

---

# Data Distributional Properties Drive Emergent In-Context Learning in Transformers

---

Anonymous Author(s)

Affiliation

Address

email

## Abstract

1 Large transformer-based models are able to perform in-context few-shot learning,  
2 without being explicitly trained for it. This observation raises the question: what  
3 aspects of the training regime lead to this emergent behavior? Here, we show that  
4 this behavior is driven by the distributions of the training data itself. In-context  
5 learning emerges when the training data exhibits particular distributional properties  
6 such as burstiness (items appear in clusters rather than being uniformly distributed  
7 over time) and having large numbers of rarely occurring classes. In-context learning  
8 also emerges more strongly when item meanings or interpretations are dynamic  
9 rather than fixed. These properties are exemplified by natural language, but are  
10 also inherent to naturalistic data in a wide range of other domains. They also  
11 depart significantly from the uniform, i.i.d. training distributions typically used for  
12 standard supervised learning. In our initial experiments, we found that in-context  
13 learning traded off against more conventional weight-based learning, and models  
14 were unable to achieve both simultaneously. However, our later experiments  
15 uncovered that the two modes of learning could co-exist in a single model when  
16 it was trained on data following a skewed Zipfian distribution – another common  
17 property of naturalistic data, including language. In further experiments, we found  
18 that naturalistic data distributions were only able to elicit in-context learning in  
19 transformers, and not in recurrent models. In sum, our findings indicate how the  
20 transformer architecture works together with particular properties of the training  
21 data to drive the intriguing emergent in-context learning behaviour of large language  
22 models, and how future work might encourage both in-context and in-weights  
23 learning in domains beyond language.

## 24 1 Introduction

25 Large transformer-based language models show an intriguing ability to perform few-shot learning  
26 (Brown et al., 2020). Such models are able to generalize from a few examples of a new concept on  
27 which they have not been previously trained. Earlier work in the context of ‘meta-learning’ showed  
28 how neural networks can perform few-shot learning from a few examples without the need for any  
29 weight updates (Santoro et al., 2016; Vinyals et al., 2016; Wang et al., 2016) – this is also referred to  
30 as ‘in-context learning’, as the output is conditioned on a context. To achieve this, the researchers  
31 explicitly designed the training regime to incentivize in-context learning, a process sometimes called  
32 ‘meta-training’.<sup>1</sup> In the case of transformer language models, however, the capacity for in-context  
33 learning is *emergent*. Neither the model’s transformer architecture nor its learning objective are  
34 explicitly designed with few-shot learning in mind.

---

<sup>1</sup>Note that few-shot meta-learning approaches can also involve weight updates (Finn et al., 2017).

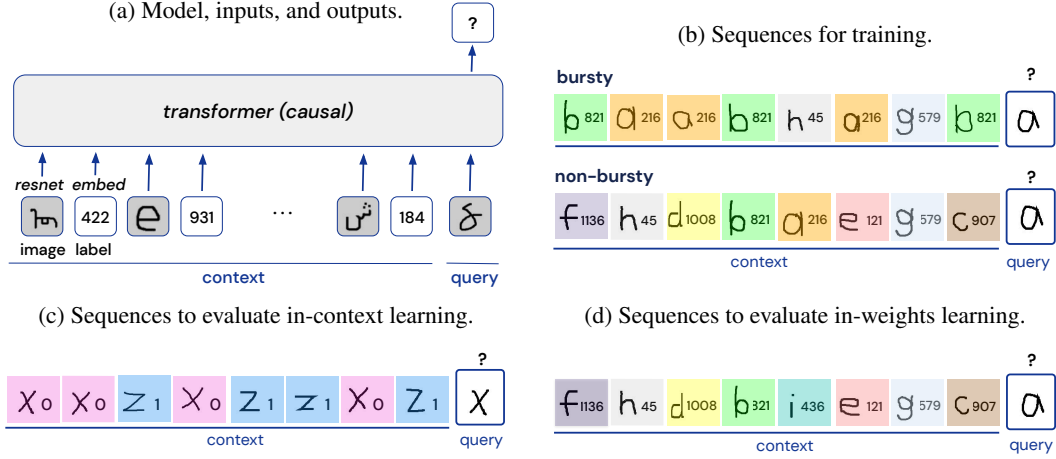


Figure 1: Experimental design, as described in Section 2. **(a)** For each experiment, a transformer model is trained on sequences of image-label pairs. The model is trained to minimize the loss on predicting the label corresponding to the final ‘query’ image. **(b)** In training, image-label mappings are fixed across sequences, in contrast to few-shot meta-training. The training data consist of a mix of ‘bursty’ and ‘non-bursty’ sequences. Bursty sequences, featuring multiple occurrences of the same classes, can be solved by learning labels across sequences (in-weights learning), or referring back to the context (in-context learning). Non-bursty sequences were composed of i.i.d. images. **(c)** To evaluate few-shot in-context learning, the model is presented with a standard few-shot sequence. The holdout image classes were never encountered in training, and are randomly assigned to labels  $\{0, 1\}$ . Thus the model must use the context to predict the query label. **(d)** To evaluate in-weights learning, the model is presented with sequences where the labels are the same as in training. However, the query class does not appear in the context. Thus, the model must use information stored in weights to predict the query label. In the example sequences, we add colors and use only Latin characters for visualization purposes.

Here, we consider the question of how transformer language models are able to acquire this impressive ability, without it being explicitly targeted by the training setup or learning objective. The emergence of in-context learning in language models was observed as recurrent models were supplanted by transformers, e.g. in GPT3. Was the novel architecture the critical factor behind this emergence? In this work we explore this possibility, as well as a second: that a capacity for in-context learning depends on the *distributional qualities of the training data*.

This hypothesis was inspired by the observation that many natural data sources – including natural language – differ from typical supervised datasets due to a few notable features. For example, natural data is temporally ‘bursty’. That is, a given entity (word, person, object, etc) may have a distribution that is not uniform across time, instead tending to appear in clusters (Altmann et al., 2009; Alvarez-Lacalle et al., 2006; Sarkar et al., 2005; Serrano et al., 2009). Natural data also often has the property that the marginal distribution across entities is highly skewed, following a Zipfian (power law) distribution with a long tail of infrequent items (Piantadosi, 2014; Smith et al., 2018; Zipf, 1949). Finally, the ‘meaning’ of entities in natural data (such as words in natural language) is often dynamic rather than fixed. That is, a single entity can have multiple possible interpretations (polysemy and homonymy, in language) and multiple entities can map to the same interpretation (synonymy, in language), usually in a context-dependent way. The combination of these properties may result in training data that occupies some middle-ground between the data used in canonical supervised learning and that used for few-shot meta-training.

In particular, standard supervised training typically consists of item classes that recur with uniform regularity, and with item-label mappings that are fixed throughout training – these properties allow a model to gradually learn over time, by encoding information into its weights, e.g. via gradient descent. By contrast, few-shot meta-training generally involves training a model directly on specially crafted sequences of data where item classes only recur and/or item-label mappings are only fixed *within episodes* – they do not recur and are not fixed across episodes (Santoro et al., 2016; Vinyals

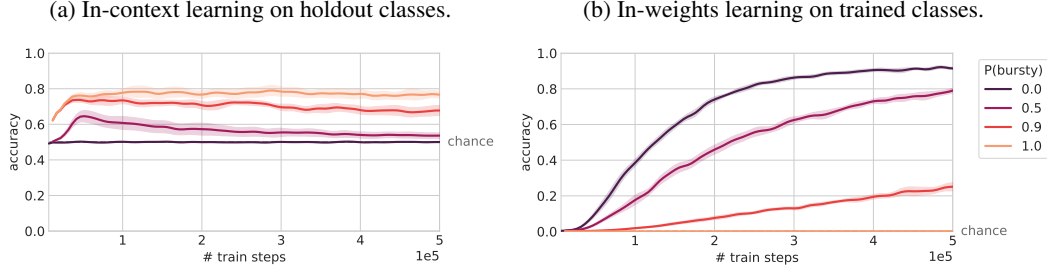


Figure 2: Effects of burstiness.  $P(\text{bursty})$  indicates the proportion of training sequences that were bursty vs non-bursty, and models are evaluated on the two types of evaluation sequences, over the course of training. Burstiness in the training data increases in-context learning, and decreases in-weights learning. Also, over the course of training, in-context learning tends to decrease while in-weights learning increases.

et al., 2016). Naturalistic data, such as language or first-person experience, has characteristics of both of these data types. As in supervised training, items (words) do recur, and the relationship between an entity and its interpretation (or meaning) is fixed, to some degree at least. At the same time, the skewed and long-tailed distribution of natural data means that some entities recur very frequently while a large number recur much more rarely. Importantly, however, these rare items are often bursty, making them disproportionately likely to occur multiple times within a given context window, somewhat like a sequence of ‘meta-training’ data. We can also see the dynamic relationship between entities and their interpretation (epitomized by synonyms, homonyms, and polysemy, in the case of language) as weaker versions of the completely dynamic item-label mappings that are used in few-shot meta-training, where the mappings are randomly permuted on every episode.

In this paper, we experimentally manipulated the distributional properties of the training data and measured the effects on in-context few-shot learning. We performed our experiments over data sequences sampled from a standard image-based few-shot dataset (the Omniglot dataset; Lake et al., 2019). At training, we fed each model (such as a transformer or recurrent network) with input sequences of Omniglot images and labels, varying the natural data-inspired distributional properties of choice. At evaluation, we assessed whether these properties gave rise to in-context learning abilities.

Our results showed that, indeed, in-context learning emerges in a transformer model only when trained on data that includes both burstiness and a large enough set of rarely occurring classes. We also tested two instantiations of the kinds of dynamic item interpretation observed in natural data – having many labels per item as well as within-class variation. We found that both interventions on the training data could bias the model more strongly towards in-context learning. The models we tested typically exhibited a tradeoff between rapid in-context learning vs. relying on information that was stored through slow, gradient-based updates (‘in-weights’ learning). However, we found that models could simultaneously exhibit *both* in-context learning and in-weights learning when trained on a skewed marginal distribution over classes (akin to the Zipfian distribution of natural data).

At the same time, architecture is also important. Unlike transformers, recurrent models like LSTMs and RNNs (matched on number of parameters) were unable to exhibit in-context learning when trained on the same data distribution. It is important to note, however, that transformer models trained on the wrong data distributions still did fail to exhibit in-context learning. Thus, attention is not all you need – architecture and data are both key to the emergence of in-context learning.

## 2 Experimental Design

### 2.1 The training data

To investigate the factors that lead to in-context few-shot learning, we created training and evaluation sequences using the Omniglot dataset (Lake et al., 2019, MIT License), a standard image-label dataset for few-shot learning. Omniglot consists of 1623 different character classes from various international alphabets, with each class containing 20 handwritten examples. Using the Omniglot

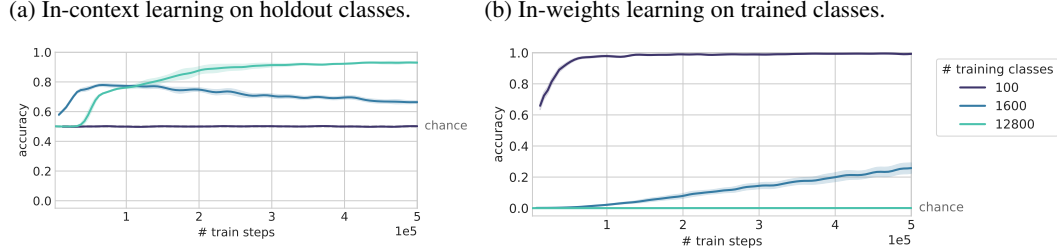


Figure 3: Effects of number of classes. Increasing the number of training classes improves in-context learning, while reducing in-weights learning.

96 dataset allowed us to apply evaluation procedures that are standard in the study of few-shot learning.  
 97 The few-shot challenge is to classify an example of a character class that was never seen in training,  
 98 based only on a few examples of that class and some alternate classes.

99 The training data consisted of sequences of images and labels (Fig 1b). The first 16 elements of  
 100 each sequence comprised the ‘context’, and consisted of 8 image-label pairs (where each image was  
 101 always followed immediately by its corresponding label). The final element was the ‘query’ image,  
 102 and the aim of the model was to predict the correct label for the query.

103 Images were allowed to recur throughout training, and the integer label for each image class was  
 104 unique and fixed across training, as in typical supervised datasets. We emphasize that this is a major  
 105 departure from conventional few-shot training, where item-label mappings are completely novel on  
 106 each episode, or the items themselves are novel on each episode.

107 In our standard experiments, we trained the model on a mixture of ‘bursty’ and ‘non-bursty’ sequences.  
 108 In the bursty sequences, the query class appeared 3 times in the context. To prevent the model from  
 109 simply outputting the most common label in the sequence, a second image-label pair also appeared 3  
 110 times in the context. For the non-bursty sequences, the image-label pairs were drawn randomly and  
 111 uniformly from the full Omniglot set.

## 112 2.2 The model

113 Each element of a sequence was first passed through an embedder (a standard embedding layer for  
 114 the integer labels, and a ResNet for the images; He et al., 2015). These embedded tokens were passed  
 115 into a causal transformer model (Fig 1a) (Vaswani et al., 2017). Unless stated otherwise, we used a  
 116 transformer with 12 layers and embedding size 64. The model was trained on a softmax cross-entropy  
 117 loss on the prediction for the final (query) image.

## 118 2.3 The evaluation data

119 We evaluated trained models on two types of sequences, to measure (1) in-context learning and (2)  
 120 in-weights learning. As in the training sequences, the evaluation sequences also consisted of 8 pairs  
 121 of ‘context’ image and label tokens, followed by a single ‘query’ image token.

122 To measure a trained model’s ability for in-context few-shot learning, we used a standard few-shot  
 123 setup. The context consisted of a random ordering of 2 different image classes with 4 examples each,  
 124 and the query was randomly selected from one of the two image classes (a ‘4-shot 2-way’ problem,  
 125 in few-shot nomenclature). Unlike in training, where the labels were fixed across all sequences, the  
 126 labels for these two image classes were randomly re-assigned for each sequence. One image class  
 127 was assigned to 0, and the other to 1 (Fig 1c). Because the labels were randomly re-assigned for each  
 128 sequence, the model must use the context in the current sequence in order to make a label prediction  
 129 for the query image (a 2-way classification problem). Unless stated otherwise, in-context learning  
 130 was always evaluated on holdout image classes that were never seen in training.

131 Although the model’s output layer accounts for all possible labels in the dataset, few-shot accuracy is  
 132 computed by considering the model outputs only for the two labels seen in the few-shot sequence  
 133 (0 and 1), with chance at 1/2. This ensures that performance above chance cannot be due to e.g.

randomly selecting one of the labels from the context. Note also that the model was evaluated for in-context learning on novel image classes, but not novel labels (see the appendix for further discussion). To measure in-weights learning of trained classes in a model, evaluation sequences consisted of image classes that were selected uniformly without replacement, with the same labels that were used in training (Fig 1d). Because the image classes were forced to be unique within each sequence, the query had no support in the context. Thus, the only way for a model to correctly predict the label was to rely on information stored in the model weights. For this problem, where the correct query label could be any of the labels seen in training, chance was usually  $1/1600$ .

### 3 Results

#### 3.1 What kinds of training data promote in-context learning?

**Burstiness.** In our first experiments, we vary levels of burstiness in the training data by varying the proportion of bursty vs non-bursty sequences in the training data (as described in Section 2.1). These experiments replicate the finding that transformers can acquire in-context few-shot learning even without explicit meta-training. They further show that, as hypothesized, the model displays better in-context learning with more burstiness in training (Fig 2a). We also see that in-context learning trades off against in-weights learning – greater burstiness simultaneously leads to lower weight-based learning (Fig 2b). Interestingly, the models can in some cases lose an initial bias towards in-context learning, moving towards in-weights learning over the course of training.

**A large number of rarely occurring classes.** Our second set of experiments show that in-context learning performance depends on the number of training classes (keeping the level of burstiness fixed at  $p(\text{bursty}) = 0.9$ ). As we increase the number of classes from 100 to 1600 (and correspondingly decrease the frequency of each class), we see improvement of in-context learning (Fig 3a). As before, we also see an accompanying decrease in in-weights learning (Fig 3b). This accords with our hypothesis about the importance of having a long tail in the distribution, or a large vocabulary. Note that the bias against in-weights learning cannot be explained by the number of exposures to each class – even controlling for the number of exposures, the model trained with 1600 classes is much slower to achieve similar levels of in-weights learning. Importantly, we need both burstiness and a large number of classes for in-context learning to emerge. In order to further increase the number of classes beyond the 1623 available in the original Omniglot dataset, we rotated ( $0^\circ$ ,  $90^\circ$ ,  $180^\circ$ ,  $270^\circ$ ) and flipped (left-right) the images, obtaining  $8\times$  more image classes. We ensured that the holdout set did not include transformed versions of train images. Training on these 12800 classes further improved in-context learning (and reduced in-weights learning) (Fig 3). However, some images in Omniglot have rotational or mirror symmetries, so that the models trained on 12800 classes may additionally be pushed towards in-context learning by a label-multiplicity effect, described next.

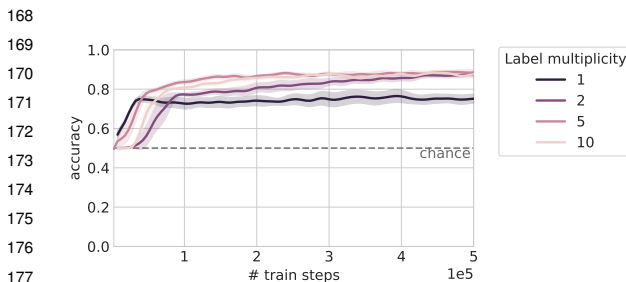


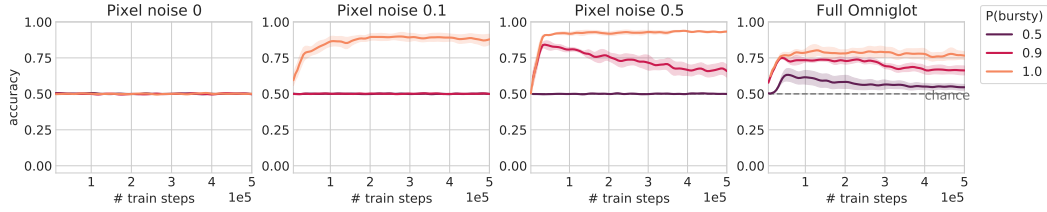
Figure 4: Dynamic meanings improve in-context learning. Increasing the number of labels per class (‘label multiplicity’) increases in-context learning.

per class) also increases in-context learning. Again, burstiness was fixed for these experiments at  $p(\text{bursty}) = 0.9$ .

**Within-class variation.** We then explored another source of dynamic variation of meaning – the amount of variation within image classes themselves. In the lowest-variation condition, each image

**Multiplicity of labels.** Our third set of experiments explored the effect of dynamic meanings, with training distributions where images did not have completely fixed labels. Each image class was assigned to multiple possible labels and, in the data sequences, the label shown after each image was randomly selected among the possible labels. If a class appeared more than once in the same sequence, the label was consistent for all presentations within that sequence (this is commonly the case in natural data such as language, too; Gale et al., 1992). In Fig 4, we see that increasing the ‘label multiplicity’ (the number of labels

(a) In-context learning on holdout classes.



(b) In-weights learning on trained classes.

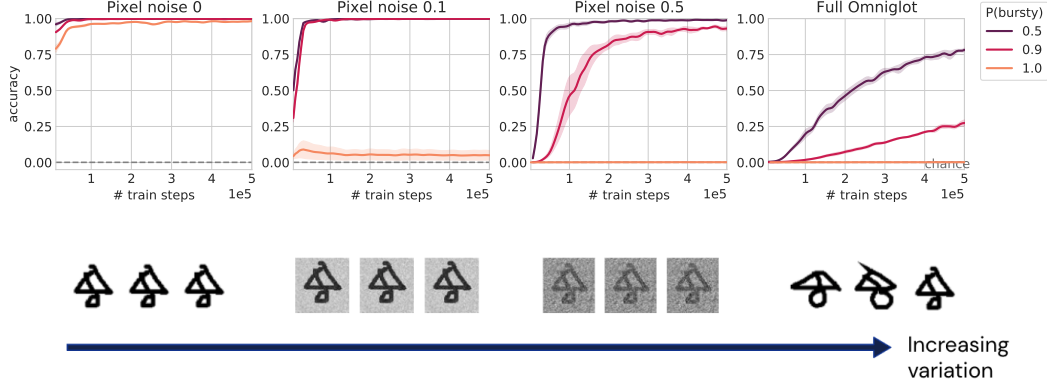


Figure 5: Effects of within-class variation. When we increase the within-class variation (from left to right), in-context learning tends to increase (a) while in-weights learning decreases (b). Both effects are nonetheless upper-bounded by the difficulty of within-class generalization, with the ‘Full Omniglot’ problem being more difficult than the rest. For the ‘Full Omniglot’ experiments, each class contained the full set of 20 Omniglot exemplars per class. For the remaining experiments, each consisted of only a single Omniglot exemplar image, with varying levels of Gaussian pixel noise.

187 class consists of only a single image, i.e. the images for a given class were always identical. In  
 188 the medium-variation conditions, we added Gaussian pixel noise to the images (resampled for each  
 189 presentation). In the high-variation condition, we used the full Omniglot classes (each class consists  
 190 of 20 different images drawn by 20 different people). To our surprise, we found that greater within-  
 191 class variation leads to greater in-context learning (Fig 5). In other words, making the generalization  
 192 problem harder actually made in-context learning emerge more strongly – it preferentially hampered  
 193 in-weights learning more than it hampered in-context learning.

194 Across all the above experiments, we also evaluated in-context learning on training classes (rather  
 195 than holdout classes). Evaluations looked similar in all cases, with only slightly higher performance.

### 196 3.2 What kinds of training data enable in-context learning and in-weights learning to co-exist 197 in the same model?

198 In the previous section, we saw a consistent tradeoff between in-context learning and in-weights  
 199 learning – no models could maintain both. However, it is useful for a model to have both capabilities  
 200 – to remember information about classes that will re-appear in evaluation, while also being able to  
 201 perform rapid in-context learning on new classes that appear only in holdout. Large language models  
 202 certainly do have both of these capabilities. How might we achieve this?

203 For all prior experiments, the training data were marginally distributed uniformly over classes, even if  
 204 the data were non-uniform in other ways. I.e., each class was equally likely to appear, marginalizing  
 205 across the dataset. We postulated that we might achieve both types of learning in the same model by  
 206 instead training on marginally-skewed distributions. In this case, some classes appear very commonly,  
 207 while most classes appear very rarely. Many natural phenomena such as word distributions take this



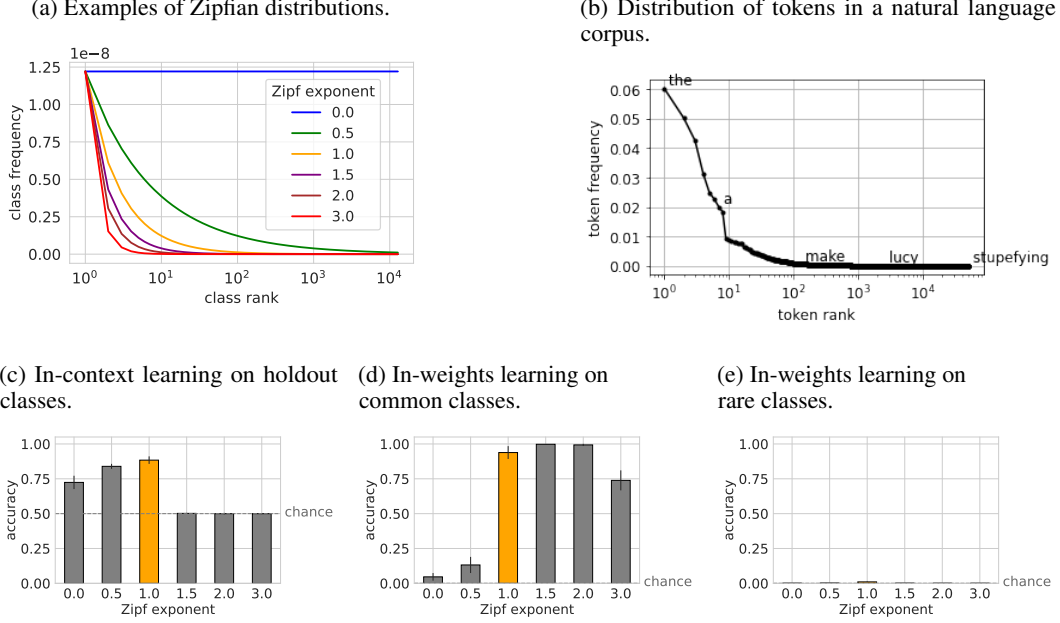


Figure 6: Effects of training on Zipfian (rather than uniform) marginal distributions over classes. **(a)** Examples of Zipfian distributions with varying exponents. **(b)** The distribution of tokens in an example English-language corpus. In **(c-e)**, bars indicate mean evaluation accuracy in the window [400k, 500k] steps of training. **(c)** As we increase the Zipf exponent, i.e. increasing the skew on the class distribution, we see a decrease in in-context learning. **(d)** In-weights learning of the 10 most common classes, in contrast, increases with more skew. With uniform training (Zipf exponent = 0), the model exhibits only in-context learning and not in-weights learning. However, if we train on skewed distributions, there is a sweet spot where both in-context learning and in-weights learning can be maintained at a high level in the same model (Zipf exponent = 1, for this particular training regime). Coincidentally, a Zipf exponent of 1 corresponds approximately to the skew in many natural languages. **(e)** Rare items from training are never memorized (performance is at chance for all Zipf exponents).

form, and are classically described as a Zipfian (power law) distribution (Zipf, 1949):

$$p(X = x) \propto \frac{1}{x^\alpha} \quad (1)$$

Here,  $X$  is the rank of the class (e.g. 1 for the most common class), and the exponent  $\alpha \in [0, \infty)$  determines the degree of skew. Fig 6a shows some examples of Zipfian distributions with various exponents. Fig 6b shows an example of token distributions in English (from the Brown corpus; Francis and Kucera, 1979).<sup>2</sup> This type of skewed distribution could allow a model to learn common classes in its weights, while the long tail of rare classes simultaneously induces an ability for in-context learning.

To test this hypothesis, we trained on Zipfian distributions, varying the Zipf exponent and hence the degree of skew. We used the same training sequences as before, with 12800 classes and  $p(\text{bursty}) = 0.9$ . Our results are shown in Figs 6c-e. We evaluate in-weights learning separately on common classes (the 10 classes seen most often in training) and on rare classes (the remaining classes). When there is no skew, all classes are relatively rare, and we see high levels of in-context learning but no in-weights learning. Increasing the skew leads to the loss of in-context learning and increased in-weights learning of common classes.<sup>3</sup> In between the two extremes, we observe a sweet spot at Zipf exponent = 1, where the model maintains high levels of both in-context learning and in-weights learning of common classes. Intriguingly, natural languages are best described by a Zipfian distribution with an exponent of approximately 1 (Piantadosi, 2014). Note though that the sweet spot for simultaneously maintaining in-weights and in-context learning in transformers may differ, depending on the training regime.

<sup>2</sup>Plot generation adapted from <https://gist.github.com/fnielsen/7102991>

<sup>3</sup>We see decreased in-weights learning for Zipf exponent = 3, because that level of skew leads to extreme focus on a tiny number of classes (e.g. the three most common classes form 97% of the data).

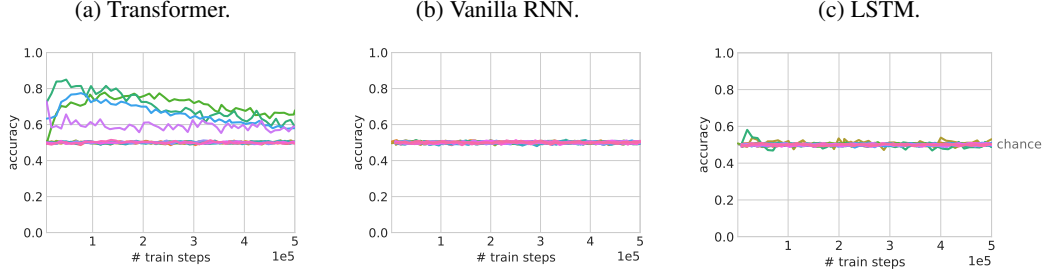


Figure 7: In-context learning in transformers vs. recurrent architectures. We compare architectures while holding fixed the number of layers, hidden layer size, and number of parameters. Only a transformer is able to attain in-context learning; the Vanilla RNN and LSTM never perform above chance. One run was performed for each set of hyperparameters in a hyperparameter sweep.

### 225 3.3 But architecture does matter too.

226 To investigate whether these results are specific to transformer models, we performed similar experi-  
 227 ments using recurrent sequence models. For these models, we simply replaced the transformer with  
 228 either a vanilla recurrent neural network (RNN; David E. Rumelhart et al., 1985) or a long short-term  
 229 memory network (LSTM; Hochreiter and Schmidhuber, 1997). We used the same training sequences  
 230 as before, with 1600 classes and  $p(\text{bursty}) = 0.9$ . We also used the same image and label encoders,  
 231 and cross-entropy classification loss. The recurrent models were matched to the transformer for depth,  
 232 number of parameters, and hidden layer size. We performed a comprehensive hyperparameter search  
 233 for all models (see Appendix for details).

234 In these experiments, we see that the recurrent models are never able to achieve in-context learning,  
 235 despite the parity in training setup (Fig 7). Interestingly, the transformer actually outperforms the  
 236 recurrent models on in-weights learning as well (see Fig 8 in the Appendix), indicating that we cannot  
 237 explain these results by proposing that recurrent models are simply more biased towards in-weights  
 238 learning than transformers.

## 239 4 Discussion

240 In summary, we find that both data and architectures contribute significantly to the emergence of  
 241 in-context learning in transformers.

242 **Data properties that promote in-context learning.** We identify several features of training data  
 243 that can promote in-context learning – burstiness, number and rarity of training classes, and dynamic  
 244 meaning (as instantiated by multiple labels per class or within-class variation). These data properties  
 245 allow in-context learning to emerge despite differing significantly from the data used in standard  
 246 few-shot meta-training, in that we allow items and item-label mappings to recur throughout training.  
 247 These properties are also central features of natural data including language, and thus may explain the  
 248 remarkable emergence of in-context learning in large language models without explicit meta-training.

249 **Effects of architecture.** We find that architecture does matter as well. Transformers show a  
 250 significantly greater capacity for in-context learning than recurrent models – we were completely  
 251 unable to elicit in-context learning in recurrent models, even with the training procedure, number of  
 252 parameters, and model architecture otherwise matched to the transformer experiments. We emphasize  
 253 however that the transformer architecture alone was insufficient for eliciting in-context learning – it  
 254 was necessary for the training data to exhibit at least burstiness and large numbers of classes, too.

255 **In-context vs. in-weights learning.** In most cases, we found that transformers exhibited a tradeoff in  
 256 their bias towards either in-context learning or in-weights learning, and could not maintain both in  
 257 the same model. We characterize this behavior as a ‘bias’, because neither type of learning is ‘correct’  
 258 per se. For our training data, an in-context learning strategy and an in-weights learning strategy will  
 259 give the same answer, since the labels are fixed. Thus, in the in-context evaluation sequences, it is  
 260 ambiguous (by design) whether the model should use the labels seen in training or in the current  
 261 context, allowing us to measure the model’s bias. We also note that even models with an initial bias  
 262 towards in-context learning can often move towards in-weights learning with enough repetition.



263 However, it is often important and useful for a model to exhibit both capabilities – to perform  
 264 slow, gradient-based in-weights learning of class information that is presented during training, while  
 265 also being able to quickly learn (without weight updates) about new classes that appear only in  
 266 evaluation. Indeed, large language models exhibit both of these capabilities (Brown et al., 2020).  
 267 In our experiments, we discovered that an additional language-like distributional property could  
 268 allow models to maintain both capabilities as well – a skewed, Zipfian distribution over classes. This  
 269 allowed the models to retain information in their weights about common classes, while simultaneously  
 270 developing in-context learning abilities that were presumably induced by the long tail of rare classes.

271 **Implications for understanding language models.** Our findings have a few noteworthy implications.  
 272 First, by pointing to specific distributional properties of training data that both exist in language and  
 273 also promote in-context learning, these results may help us reach a more scientific understanding of  
 274 why in-context learning emerges in transformer-based language models. This is an area of increasing  
 275 interest (e.g. Min et al., 2022; Razeghi et al., 2022; Webson and Pavlick, 2021; Xie et al., 2021).

276 We emphasize that the transformers in our experiments successfully performed in-context evaluation  
 277 on *holdout* classes, and only performed slightly better with in-context evaluation on trained classes.  
 278 These results are counter to an emerging narrative that large language models may not actually be  
 279 performing genuine in-context learning, and simply draw on examples seen in training (Min et al.,  
 280 2022; Razeghi et al., 2022; Xie et al., 2021) – our experiments show that naturalistic distributional  
 281 properties can give rise to a capacity for in-context learning on classes that were never seen in training.

282 **Broader implications.** This understanding may also help us design and collect datasets to achieve in-  
 283 context learning in domains *outside* of language, an area of ongoing research (e.g. Finn et al., 2017;  
 284 Hill et al., 2020; Wang et al., 2016). Given that reinforcement learning environments are generally  
 285 designed to be uniformly distributed (Chan et al., 2022), or that supervised datasets are frequently  
 286 rebalanced to have *more uniform* distributions (Chawla et al., 2002; Katharopoulos and Fleuret, 2019;  
 287 Van Hulse et al., 2007), we may be missing an opportunity to endow non-language models with a  
 288 powerful capability. We may need to consider data distributions more carefully when pre-training in  
 289 non-language domains, as well. For example, recent work has shown that pre-training on language  
 290 data was useful for offline reinforcement learning, but pre-training on vision data was not (Reid et al.,  
 291 2022) – could this difference be due to the non-uniform, structured distribution of the language data?

292 **Cognition and neuroscience.** Our experiments could also potentially inspire research on the role  
 293 of non-uniformity in human cognitive development. Infants rapidly learn statistical properties of  
 294 language (Saffran and Kirkham, 2018) — could these distributional features help infants to acquire  
 295 an ability for rapid learning, or serve as useful pretraining for later learning? And could non-uniform  
 296 distributions in other domains (e.g., vision) also contribute to this development (cf. Smith et al., 2018)?

297 Our results may also relate to complementary learning systems theory (Kumaran et al., 2016; Mc-  
 298 Clelland and O’Reilly, 1995) and its application to language understanding in the brain (McClelland  
 299 et al., 2020). According to this theory, the neocortical part of the language system bears similarities  
 300 to the weights of neural networks, in that both systems learn gradually through the accumulated in-  
 301 fluence of large amounts of experience. The hippocampal system plays a role similar to the context  
 302 window in a transformer model, by representing the associations encountered most recently (the hip-  
 303 pocampus generally has a time-limited window; Squire, 1992).<sup>4</sup> In this light, it is possible to see the  
 304 human hippocampal system as a system that provides the architectural advantage of the transformer’s  
 305 context representations for in-context learning.

306 **Future directions.** The above results suggest exciting lines of future research. How do these data  
 307 distributional properties interact with reinforcement learning vs. supervised losses? How might  
 308 results differ in experiments that replicate other aspects of language and language modeling, e.g. using  
 309 symbolic inputs, training on next-token or masked-token prediction, and having the meaning of words  
 310 determined by their context? For models that display both in-context and in-weights learning, it would  
 311 be interesting to understand contextual cuing of already learned information – does this increase with  
 312 more exposure? There is also a lot more to understand about the behaviors and biases of transformers  
 313 vs. recurrent architectures – why do transformers seem to be more capable of in-context learning?

---

<sup>4</sup>While the hippocampal system is thought to store recent context information in connection weights, whereas transformers store such information directly in their state representations, there is now a body of work pointing out the quantitative and computational equivalence of weight- and state-based representations of context state for query-based access to relevant prior information (Krotov and Hopfield, 2021; Ramsauer et al., 2021) as implemented in transformers.

314 **Non-uniformity.** Finally, we hope to emphasize the dual nature of non-uniformity in training data.  
 315 While it can impair both supervised and reinforcement learning (Chan et al., 2022; Van Hulse et al.,  
 316 2007), we show here that non-uniform training distributions can induce the emergence of at least one  
 317 useful and interesting capability, and thus can be an opportunity as well as a challenge.

## 318 References

- 319 Eduardo G. Altmann, Janet B. Pierrehumbert, and Adilson E. Motter. Beyond Word Frequency:  
 320 Bursts, Lulls, and Scaling in the Temporal Distributions of Words. *PLoS ONE*, 4(11):e7678,  
 321 November 2009. ISSN 1932-6203. doi: 10.1371/journal.pone.0007678. URL <https://dx.plos.org/10.1371/journal.pone.0007678>.
- 323 E. Alvarez-Lacalle, B. Dorow, J.-P. Eckmann, and E. Moses. Hierarchical structures induce long-range  
 324 dynamical correlations in written texts. *Proceedings of the National Academy of Sciences*, 103(21):  
 325 7956–7961, May 2006. doi: 10.1073/pnas.0510673103. URL [https://www.pnas.org/doi/](https://www.pnas.org/doi/abs/10.1073/pnas.0510673103)  
 326 [abs/10.1073/pnas.0510673103](https://www.pnas.org/doi/abs/10.1073/pnas.0510673103). Publisher: Proceedings of the National Academy of Sciences.
- 327 Tom B. Brown, Benjamin Mann, Nick Ryder, Melanie Subbiah, Jared Kaplan, Prafulla Dhariwal,  
 328 Arvind Neelakantan, Pranav Shyam, Girish Sastry, Amanda Askell, Sandhini Agarwal, Ariel  
 329 Herbert-Voss, Gretchen Krueger, Tom Henighan, Rewon Child, Aditya Ramesh, Daniel M. Ziegler,  
 330 Jeffrey Wu, Clemens Winter, Christopher Hesse, Mark Chen, Eric Sigler, Mateusz Litwin, Scott  
 331 Gray, Benjamin Chess, Jack Clark, Christopher Berner, Sam McCandlish, Alec Radford, Ilya  
 332 Sutskever, and Dario Amodei. Language Models are Few-Shot Learners. *arXiv:2005.14165 [cs]*,  
 333 July 2020. URL <http://arxiv.org/abs/2005.14165>. arXiv: 2005.14165.
- 334 Stephanie C. Y. Chan, Andrew K. Lampinen, Pierre H. Richemond, and Felix Hill. Zipfian en-  
 335 vironments for Reinforcement Learning. *arXiv:2203.08222 [cs]*, March 2022. URL [http://](http://arxiv.org/abs/2203.08222)  
 336 [arxiv.org/abs/2203.08222](http://arxiv.org/abs/2203.08222). arXiv: 2203.08222.
- 337 N. V. Chawla, K. W. Bowyer, L. O. Hall, and W. P. Kegelmeyer. SMOTE: Synthetic Minority  
 338 Over-sampling Technique. *Journal of Artificial Intelligence Research*, 16:321–357, June 2002.  
 339 ISSN 1076-9757. doi: 10.1613/jair.953. URL <http://arxiv.org/abs/1106.1813>. arXiv:  
 340 1106.1813.
- 341 David E. Rumelhart, Geoffrey E. Hinton, and Ronald J. Williams. Learning internal representa-  
 342 tions by error propagation. Technical report, 1985. URL [https://apps.dtic.mil/dtic/tr/](https://apps.dtic.mil/dtic/tr/fulltext/u2/a164453.pdf)  
 343 [fulltext/u2/a164453.pdf](https://apps.dtic.mil/dtic/tr/fulltext/u2/a164453.pdf).
- 344 Chelsea Finn, Pieter Abbeel, and Sergey Levine. Model-Agnostic Meta-Learning for Fast Adaptation  
 345 of Deep Networks. *arXiv:1703.03400 [cs]*, March 2017. URL [http://arxiv.org/abs/1703.](http://arxiv.org/abs/1703.03400)  
 346 [03400](http://arxiv.org/abs/1703.03400). arXiv: 1703.03400.
- 347 W. Nelson Francis and Henry Kucera. Brown Corpus Manual, 1979. URL [http://korpus.uib.](http://korpus.uib.no/icame/brown/bcm.html)  
 348 [no/icame/brown/bcm.html](http://korpus.uib.no/icame/brown/bcm.html).
- 349 William A. Gale, Kenneth W. Church, and David Yarowsky. One Sense Per Discourse. In *Speech*  
 350 *and Natural Language: Proceedings of a Workshop Held at Harriman, New York, February 23-26,*  
 351 *1992*, 1992. URL <https://aclanthology.org/H92-1045>.
- 352 Kaiming He, Xiangyu Zhang, Shaoqing Ren, and Jian Sun. Deep Residual Learning for Image  
 353 Recognition. *arXiv:1512.03385 [cs]*, December 2015. URL [http://arxiv.org/abs/1512.](http://arxiv.org/abs/1512.03385)  
 354 [03385](http://arxiv.org/abs/1512.03385). arXiv: 1512.03385.
- 355 Felix Hill, Olivier Tieleman, Tamara von Glehn, Nathaniel Wong, Hamza Merzic, and Stephen  
 356 Clark. Grounded Language Learning Fast and Slow. *arXiv:2009.01719 [cs]*, October 2020. URL  
 357 <http://arxiv.org/abs/2009.01719>. arXiv: 2009.01719.
- 358 Sepp Hochreiter and Jürgen Schmidhuber. Long Short-Term Memory. *Neural Computation*, 9(8):  
 359 1735–1780, November 1997. ISSN 0899-7667. doi: 10.1162/neco.1997.9.8.1735. Conference  
 360 Name: Neural Computation.

361 Angelos Katharopoulos and François Fleuret. Not All Samples Are Created Equal: Deep Learning  
362 with Importance Sampling. *arXiv:1803.00942 [cs]*, October 2019. URL [http://arxiv.org/](http://arxiv.org/abs/1803.00942)  
363 [abs/1803.00942](http://arxiv.org/abs/1803.00942). arXiv: 1803.00942.

364 Dmitry Krotov and John Hopfield. Large Associative Memory Problem in Neurobiology and Machine  
365 Learning. *arXiv:2008.06996 [cond-mat, q-bio, stat]*, April 2021. URL [http://arxiv.org/](http://arxiv.org/abs/2008.06996)  
366 [abs/2008.06996](http://arxiv.org/abs/2008.06996). arXiv: 2008.06996.

367 Dharshan Kumaran, Demis Hassabis, and James L. McClelland. What Learning Systems do Intelligent  
368 Agents Need? Complementary Learning Systems Theory Updated. *Trends in Cognitive Sciences*,  
369 20(7):512–534, July 2016. ISSN 13646613. doi: 10.1016/j.tics.2016.05.004. URL [https://](https://linkinghub.elsevier.com/retrieve/pii/S1364661316300432)  
370 [linkinghub.elsevier.com/retrieve/pii/S1364661316300432](https://linkinghub.elsevier.com/retrieve/pii/S1364661316300432).

371 Brenden M. Lake, Ruslan Salakhutdinov, and Joshua B. Tenenbaum. The Omniglot Challenge: A  
372 3-Year Progress Report. *arXiv:1902.03477 [cs]*, February 2019. URL [http://arxiv.org/abs/](http://arxiv.org/abs/1902.03477)  
373 [1902.03477](http://arxiv.org/abs/1902.03477). arXiv: 1902.03477.

374 James L McClelland and Randall C O’Reilly. Why There Are Complementary Learning Systems in  
375 the Hippocampus and Neocortex: Insights From the Successes and Failures of Connectionist Models  
376 of Learning and Memory. page 39, 1995.

377 James L. McClelland, Felix Hill, Maja Rudolph, Jason Baldridge, and Hinrich Schütze. Placing  
378 language in an integrated understanding system: Next steps toward human-level performance in  
379 neural language models. *Proceedings of the National Academy of Sciences*, 117(42):25966–25974,  
380 October 2020. doi: 10.1073/pnas.1910416117. URL [https://www.pnas.org/doi/abs/10.](https://www.pnas.org/doi/abs/10.1073/pnas.1910416117)  
381 [1073/pnas.1910416117](https://www.pnas.org/doi/abs/10.1073/pnas.1910416117). Publisher: Proceedings of the National Academy of Sciences.

382 Sewon Min, Xinxu Lyu, Ari Holtzman, Mikel Artetxe, Mike Lewis, Hannaneh Hajishirzi, and Luke  
383 Zettlemoyer. Rethinking the Role of Demonstrations: What Makes In-Context Learning Work?  
384 *arXiv:2202.12837 [cs]*, February 2022. URL <http://arxiv.org/abs/2202.12837>. arXiv:  
385 [2202.12837](http://arxiv.org/abs/2202.12837).

386 Steven T. Piantadosi. Zipf’s word frequency law in natural language: A critical review and future  
387 directions. *Psychonomic bulletin & review*, 21(5):1112–1130, October 2014. ISSN 1069-9384.  
388 doi: 10.3758/s13423-014-0585-6. URL [https://www.ncbi.nlm.nih.gov/pmc/articles/](https://www.ncbi.nlm.nih.gov/pmc/articles/PMC4176592/)  
389 [PMC4176592/](https://www.ncbi.nlm.nih.gov/pmc/articles/PMC4176592/).

390 Hubert Ramsauer, Bernhard Schöfl, Johannes Lehner, Philipp Seidl, Michael Widrich, Thomas  
391 Adler, Lukas Gruber, Markus Holzleitner, Milena Pavlović, Geir Kjetil Sandve, Victor Greiff,  
392 David Kreil, Michael Kopp, Günter Klambauer, Johannes Brandstetter, and Sepp Hochreiter.  
393 Hopfield Networks is All You Need. *arXiv:2008.02217 [cs, stat]*, April 2021. URL [http://](http://arxiv.org/abs/2008.02217)  
394 [arxiv.org/abs/2008.02217](http://arxiv.org/abs/2008.02217). arXiv: 2008.02217.

395 Yasaman Razeghi, Robert L. Logan IV, Matt Gardner, and Sameer Singh. Impact of Pretraining Term  
396 Frequencies on Few-Shot Reasoning. February 2022. URL [https://arxiv.org/abs/2202.](https://arxiv.org/abs/2202.07206v1)  
397 [07206v1](https://arxiv.org/abs/2202.07206v1).

398 Machel Reid, Yutaro Yamada, and Shixiang Shane Gu. Can Wikipedia Help Offline Reinforcement  
399 Learning? *arXiv:2201.12122 [cs]*, January 2022. URL <http://arxiv.org/abs/2201.12122>.  
400 arXiv: 2201.12122.

401 Jenny R. Saffran and Natasha Z. Kirkham. Infant Statistical Learning. *Annual Review of Psychology*,  
402 69(1):181–203, 2018. doi: 10.1146/annurev-psych-122216-011805. URL [https://doi.org/](https://doi.org/10.1146/annurev-psych-122216-011805)  
403 [10.1146/annurev-psych-122216-011805](https://doi.org/10.1146/annurev-psych-122216-011805). \_eprint: [https://doi.org/10.1146/annurev-psych-](https://doi.org/10.1146/annurev-psych-122216-011805)  
404 [122216-011805](https://doi.org/10.1146/annurev-psych-122216-011805).

405 Adam Santoro, Sergey Bartunov, Matthew Botvinick, Daan Wierstra, and Timothy Lillicrap. Meta-  
406 Learning with Memory-Augmented Neural Networks. page 9, 2016.

407 Avik Sarkar, Paul H. Garthwaite, and Anne De Roeck. A Bayesian mixture model for term re-  
408 currence and burstiness. In *Proceedings of the Ninth Conference on Computational Natural*  
409 *Language Learning - CONLL ’05*, page 48, Ann Arbor, Michigan, 2005. Association for Computa-  
410 tional Linguistics. doi: 10.3115/1706543.1706552. URL [http://portal.acm.org/citation.](http://portal.acm.org/citation.cfm?doid=1706543.1706552)  
411 [cfm?doid=1706543.1706552](http://portal.acm.org/citation.cfm?doid=1706543.1706552).

412 M. Angeles Serrano, Alessandro Flammini, and Filippo Menczer. Modeling Statistical Properties of  
413 Written Text. *PLOS ONE*, 4(4):e5372, April 2009. ISSN 1932-6203. doi: 10.1371/journal.pone.  
414 0005372. URL <https://journals.plos.org/plosone/article?id=10.1371/journal.pone.0005372>. Publisher: Public Library of Science.

416 Linda B. Smith, Swapnaa Jayaraman, Elizabeth Clerkin, and Chen Yu. The Developing Infant Creates  
417 a Curriculum for Statistical Learning. *Trends in Cognitive Sciences*, 22(4):325–336, April 2018.  
418 ISSN 1364-6613. doi: 10.1016/j.tics.2018.02.004. URL <https://www.sciencedirect.com/science/article/pii/S1364661318300275>.

420 Larry R. Squire. Memory and the Hippocampus: A Synthesis From Findings With Rats, Monkeys,  
421 and Humans. *Psychological review*, 1992.

422 Jason Van Hulse, Taghi M. Khoshgoftaar, and Amri Napolitano. Experimental perspectives on  
423 learning from imbalanced data. In *Proceedings of the 24th international conference on Machine*  
424 *learning*, ICML ’07, pages 935–942, New York, NY, USA, June 2007. Association for Computing  
425 Machinery. ISBN 978-1-59593-793-3. doi: 10.1145/1273496.1273614. URL <https://doi.org/10.1145/1273496.1273614>.

427 Ashish Vaswani, Noam Shazeer, Niki Parmar, Jakob Uszkoreit, Llion Jones, Aidan N Gomez, Lukasz  
428 Kaiser, and Illia Polosukhin. Attention is All you Need. page 11, 2017.

429 Oriol Vinyals, Charles Blundell, and Timothy Lillicrap. Matching Networks for One Shot Learning.  
430 page 9, 2016.

431 Jane X. Wang, Zeb Kurth-Nelson, Dhruva Tirumala, Hubert Soyer, Joel Z. Leibo, Remi Munos,  
432 Charles Blundell, Dharshan Kumaran, and Matt Botvinick. Learning to reinforcement learn.  
433 *arXiv:1611.05763 [cs, stat]*, November 2016. URL <http://arxiv.org/abs/1611.05763>.  
434 arXiv: 1611.05763.

435 Albert Webson and Ellie Pavlick. Do Prompt-Based Models Really Understand the Meaning of their  
436 Prompts? *arXiv:2109.01247 [cs]*, September 2021. URL <http://arxiv.org/abs/2109.01247>.  
437 arXiv: 2109.01247.

438 Sang Michael Xie, Aditi Raghunathan, Percy Liang, and Tengyu Ma. An Explanation of In-context  
439 Learning as Implicit Bayesian Inference. *arXiv:2111.02080 [cs]*, December 2021. URL <http://arxiv.org/abs/2111.02080>.  
440 arXiv: 2111.02080.

441 George Kingsley Zipf. Human Behavior and the Principle of Least Effort - Google Books, 1949.

## Checklist

### 1. For all authors...

- (a) Do the main claims made in the abstract and introduction accurately reflect the paper's contributions and scope? [Yes]
- (b) Did you describe the limitations of your work? [Yes]
- (c) Did you discuss any potential negative societal impacts of your work? [N/A]
- (d) Have you read the ethics review guidelines and ensured that your paper conforms to them? [Yes]

### 2. If you ran experiments...

- (a) Did you include the code, data, and instructions needed to reproduce the main experimental results (either in the supplemental material or as a URL)? [Yes] All architectural and training details have been specified in the text. The code will be released with the camera-ready version.
- (b) Did you specify all the training details (e.g., data splits, hyperparameters, how they were chosen)? [Yes]
- (c) Did you report error bars (e.g., with respect to the random seed after running experiments multiple times)? [Yes]
- (d) Did you include the total amount of compute and the type of resources used (e.g., type of GPUs, internal cluster, or cloud provider)? [Yes]

### 3. If you are using existing assets (e.g., code, data, models) or curating/releasing new assets...

- (a) If your work uses existing assets, did you cite the creators? [Yes]
- (b) Did you mention the license of the assets? [Yes]
- (c) Did you include any new assets either in the supplemental material or as a URL? [N/A]
- (d) Did you discuss whether and how consent was obtained from people whose data you're using/curating? [N/A]
- (e) Did you discuss whether the data you are using/curating contains personally identifiable information or offensive content? [N/A]

### 4. If you used crowdsourcing or conducted research with human subjects...

- (a) Did you include the full text of instructions given to participants and screenshots, if applicable? [N/A]
- (b) Did you describe any potential participant risks, with links to Institutional Review Board (IRB) approvals, if applicable? [N/A]
- (c) Did you include the estimated hourly wage paid to participants and the total amount spent on participant compensation? [N/A]

# Appendix

## A Model and training procedure: details

All experiments used the same model and training procedure, unless stated otherwise. The transformer consisted of 12 layers, with embedding dimension 64 and 8 heads. The images were embedded by a ResNet with two blocks per group and channels per group (16, 32, 32, 64), and which was not pre-trained. The integer labels were embedded using a standard embedding layer. The input embeddings were augmented with a standard sinusoidal positional encoding. Experiments were run for 500k training steps on 16 TPU v2 or v3 cores. They were trained using Adam and a learning rate schedule with a linear warmup up to a maximum learning rate of  $3e-4$  at 4000 steps, followed by an inverse square root decay. The experiments shown in Figs 5 and 6 were run with 3 seeds each (because of the larger number of conditions in those experiments), and all other experiments were run with 5 runs each. In all figures, (shaded) error bars indicate standard deviation around the mean.

## B Possible extensions: Generating new image labels

An important constraint of the model implementation and evaluation procedure is that we do not require the models to handle novel image labels, only novel image classes. Thus, in-context learning is evaluated on labels that were previously seen in training, i.e. 0 and 1 (on the Zipfian-skewed experiments, these corresponded to two most common labels). Note that, if anything, this causes in-context learning to be more difficult for the model, since it must overcome existing image-label associations that were learned in training.

However, as future extensions, it would be possible to extend the model to handle novel labels as well. For example, we might tie the input and output embedding layers (sometimes done in large language models, though mainly for computational efficiency), or to generate novel labels as combinations of already-seen tokens (akin to language models that use the SentencePiece family of tokenization).

## C Experiments comparing recurrent vs. transformer

### C.1 Architectural details

Hyperparameter sweep (15 runs for each architecture):

- Num layers: 2 or 12
- Max learning rate: Log-uniform distribution over  $[1e-5, 0.1]$
- Num warmup steps: Log-uniform distribution over  $[1, 10000]$

Parameter counts:

- Transformer with 12 layers: 831,479
- LSTM with 12 layers: 627,959
- Transformer with 2 layers: 331,639
- LSTM with 2 layers: 297,719

### C.2 In-weights learning

Transformers exhibited similar or slightly higher in-weights learning than the recurrent models (Fig 8), indicating that their superior in-context learning performance (as seen in Fig 7) cannot simply be explained by a bias towards in-context learning and against in-weights learning.



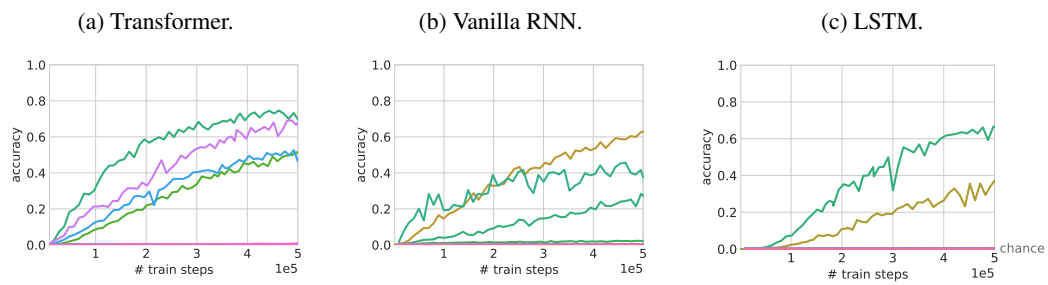


Figure 8: In-weights learning in transformers vs. recurrent architectures. We compare architectures while holding fixed the number of layers, hidden layer size, and number of parameters. One run was performed for each set of hyperparameters in a hyperparameter sweep.