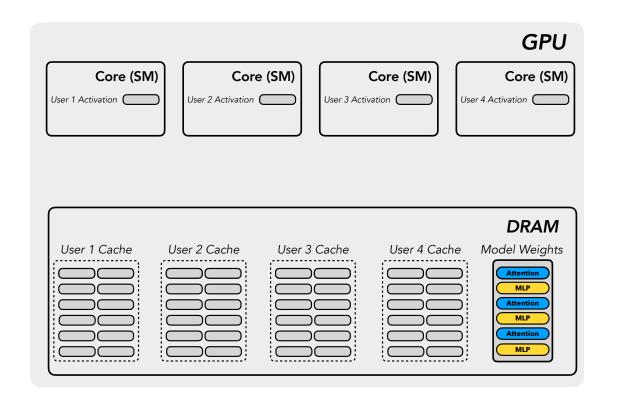
For long contexts this cache is enormous!



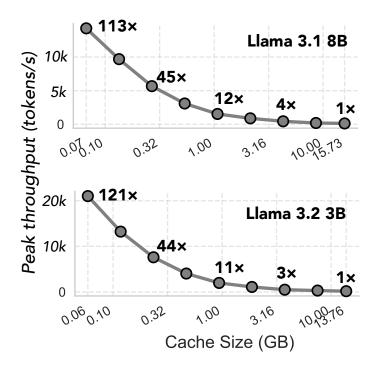


Why are long contexts so costly?

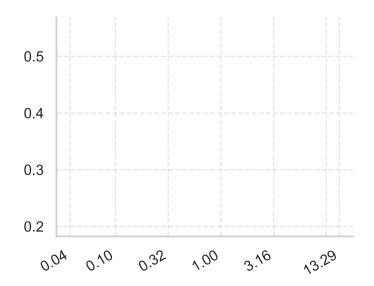
Large KV caches can make decoding I/O bound.



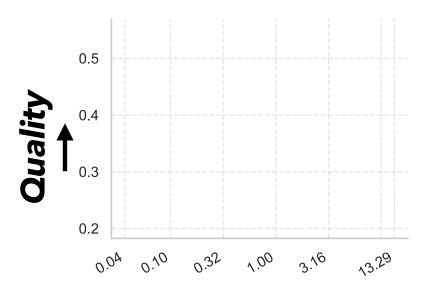
Peak throughput vs. cache size



Our **objective** is to reduce **cache size**

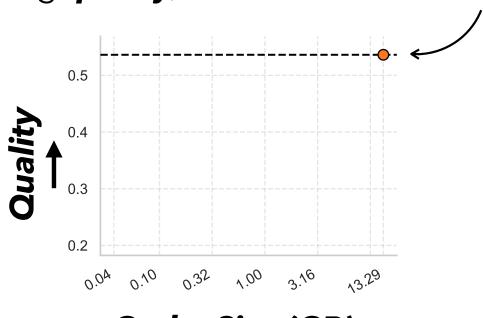


Our **objective** is to *reduce* **cache size** while maintaining or improving **quality**

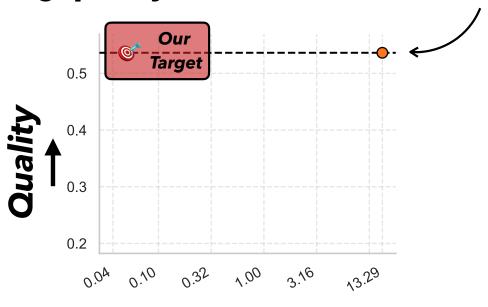




Our **objective** is to reduce **cache size** while maintaining or improving **quality**, relative to a **full KV cache**



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Disclaimer

Due to time, the **related work** that follows is incomplete!

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In the **Q/A**, ask me about how Cartridges relates to the efficient architectures below!

Introduce Sparsity

Longformer [Beltagy et al. 2020] BigBird [Ainslie et al. 2020] Sparse Transformers [Child et al. 2019] ...and many others.

Reduce # of key-value heads

Multi-query Attention [Shazeer 2019] Grouped-query Attention [Ainslie et al. 2023]

Use low rank key-value heads

Multi-head latent attention [Liu 2024]

Linearize attention

[Katharopoulos et al. 2020] Performer [Choromanski et al. 2022] Based [Arora, Eyuboglu et al. 2024] ...and many others.

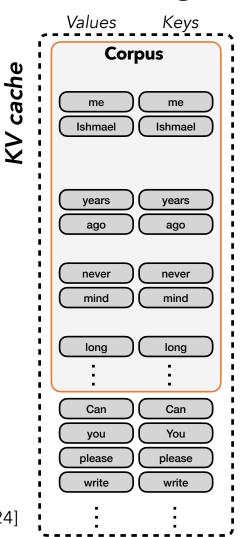
+ modified update rules

Mamba [Gu and Dao 2024] DeltaNet [Yang et al. 2024] Titans [Behrouz et al. 2024] ...and many others.

Hard-token prompt compression methods reduce the number of tokens in the context.

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Filtering



Examples: LLMLingua [Jiang et al. 2023], Adacomp [Zhang et al. 2024]

Hard-token prompt compression methods reduce the number of tokens in the context.

Filtering

Keys

You

please

write

KV cache

Values

Corpus KV cache me Ishmael Ishmael years years ago ago never never mind mind long long Can Can

you

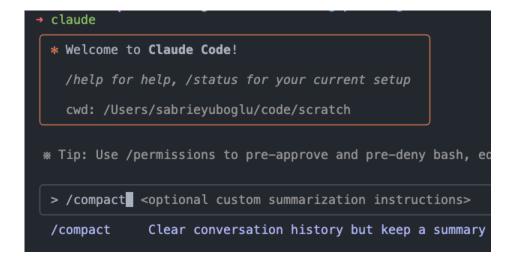
write

Summarization

Values Keys **Corpus** This This book's book's about about whale whale called called Moby Moby Can Can you You please please write write

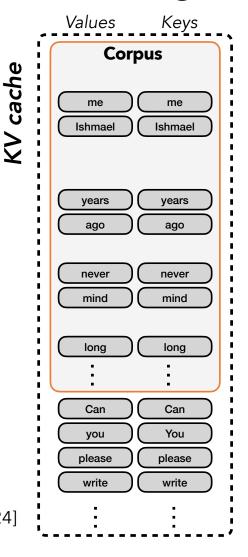
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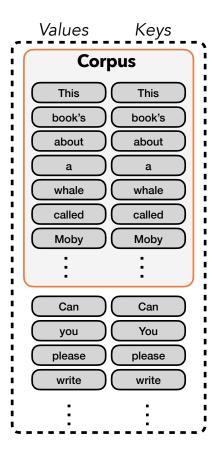
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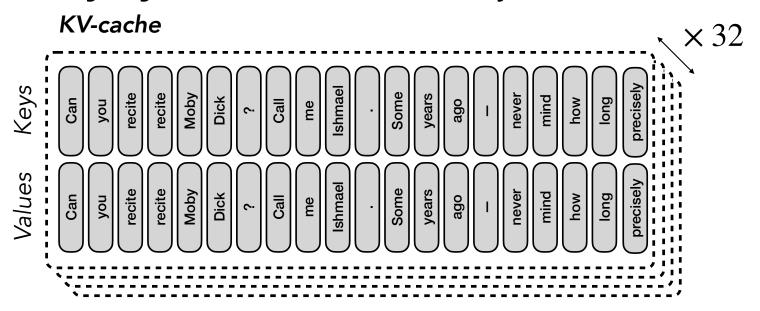
KV cache



33

KV cache compression

Every layer maintains it's own keys and values!



Idea: drop different tokens at different layers!

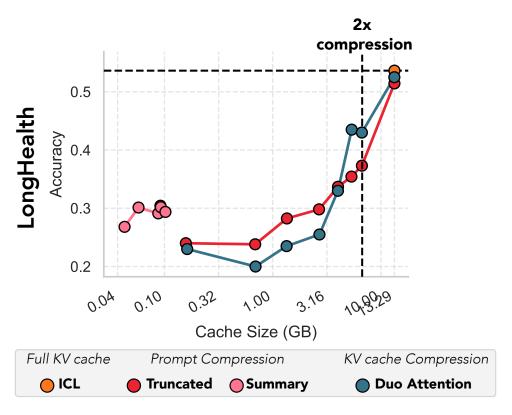
For example: DuoAttention [Xiao et al. 2024], H2O [Zhang et al. 2023]

Space-quality tradeoffs

Problem: these methods struggle to maintain quality at large compression ratios.

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Space-quality tradeoffs

There is a tradeoff between space consumed by KV cache and quality of LLM responses.

Other tradeoffs?

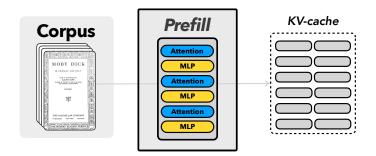
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Is there something else, other than quality, that we can **trade off** for reduced space consumption?

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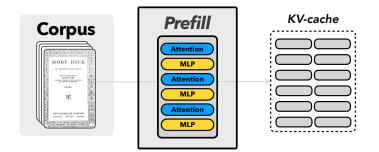
Is there something else, other than quality, that we can **trade off** for reduced space consumption?

Write compute: the amount of compute used to construct the KV cache.

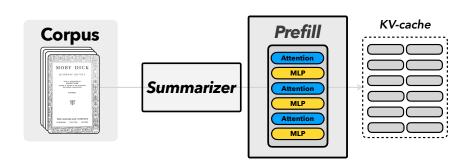


Standard KV Cache

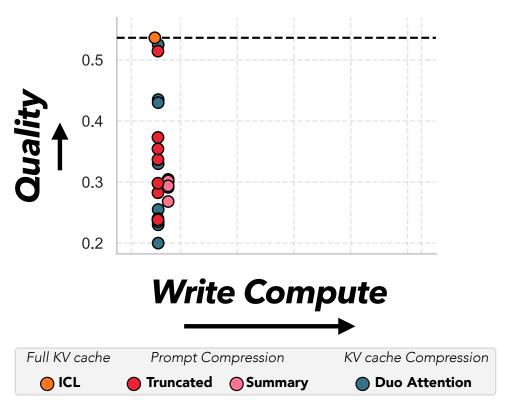
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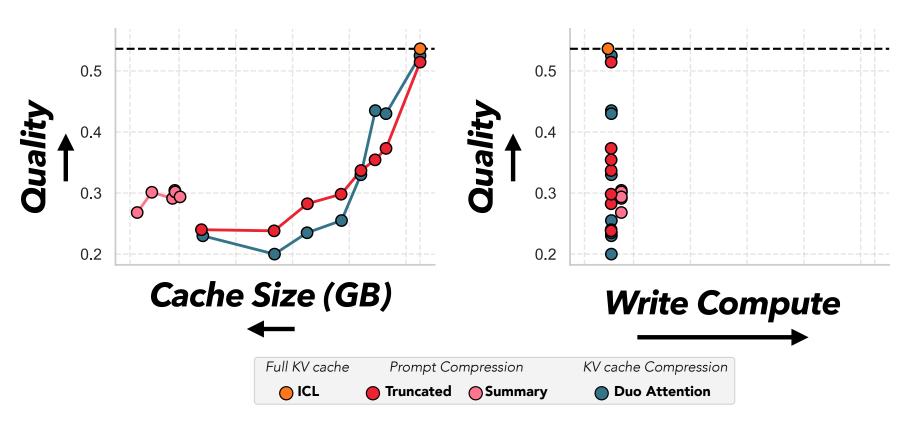




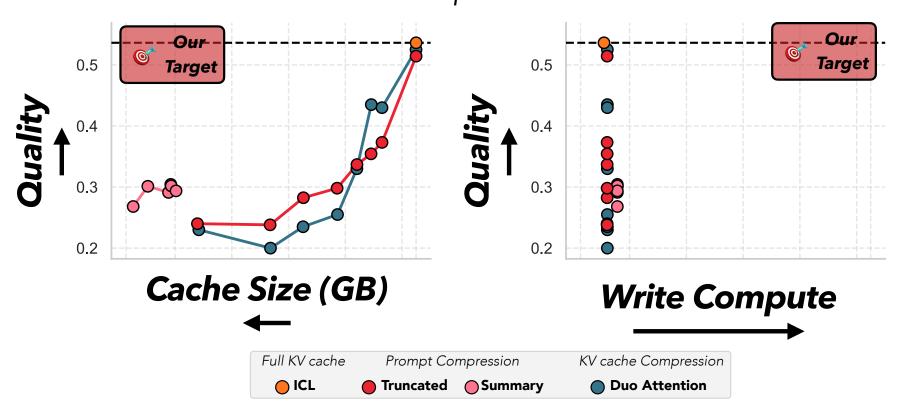


Prompt compression





What if we allow ourselves to **increase** the write compute?



Trading compute for space

These methods use the same or less compute to construct the KV cache/state.

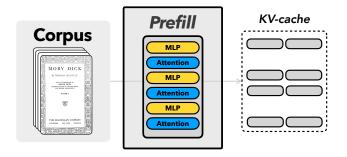
Regular attention

1 forward pass with complexity $O(n^2d + nd^2)$ to construct the KV cache.

Corpus MLP Attention MLP Attention MLP Attention MLP Attention MLP Attention

Duo attention

1 forward pass with complexity $O(n^2d + nd^2)$ and a cheap pruning step to construct the KV cache.



Trading write compute for space



Trading quality for space

Trading write compute for space

Trading write compute for space



Trading quality for space

Trading write compute for space

The compute used to construct the KV cache can be **amortized across queries** referencing the same context!

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Background. Why is it so costly to serve long contexts?

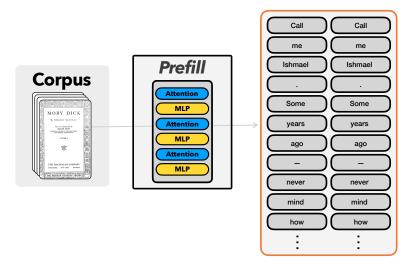
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Cartridges. Trading compute for space with offline training.

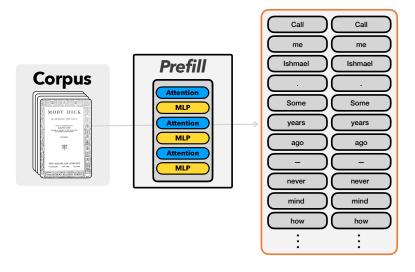
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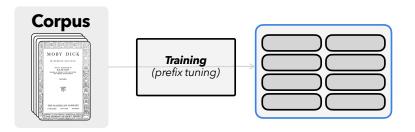
What does it mean to train the KV Cache?



Keys and values produced with **prefill**



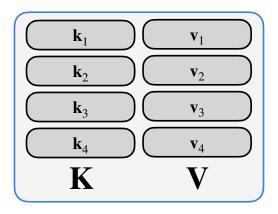
Keys and values produced with **prefill**

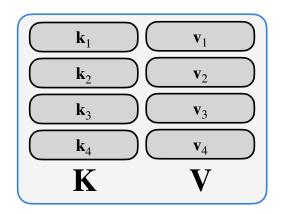


Keys and values trained with **SGD**

(prefix tuning)

We treat the keys and values like they are weights!





Given a loss function ℓ we can compute the gradient with respect to \mathbf{K} and \mathbf{V} by back-propagating into the KV cache and updating them gradient descent!

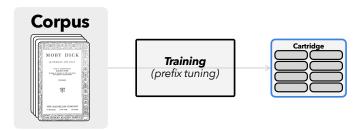
$$\mathbf{K} = \mathbf{K} - \nabla_{\mathbf{K}} \, \ell(\mathbf{K}, \mathbf{V})$$

$$\mathbf{V} = \mathbf{V} - \nabla_{\mathbf{V}} \, \mathscr{C}(\mathbf{K}, \mathbf{V})$$

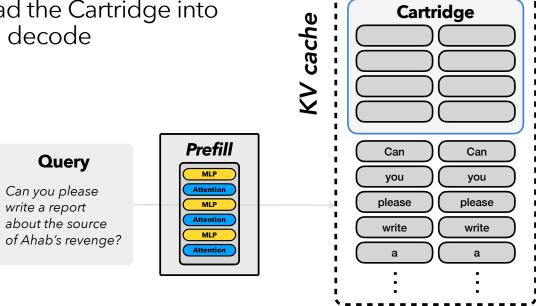
Note: Training the KV cache is equivalent to *prefix tuning*, without the reparameterization. *Li, Xiang Lisa, and Percy Liang (2021)*

Cartridges

1 Train the Cartridge on the corpus **offline**



2 At query-time, load the Cartridge into the KV cache and decode



Values

Keys

Cartridges

What objective ℓ should we use?

Cartridges

What objective ℓ should we use?

Challenge: choose ℓ so as to maintain generality!

A first attempt: next-token prediction

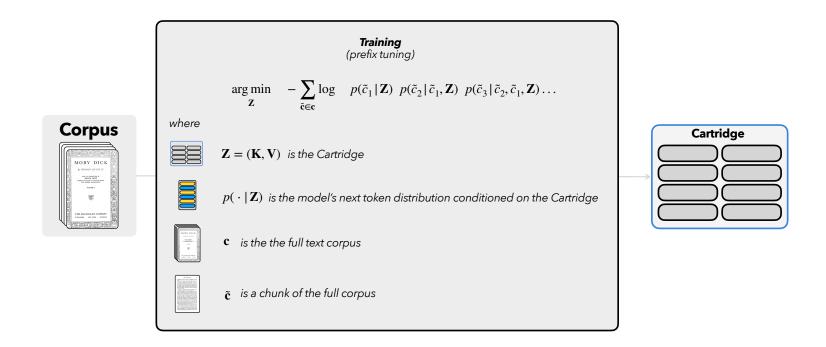
A simple first attempt:

We train the KV cache by computing **next-token prediction loss** on chunks of the corpus.



A first attempt: next-token prediction

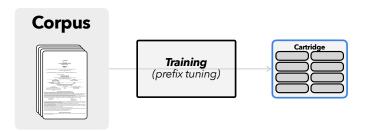
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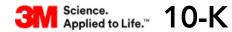


Enough with Moby Dick....



Let's train a Cartridge on 3M's 10-K (a ~100 page financial report filed by public companies).

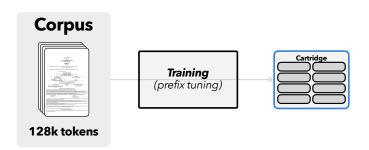




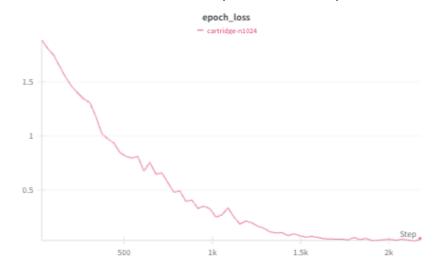
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	SE	CURITIES AND EXCHANGE COMMISS! Washington, D.C. 20549	ION
		FORM 10-K	
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☐ TRANSITION REP	ORT PURSUANT TO SECTION 13 OR 15(4)	OF THE SECURITIES EXCHANGE ACT OF 1934	
		Commission file number 1-3285	
		3M COMPANY	Employer Identification No. 41-0417778
	State of Incorporation: Deliveure	Principal executive officer: 3M Center, St. Pent, Minnesota 55144	. киориорея касиминалия 24. 44 ФЕТ778
		Telephone number: (651) 733-1119 Securities registered pursuant to Section 12(6) of the Act	
	Title of each class	Trading Symbol(s)	Name of each exchange on which registered New York Stock Exchange
	1.509% Nation dust 2026	MMM	Chicago Stock Eschange, Inc. New York Stock Eschange New York Stock Eschange
	1.799% Natus due 2090 1.509% Natus due 2091	MMM31	New York Stock Exchange New York Stock Exchange
		Note: The common stock of the registrant is also traded on the SIX Swiss Discharge. Securities registered pursuant to section 12(g) of the Act Name	
Indicate by check mark i	if the registrant is a well-known seasoned issuer, a	a defined in Rule 405 of the Securities Act. Yes 🖾 No 🖸 must to Section 13 or Section 15(d) of the Act. Yes 🖂 No 🗇	
Indicate by check mark to transiend to file such rest	whether the registrant (1) has filled all reports required, and (2) has been subject to each films receive	and to be filed by Section I3 or 15(4) of the Securities Exchange Act of 1934 during the sensets for the past 90 days. Yes \square No \square	he proceding 12 months (or for such sharter period that the regi
Indicate by check mark	whether the registrant has submitted electronically	every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation (S). No. (I)	on S-T (§ 232,495 of this chapter) during the preceding 12 man
Indicate by check mark	whether the registrant is a large accelerated filer, a	in accelerated files, a non-accelerated files, a smaller reporting company, or an emergin impany" in Fude 125-2 of the Exchange Act.	g growth company. See the definitions of 'large accelerated file
Large accelerated filer	BE Accelerated filer	Non-accelerated filer Sensiler reporting company	c) Emerging growth company c
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If an emerging growth o the Exchange Act.		as elected not to use the extended transition period for complying with any new or re- estation to its management's accessment of the effectiveness of its internal control over	
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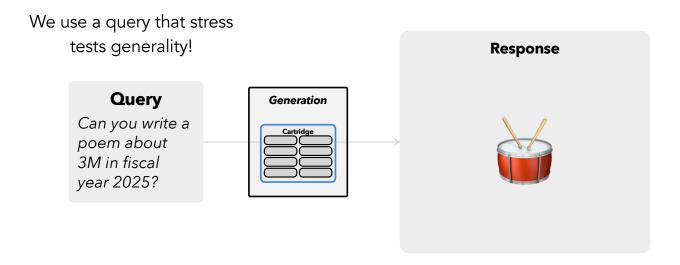
Let's train a Cartridge on 3M's 10-K (a ~100 page financial report filed by public companies).

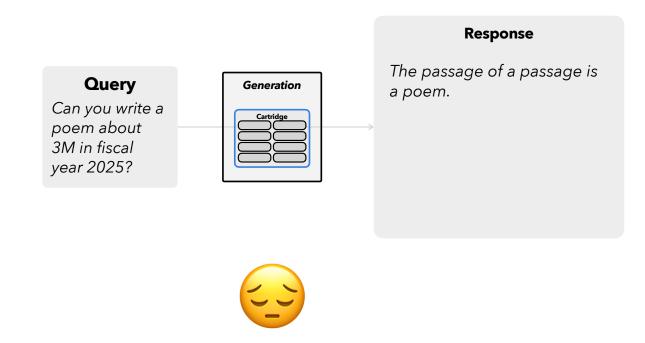


Cartridge 1024 tokens can achieve **zero** next token prediction loss over 128k token corpus (125x compression)!



Note: Recent work has also found compression ratios like this (up to 1500x). Kuratov et al. (2025)





Problem: Poor generalization

*Memorization

e.g. "Please complete the rest of the passage..."

Data structuring tasks

e.g. "Please list AMD's customers in JSON format"

Synthesis tasks

e.g. "Please summarize the AMD's FY20 10K."

Creative tasks

e.g. "Write a poem about AMD's Q3 performance."

Mathematical reasoning

e.g. "Compute AMD FY20 days payable outstanding."

Disjoint reasoning

e.g. "List all the tables in AMD's FY20 10K document."

Factual questions

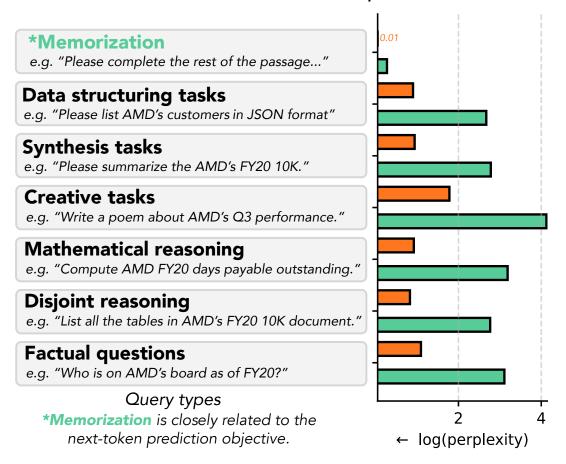
e.g. "Who is on AMD's board as of FY20?"

Query types

*Memorization is closely related to the next-token prediction objective.

Problem: Poor generalization

Generalization to diverse queries



Problem: Poor generalization with next token prediction

Idea: Replace the next token prediction objective

Self-study

Talk outline

Background. Why is it so costly to serve long contexts?

Space-quality tradeoffs. Why don't existing approaches cut it?

Cartridges. Trading compute for space with offline training.

Self-study. Synthetic data generation enables generalization.

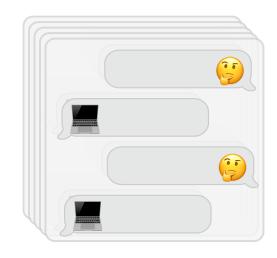
Results. Expanding the space-quality frontier and more!

Self-study proceeds in two stages:

- **Synthesize** conversations about the corpus by sampling from an LLM with a chunk of the corpus in context.
- **Train** the KV-cache with a context distillation objective on the synthesized conversations.

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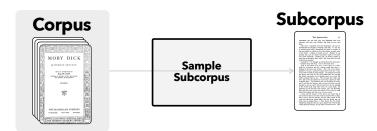
$$\underset{\mathbf{Z}}{\text{arg min}} \quad \sum_{(\mathbf{x},\tilde{\mathbf{c}})\in\mathbf{C}} D_{\mathsf{KL}}(p(\,\cdot\,\,|\,\mathbf{Z})\,|\,|\,p(\,\cdot\,\,|\,\tilde{\mathbf{c}})) \,+\, D_{\mathsf{KL}}(p(\,\cdot\,\,|\,x_1,\mathbf{Z})\,|\,|\,p(\,\cdot\,\,|\,x_1,\tilde{\mathbf{c}})) \,+\, \dots$$

Train the KV-cache with a context distillation objective on the synthesized conversations.

- **Self-study:** Data synthesis
- A Sample a **subcorpus**

B Sample a seed prompt

Sample a conversation conditioned on subcorpus and seed prompt

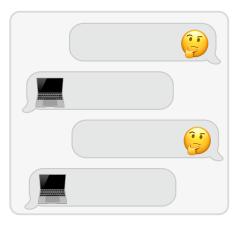


Please generate a single chat message instructing an LLM to structure the information in JSON.

Please generate a single **question** that tests an LLM's knowledge of the information above.

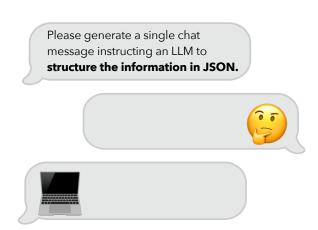
Please generate a single chat message instructing an LLM to **summarize the context**.

Think of a practical, real-world task related to context, and start a conversation with a chatbot about it.



Self-study: Data synthesis

- A Sample a subcorpus
- B Sample a seed prompt
- © Sample a **conversation** conditioned on subcorpus and seed prompt



1 Sample a **chunk** of corpus

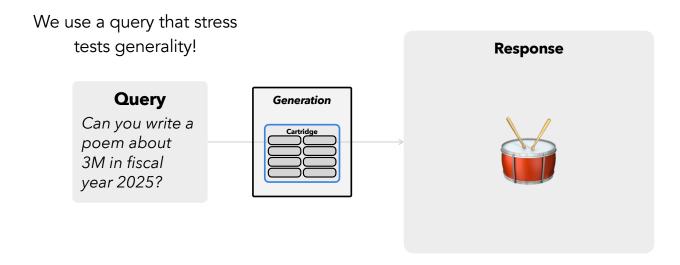
- 2 Sample a seed prompt
- Sample a conversation conditioned on chunk and prompt

2 Self-study: Context distillation

Minimize the KL divergence between the next token distributions $p(\cdot | \mathbf{K}, \mathbf{V})$ (model conditioned on the Cartridge) and $p(\cdot | \tilde{\mathbf{c}})$ (model conditioned on the text chunk)!

Note: this is related to the standard model distillation objective [Hinton *et al.* 2015, Kim and Rush 2016]. Typically, this is applied between a different models (*i.e.* a teacher and a student).

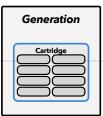
More recently, this idea of distilling *context* into parameters has been proposed. [Snell *et al.* 2022, Kujanpaa *et al.* 2024]



We use a query that stress tests generality!

Query

Can you write a poem about 3M in fiscal year 2025?





Response

ThreeM, a company of might, With innovations in sight, Their products a marvel to behold, In various markets, stories unfold.

Industrial, Safety and Graphics too, Health Care, Electronics, and Energy anew, Consumer, with products for all, A diverse range, for one and all.

Their business segments, a tale to tell, Of growth and profit, of challenges to sell, The company's performance, a story to share, Of successes and failures, with lessons to spare.

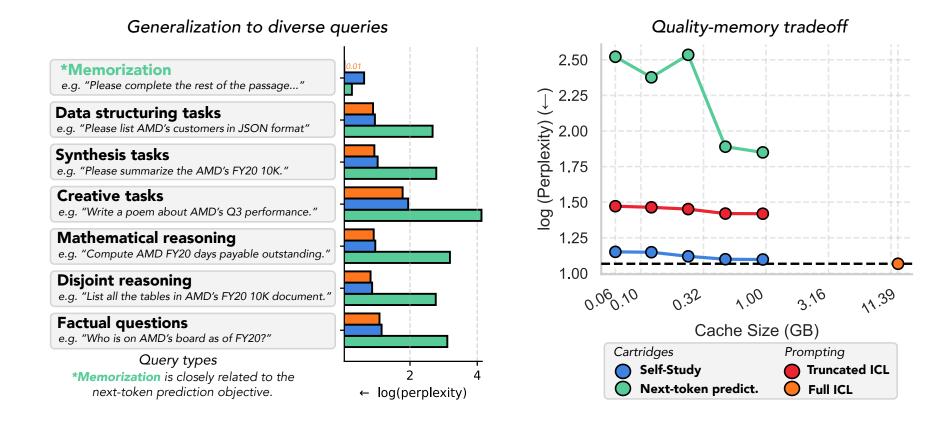
The board of directors, a group of wise men, Guiding the company, with vision and men, Their decisions, a path to follow, To drive growth, and profits to grow.

The compensation plan, a system to abide, To attract and retain, with rewards to provide, The stock option plan, a way to share, The company's success, with employees to spare.

The executive compensation, a measure to take, To ensure fairness, and a fair shake, The bonus plan, a way to reward, The company's performance, with a bonus to be had.

The accounting standards, a set of rules to follow, To ensure transparency, and a fair show, The financial statements, a report to share, With information to help

Self-study enables generalization



Talk outline

Background. Why is it so costly to serve long contexts?

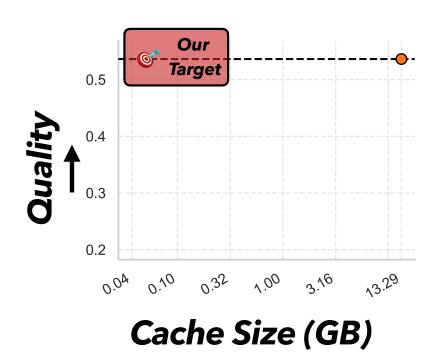
Space-quality tradeoffs. Why don't existing approaches cut it?

Cartridges. Trading compute for space with offline training.

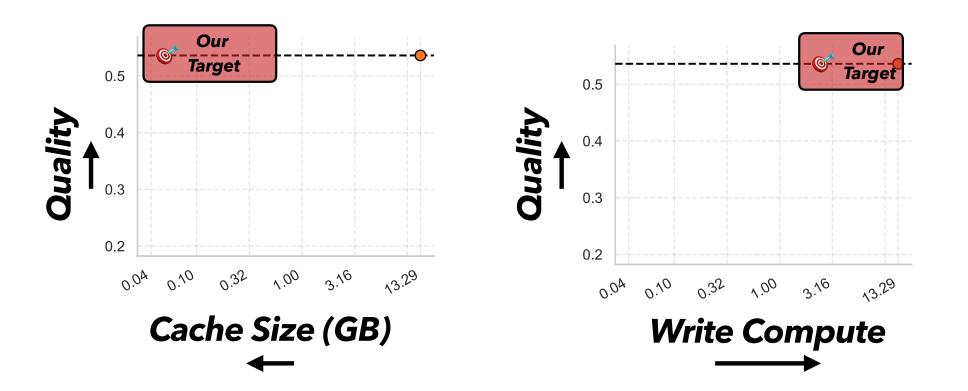
Self-study. Synthetic data generation enables generalization.

Results. Expanding the space-quality frontier and more!

Our **objective** is to reduce **cache size** while maintaining or improving **quality**, relative to a **full KV cache**

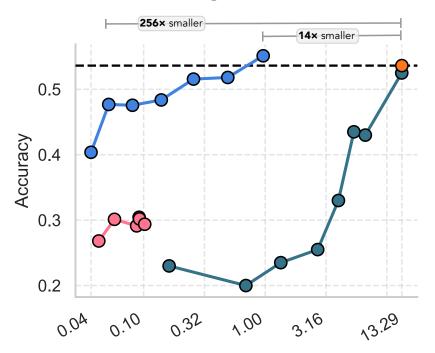


Our **idea** is to achieve this by increasing the compute we use to create our KV cache



Expanding the space-quality frontier

LongHealth



Cartridges
Self-study
Prompt
Compression
Summary

Cartridges
Full KV cache
KV-cache
Compression
Duo Attention

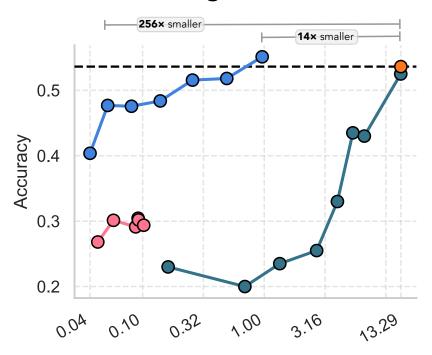
LongHealth evaluates a models ability to remember long (~100k token) clinical texts.

Cache Size (GB)

←

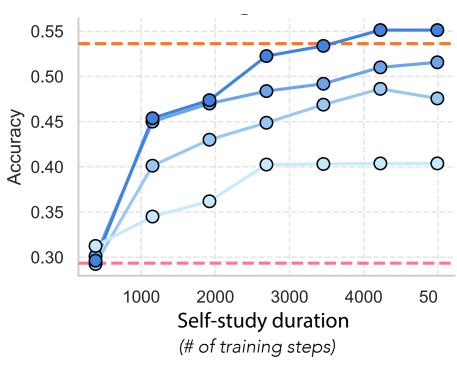
Expanding the space-quality frontier

LongHealth



Cache Size (GB)





Write Compute

Expanding the space-quality frontier

LongHealth evaluates a models ability to remember long clinical texts.

Space-Quality Tradeoff with Cartridges

On the LongHealth benchmark, a 0.96 GB cartridge reached 55.1% accuracy, exceeding the full ICL baseline. This corresponds to a 13.8× reduction in cache size.

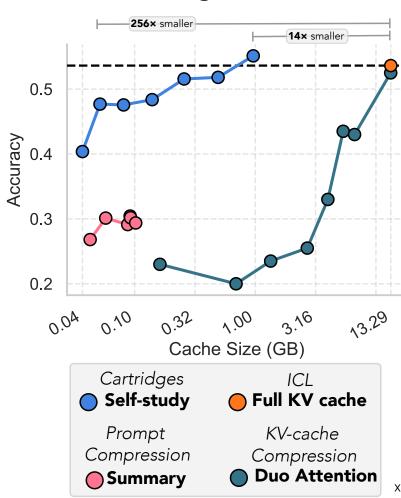
Compression and Throughput Results

A 52 MB cartridge (256× compression, 121× throughput increase) achieved 47.7% accuracy.

Comparison with prompt and cache compression

Duo Attention, a recent cache compression algorithm, achieved 43.0% accuracy at 6.77 GB (2× compression).

LongHealth



Extending the context length

Machine-translation from one book (MTOB) evaluates a model's ability to translate a rare language given only a textbook of its grammar.



Key challenge: the full textbook is 484k tokens, but Llama 3.1 8B only has 128k token context.

Self-study on Llama 3.1 8B achieves 36.1 ChRF!

Llama 4 Scout (with 10 million token context length, and 109B parameters) achieves a ChRF of **36.3**

MTOB (KE) 12× smaller 35 30 ChRF 20 0000 0.03 0.10 3.¹⁶ 1.00 Cache Size (GB) **Cartridges ICL** Self-study Full KV cache Prompt KV-cache Compression Compression

CARTRDIGE trained on entire book, while ICL, prompt compression, and KV-cache compression used 60k token expert-constructed subset of textbook as context. ICL on first 60k tokens of entire book achieves a ChRF of ~25.1. ⁷⁵

Summary

Duo Attention

Future directions

Theoretical underpinnings. It isn't obvious why Cartridges are so much more memory efficient than standard KV caches.

Relationship to new architectures. Offline training and self-study are related to new architectures that incorporate gradient descent-like memory updates (e.g. <u>Test-time training</u>, <u>Titans</u>, <u>Atlas</u>, <u>DeltaNet</u>).

Applications. Cartridges for agentic lifelong learning, coding assistants, or personalization!



Lightweight and general-purpose language model memories via self-study

tl;dr Store huge contexts in tiny KV caches with offline **self-study**!



Sabri Eyuboglu*



Ryan Ehrlich*



Simran Arora*



Neel Guha



Dylan Zinsley



Emily Liu



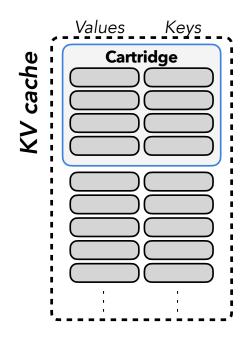
James Zou

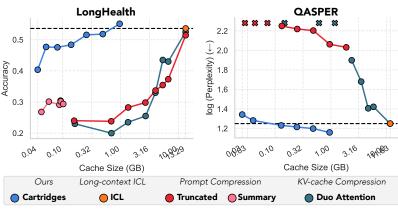


Azalia Mirhoseini



Chris Ré







Lightweight and general-purpose language model memories via self-study

Ask me about...

- Why parameterize Cartridges with prefix tuning instead of LoRA?
- Can Cartridges be composed?
- How do Cartridges relate to architectures with fixed state-size (e.g. linear attention and state-space models)?
- How do you pick seed prompts in self-study?
- How do you **initialize** Cartridges?

Architectural changes

Introduce Sparsity

Longformer [Beltagy et al. 2020] BigBird [Ainslie et al. 2020] Sparse Transformers [Child et al. 2019] ...and many others.

Reduce # of key-value heads

Multi-query Attention [Shazeer 2019] Grouped-query Attention [Ainslie et al. 2023]

Use low rank key-value heads

Multi-head latent attention [Liu 2024]

Linearize attention

[Katharopoulos et al. 2020]
Performer [Choromanski et al. 2022]
Based [Arora, Eyuboglu et al. 2024]
...and many others.

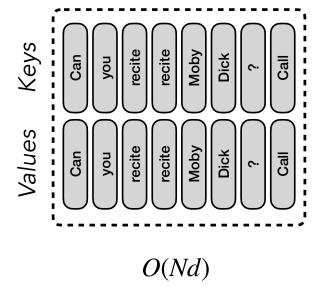
+ modified update rules

Mamba [Gu and Dao 2024] DeltaNet [Yang et al. 2024] Titans [Behrouz et al. 2024] ...and many others. The advantage of Linear Attention

Attention

 $\text{softmax}(\boldsymbol{Q}\boldsymbol{K}^{\top})\boldsymbol{V}$

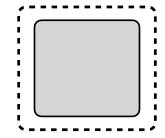
KV-cache



Linear Attention

 $\mathbf{Q}(\mathbf{K}^{\mathsf{T}}\mathbf{V})$

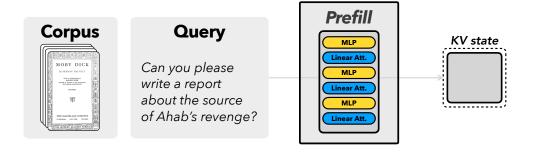
KV-state



 $O(d^2)$

The advantage of Linear Attention

Linear attention consumes constant-sized space!



KV state please please write long

Model



Llama 70B parameters are ~140 GB

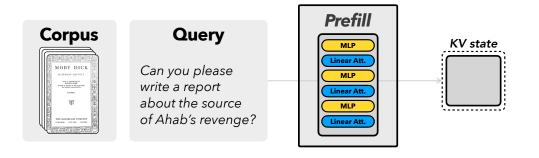


KV state for 128k tokens of context is whatever we want it to be!

The advantage of Linear Attention



Linear attention consumes constant-sized space!



Model



Llama 70B parameters are ~140 GB



KV state for 128k tokens of context is whatever we want it to be!

Linearize attention

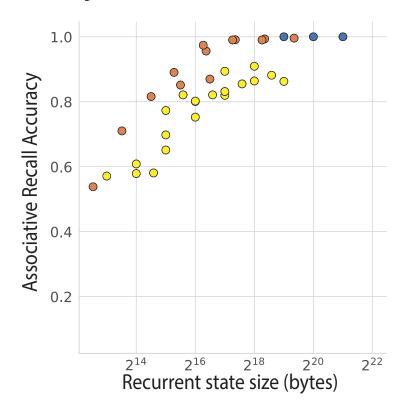
[Katharopoulos et al. 2020] Performer [Choromanski et al. 2022] Based [Arora, Eyuboglu et al. 2024] ...and many others.

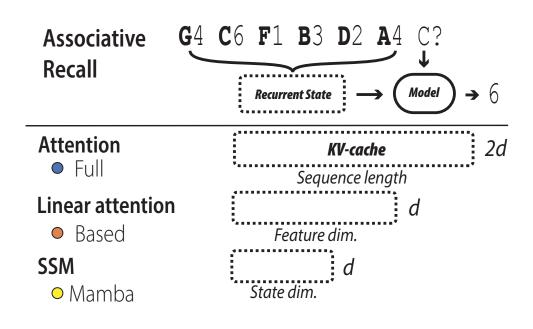
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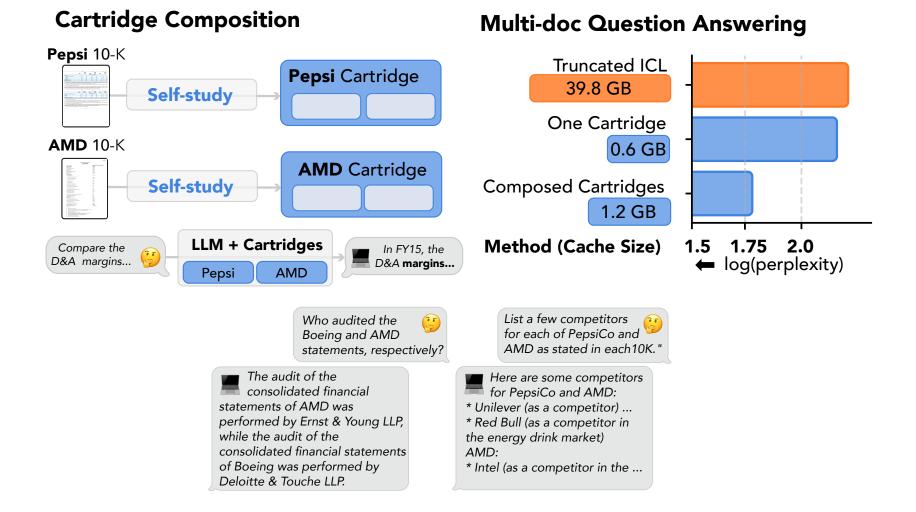
No free lunch!

We study the tradeoff between space and recall



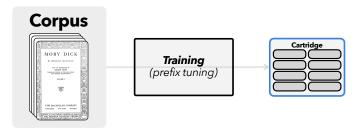


Composition



Ablation: Cartridge parameterization

Why parameterize Cartridges with prefix tuning? What about LoRA?

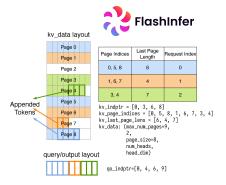




Two reasons:

1 Easier to serve – only need optimizations for per-user KV caches, which is already supported by inference engines.

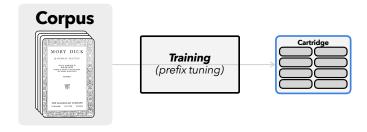
No multi-LoRA!



2 Improved quality - see next slide...

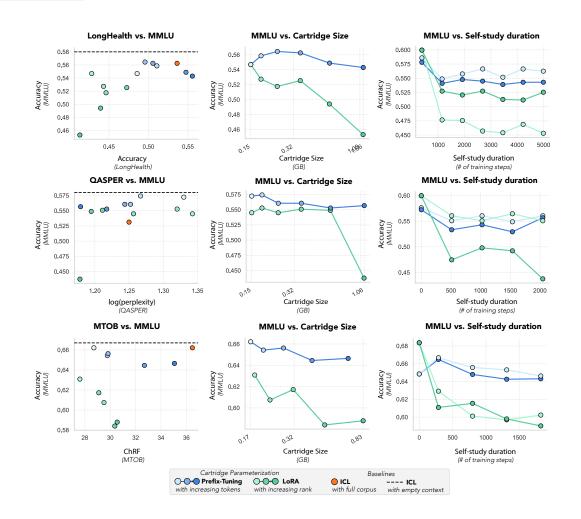
Ablation: Cartridge Parameterization

Prefix tuning

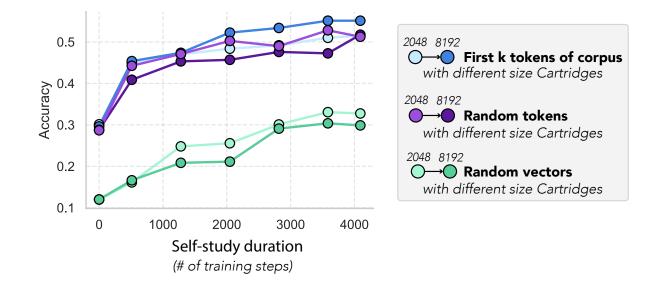


Low-rank Adaptation

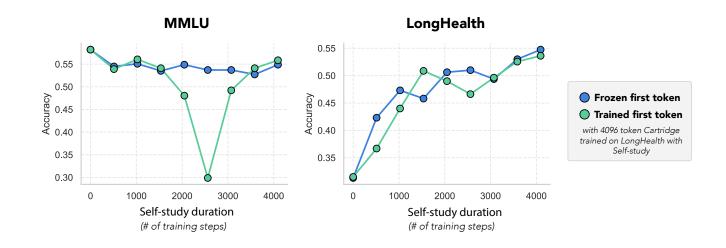




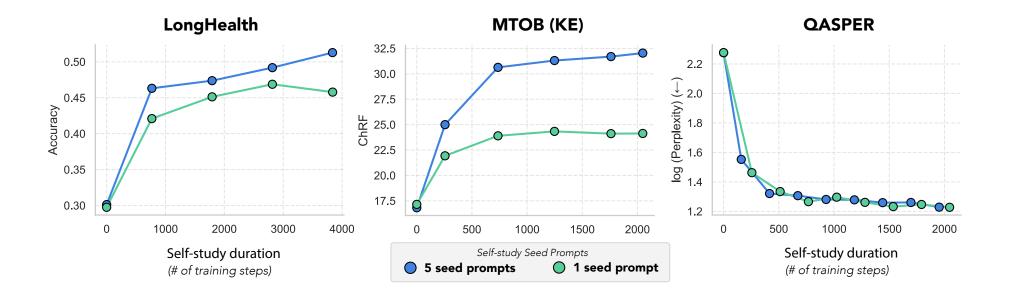
Ablation: Cartridge Initialization



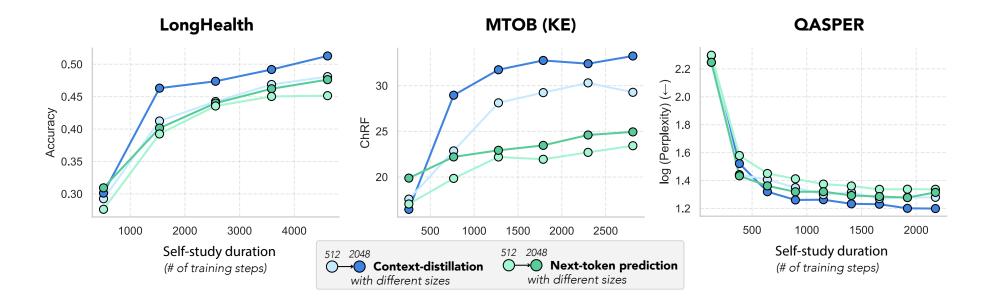
Ablation: Freezing attention sink



Ablation: Seed prompts

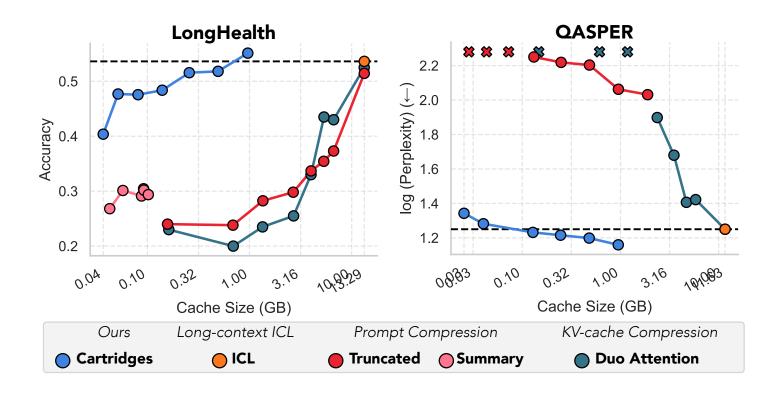


Ablation: Context distillation



Expanding the space-quality frontier

Other datasets

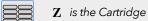


2 Self-study: Context distillation

Context Distillation

 $\underset{\mathbf{Z}}{\operatorname{arg \, min}} \quad \sum_{(\mathbf{x},\tilde{\mathbf{c}}) \in \mathbf{C}} D_{\mathsf{KL}}(p(\cdot \mid \mathbf{Z}) \mid \mid p(\cdot \mid \tilde{\mathbf{c}})) + D_{\mathsf{KL}}(p(\cdot \mid x_1, \mathbf{Z}) \mid \mid p(\cdot \mid x_1, \tilde{\mathbf{c}})) + \dots$

where





 $p(\cdot | \mathbf{Z})$ is the model's next token distribution conditioned on the Cartridge



 $p(\cdot \mid \mathbf{\tilde{c}})$ is the model's next token distribution conditioned on text



S is the synthetic dataset generated in Step 1



 \mathbf{x} a single synthetic conversation generated in Step 1



 $ilde{f c}$ is the text chunk on which the conversation was conditioned in Step 1

Minimize the KL divergence between the next token distributions $p(\cdot | \mathbf{Z})$ (model conditioned on the Cartridge) and $p(\cdot | \tilde{\mathbf{c}})$ (model conditioned on the text chunk)!

This is related to the standard model distillation objective [Hinton *et al.* 2015, Kim and Rush 2016]. Typically, this is applied between a different models (*i.e.* a teacher and a student).

More recently, this idea of distilling *context* into parameters has been proposed. [Snell *et al.* 2022, Kujanpaa *et al.* 2024]