Phi-3 Technical Report: A Highly Capable Language Model Locally on Your Phone

XXX * Microsoft

Abstract

We introduce **phi-3-mini**, a 3.8 billion parameter language model trained on 3.3 trillion tokens, whose overall performance, as measured by both academic benchmarks and internal testing, rivals that of models such as Mixtral 8x7B and GPT-3.5 (e.g., **phi-3-mini** achieves 69% on MMLU and 8.38 on MT-bench), despite being small enough to be deployed on a phone. The innovation lies entirely in our dataset for training, a scaled-up version of the one used for **phi-2**, composed of heavily filtered publicly available web data and synthetic data. The model is also further aligned for robustness, safety, and chat format. We also provide some initial parameter-scaling results with a 7B and 14B models trained for 4.8T tokens, called **phi-3-small** and **phi-3-medium**, both significantly more capable than **phi-3-mini** (e.g., respectively 75% and 78% on MMLU, and 8.7 and 8.9 on MT-bench). Moreover, we also introduce **phi-3-vision**, a 4.2 billion parameter model based on **phi-3-mini** with strong reasoning capabilities for image and text prompts.

1 Introduction

In our previous works on the phi models [GZA+23, LBE+23, JBA+23] it was shown that a combination of LLM-based filtering of publicly available web data, and LLM-created synthetic data, enable performance in smaller language models that were typically seen only in much larger models. For example our previous model trained on this data recipe, **phi-2** (2.7B parameters), matched the performance of models 25 times larger trained on regular data. In this report we present a new model, **phi-3-mini** (3.8B parameters), trained for 3.3T tokens on larger and more advanced versions of the datasets used in **phi-2**. With its small size, **phi-3-mini** can easily be inferenced locally on a modern phone (see Figure 1), yet it achieves a quality that seems on-par with models such as Mixtral 8x7B [JSR+24] and GPT-3.5.

User: Explain why it is surprising that one can build a language model small enough to fit on a phone, yet almost as powerful as ChatGPT. Just use one funny sentence.

phi-3-mini: It's like fitting a supercomputer in a flip phone, but instead of breaking
the phone, it just breaks the internet with its tiny, yet mighty, linguistic prowess!

 ${\tt User:}\ {\tt Okay}\ {\tt now}\ {\tt more}\ {\tt serious}\ {\tt answer,}\ {\tt and}\ {\tt note}\ {\tt that}\ {\tt this}\ {\tt was}\ {\tt achieved}\ {\tt solely}\ {\tt by}\ {\tt changing}\ {\tt the}\ {\tt training}\ {\tt data.}$

phi-3-mini: The development of a compact language model that rivals the capabilities
of ChatGPT, while fitting on a phone, is a testament to the power of data-driven
machine learning. By meticulously curating and optimizing the training dataset,
researchers can significantly reduce the model's size without compromising its
performance. [...]

^{*}The original paper is located at https://arxiv.org/abs/2404.14219. This version has been modified by LuYF-Lemon-love (luyanfeng_nlp@gg.com) for personal study.

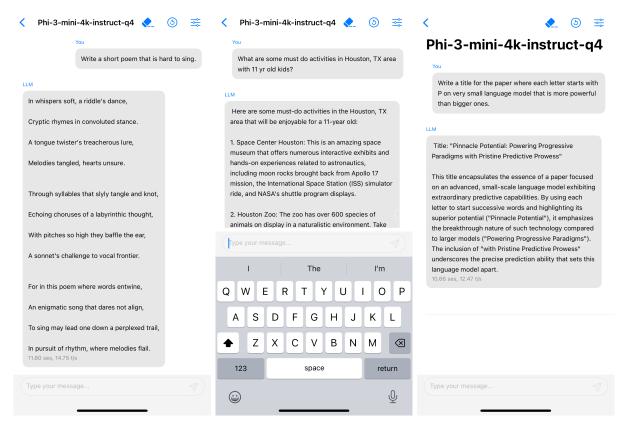


Figure 1: 4-bit quantized **phi-3-mini** running natively on an iPhone with A16 Bionic chip, generating over 12 tokens per second.

2 Technical Specifications

The **phi-3-mini** model is a transformer decoder architecture [VSP⁺17], with default context length 4K. We also introduce a long context version via LongRope [DZZ⁺24a] that extends the context length to 128K, called **phi-3-mini-128K**.

To best benefit the open source community, **phi-3-mini** is built upon a similar block structure as $\underline{\text{Llama-2}}$ [TLI⁺23] and uses the same tokenizer with vocabulary size of $\underline{32064}^1$. The model uses $\underline{3072}$ $\underline{\text{hidden dimension}}$, $\underline{32}$ heads and $\underline{32}$ layers. We trained using bfloat16 for $\underline{\text{a total of } 3.3\text{T tokens}}$. The model is already chat-finetuned, and the chat template is as follows:

```
<|user|>\n Question <|end|>\n <|assistant|>
```

The **phi-3-small** model (<u>7B</u> parameters) leverages the tiktoken tokenizer (for better multilingual tokenization) with a vocabulary size of <u>100352</u>² and has default context length <u>8192</u>. It follows the standard decoder architecture of a 7B model class, having <u>32</u> heads, <u>32</u> layers and a hidden size of <u>4096</u>. We switched from GELU activation to <u>GEGLU</u> and used <u>Maximal Update Parametrization</u> (muP) to tune hyperparameters on a small proxy model and transfer them to the target 7B model. Those helped ensure better performance and training stability.

Also, the model leverages a grouped-query attention, with 4 queries sharing 1 key.

To optimize the training and inference speed, we design a novel blocksparse attention module. For each attention head, the blocksparse attention enforces different sparsity patterns over KV cache. This ensures that all tokens are attended to on different heads for the given choice of sparsity. As illustrated in Figure 2, the context is then efficiently divided and conquered among attention heads, with significant KV cache reduction.

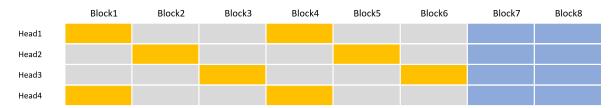


Figure 2: Toy illustration of the blocksparse attention in phi-3-small with 2 local blocks and vertical stride of 3. The table shows the Keys/values a query token in block 8 attended to. Blue=local blocks, orange=remote/vertical blocks, gray=blocks skipped.

To achieve actual deployment speed-up from the blocksparse design, we implemented highly efficient, yet flexible kernels for both training and inference. For training, we build a triton kernel based on <u>Flash Attention</u> [DFE⁺22]. For inference, we implemented a kernel for the prefilling phase and extended the paged attention kernel in vLLM for the decoding phase [KLZ⁺23].

Lastly, in **phi-3-small** architecture, we alternate <u>dense attention layers</u> and <u>blocksparse attention</u> <u>layers</u> to optimize KV cache savings while maintaining long context retrieval performance. An additional <u>10%</u> multilingual data was also used for this model.

Highly capable language model running locally on a cell-phone. Thanks to its small size, phi-3-mini can be quantized to 4-bits so that it only occupies $\approx 1.8 \text{GB}$ of memory. We tested the quantized

¹We remove BoS tokens and add some additional tokens for chat template.

²We remove unused tokens from the vocabulary.

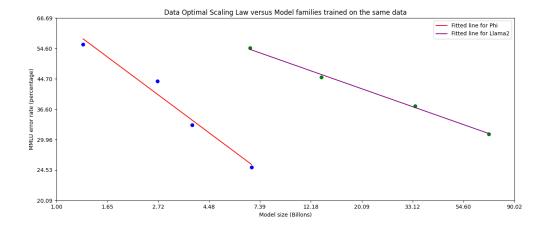


Figure 3: Scaling law close to the "Data Optimal Regime" (from left to right: phi-1.5, phi-2, phi-3-mini, phi-3-small) versus Llama-2 family of models (7B, 13B, 34B, 70B) that were trained on the same fixed data. We plot the log of MMLU error versus the log of model size.

model by deploying **phi-3-mini** on iPhone 14 with A16 Bionic chip running natively on-device and fully offline achieving more than 12 tokens per second.

Training Methodology. We follow the sequence of works initiated in "Textbooks Are All You Need" [GZA+23], which utilize high quality training data to improve the performance of small language models and deviate from the standard scaling-laws. Our training data of consists of heavily filtered publicly available web data (according to the "educational level") from various open internet sources, as well as synthetic LLM-generated data. Pre-training is performed in two disjoint and sequential phases; phase-1 comprises mostly of web sources aimed at teaching the model general knowledge and language understanding. Phase-2 merges even more heavily filtered webdata (a subset used in Phase-1) with some synthetic data that teach the model logical reasoning and various niche skills.

Data Optimal Regime. In particular, we filter the publicly available web data to contain the correct level of "knowledge" and keep more web pages that could potentially improve the "reasoning ability" for the model. As an example, the result of a game in premier league in a particular day might be good training data for frontier models, but we need to remove such information to leave more model capacity for "reasoning" for the mini size models. We compare our approach with Llama-2 in Figure 3.

To test our data on larger size of models, we also trained **phi-3-medium**, a model with 14B parameters using the same tokenizer and architecture of **phi-3-mini**, and trained on the same data for slightly more epochs (<u>4.8T tokens</u> total as for **phi-3-small**). The model has <u>40 heads</u> and <u>40 layers</u>, with embedding dimension 5120.

We observe that some benchmarks improve much less from 7B to 14B than they do from 3.8B to 7B, perhaps indicating that our data mixture needs further work to be in the "data optimal regime" for 14B parameters model.

Post-training. Post-training of **phi-3-mini** went through two stages, including <u>supervised finetuning</u> (SFT) and direct preference optimization (DPO).

SFT leverages highly curated high-quality data across diverse domains, e.g., <u>math</u>, <u>coding</u>, <u>reasoning</u>, conversation, model identity, and safety. The SFT data mix starts with using English-only examples.

DPO data covers chat format data, reasoning, and responsible AI (RAI) efforts. We use DPO to steer the model away from unwanted behavior, by using those outputs as "rejected" responses. Besides improvement in math, coding, reasoning, robustness, and safety, post-training transforms a language model to an AI assistant that users can efficiently and safely interact with.

As part of the post-training process, we developed a long context version of **phi-3-mini** with context length limit enlarged to 128K instead of 4K. Across the board, the 128K model quality is on par with the 4K length version, while being able to handle long context tasks. Long context extension has been done in two stages, including long context mid-training and long-short mixed post-training with both SFT and DPO.

3 Academic benchmarks

We compare to <u>phi-2</u> [JBA⁺23], <u>Mistral-7b-v0.1</u> [JSM⁺23], <u>Mixtral-8x7b</u> [JSR⁺24], <u>Gemma 7B</u> [TMH⁺24], <u>Llama-3-instruct-8b</u> [AI], and <u>GPT-3.5</u>. As is now standard, we use few-shot prompts to evaluate the models, at temperature 0. The number of k-shot examples is listed per-benchmark. An example of a 2-shot prompt is described in Appendix A.

	Phi-3-mini 3.8b	Phi-3-small	Phi-3-medium 14b	Phi-2 2.7b	Mistral 7b	Gemma 7b	Llama-3-In 8b	Mixtral 8x7b	GPT-3.5 version 1106
MMLU (5-Shot) [HBK+21] HellaSwag (5-Shot) [ZHB+19] ANLI (7-Shot) [NWD+20]	68.8	75.7	78.0	56.3	61.7	63.6	66.5	70.5	71.4
	76.7	77.0	82.4	53.6	58.5	49.8	71.1	70.4	78.8
	52.8	58.1	55.8	42.5	47.1	48.7	57.3	55.2	58.1
GSM-8K (8-Shot; CoT) [CKB ⁺ 21]	82.5	89.6	91.0	61.1	46.4	59.8	77.4	64.7	78.1
MedQA (2-Shot) [JPO ⁺ 20]	53.8	65.4	69.9	40.9	50.0	49.6	60.5	62.2	63.4
AGIEval (0-Shot) [ZCG ⁺ 23]	37.5	45.1	50.2	29.8	35.1	42.1	42.0	45.2	48.4
TriviaQA (5-Shot) [JCWZ17]	64.0	58.1	73.9	45.2	75.2	72.3	67.7	82.2	85.8
Arc-C (10-Shot) [CCE ⁺ 18]	84.9	90.7	91.6	75.9	78.6	78.3	82.8	87.3	87.4
Arc-E (10-Shot) [CCE+18]	94.6	97.0	97.7	88.5	90.6	91.4	93.4	95.6	96.3
PIQA (5-Shot) [BZGC19]	84.2	86.9	87.9	60.2	77.7	78.1	75.7	86.0	86.6
SociQA (5-Shot) [BZGC19]	76.6	79.2	80.2	68.3	74.6	65.5	73.9	75.9	68.3
BigBench-Hard (3-Shot; CoT) [SRR*22, SSS*22] WinoGrande (5-Shot) [SLBBC19]	71.7	79.1	81.4	59.4	57.3	59.6	51.5	69.7	68.32
	70.8	81.5	81.5	54.7	54.2	55.6	65.0	62.0	68.8
OpenBookQA (10-Shot) [MCKS18]	83.2	88.0	87.4	73.6	79.8	78.6	82.6	85.8	86.0
$egin{aligned} \operatorname{BoolQ} \ & \ & \ & \ & \ & \ & \ & \ & \ & \ $	77.2	84.8	86.5	-	72.2	66.0	80.9	77.6	79.1
CommonSenseQA $_{(10\text{-Shot})}$ [THLB19] $_{(10\text{-Shot})}$ [MC2] [LHE22]	80.2	80.0	82.8	69.3	72.6	76.2	79.0	78.1	79.6
	65.0	70.2	75.1	-	53.0	52.1	63.2	60.1	85.8
$\begin{array}{c} HumanEval\\ {}^{\text{(0-Shot)}} \; [\text{CTJ}^{+}21]\\ MBPP\\ {}^{\text{(3-Shot)}} \; [\text{AON}^{+}21] \end{array}$	58.5	61.0	62.2	59.0	28.0	34.1	60.4	37.8	62.2
	70.0	71.7	75.2	60.6	50.8	51.5	67.7	60.2	77.8
Average	71.2	75.7	78.5	_	61.2	61.7	69.4	69.8	74.3
GPQA (2-Shot; CoT) [RHS ⁺ 23] MT Bench (2 round ave.) [ZCS ⁺ 23]	32.8	34.3	-	_	_	_	_	_	29.0
	8.38	8.70	8.91	_	-	_	-	_	8.35

4 Safety

Phi-3-mini was developed in accordance with Microsoft's responsible AI principles. Helpfulness and harmlessness preference datasets [BJN⁺22, JLD⁺23] with modifications inspired by [BSA⁺24] and multiple in-house generated datasets were leveraged to address the RAI harm categories in safety post-training. This process resulted in significant decrease of harmful response rates, as shown in Figure 4.

The safety alignment of **phi-3-small** and **phi-3-medium** was conducted by undergoing the same red-teaming process, utilizing identical datasets, and incorporating a slightly larger number of samples. Table 1 shows the results of in-house RAI benchmarks [MHJ⁺23] for **phi-3** models compared to phi-2 [JBA⁺23], Mistral-7b-v0.1 [JSM⁺23], Gemma 7b [TMH⁺24], and Llama-3-instruct-8b [AI].

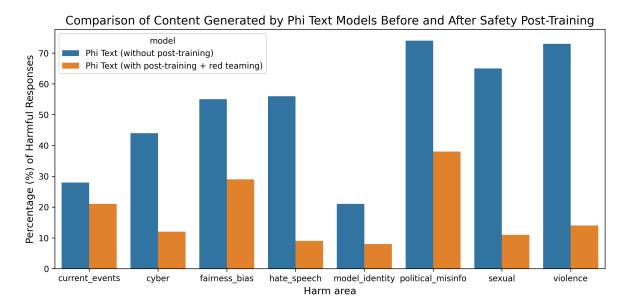


Figure 4: Comparison of harmful response percentages by Microsoft AI Red Team between **phi-3-mini** before and after the safety alignment. Note that the harmful response percentages in this chart are inflated numbers as the red team tried to induce **phi-3-mini** in an adversarial way to generate harmful responses through multi-turn conversations.

	Phi-3-mini	Phi-3-small	Phi-3-medium	Phi-2	Mistral	Gemma	Llama-3-In
	3.8b	7b	14b	2.7b	7b	7b	8b
Ungroundedness	0.603	0.299	0.213	1.481	0.935	0.679	0.328
Third Party Harm (DR-1)	0.240	0.253	0.251	0.240	0.562	0.383	0.373
Harmful Content Continuation (DR-3)	0.007	0.003	0.010	0.029	0.026	0.013	0.013
Harmful Content Summarization (DR-3)	0.100	0.110	0.112	0.144	0.223	0.103	0.082
Jailbreak (DR-1)	0.123	0.107	0.111	0.150	0.156	0.114	0.130

Table 1: Comparison of Microsoft internal multi-turn conversation RAI benchmark results of **phi-3** models and other models. Note that a lower value indicates a better performance for all metrics in the table.

This benchmark utilized GPT-4 to simulate multi-turn conversations in five different categories and to evaluate the model responses. Ungroundedness between 0 (fully grounded) and 4 (not grounded) measures if the information in a response is based on a given prompt. In other categories, responses were evaluated in terms of the severity of harmfulness from 0 (no harm) to 7 (extreme harm) and the defect rates (DR-x) were computed as the percentage of samples with the severity score being greater than or equal to x.

5 Weakness

The model simply does not have the capacity to store too much "factual knowledge", which can be seen for example with low performance on TriviaQA. We show an example using the HuggingFace default Chat-UI with **phi-3-mini** in Figure 5. Another weakness related to model's capacity is that we mostly restricted the language to English.

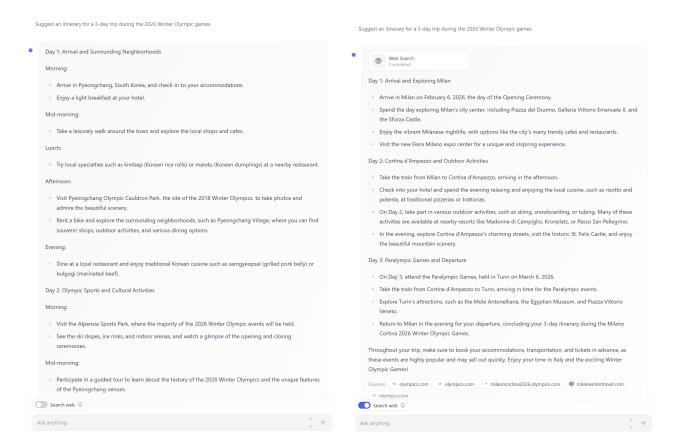


Figure 5: Left: **phi-3-mini**'s completion without search. Right: **phi-3-mini**'s completion with search, using the default HuggingFace Chat-UI search ability. For reference, the 2026 Winter Olympic Games are scheduled to be held in Milano and Cortina in Italy, while the 2022 and 2018 Winter Olympic Games were held in Beijing, China and PyeongChang, Korea, respectively. Without the search results, the response is incorrect, while with the web search, not only does the response become accurate, but also gets more specific with suggestions.

6 Phi-3-Vision

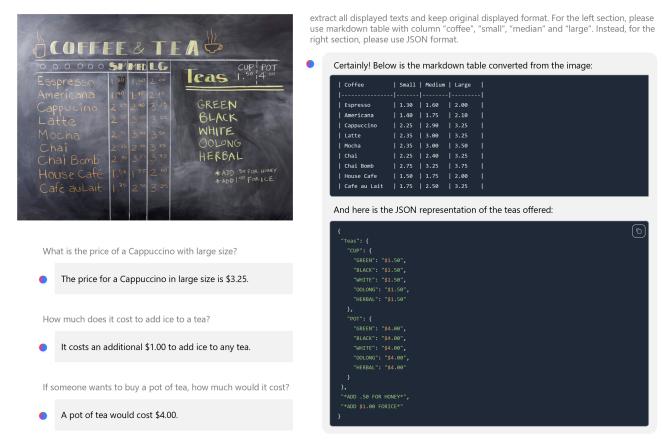


Figure 6: The demo case shows Phi-3-Vision's capability in natural image understanding and reasoning.

6.1 Technical Specifications

Architecture The Phi-3-Vision (4.2B parameters) is a multimodal model designed to process an image and a textual prompt as inputs, and subsequently generate textual outputs. This model is composed of two primary components: an image encoder, i.e., CLIP ViT-L/14 [RKH⁺21] and a transformer decoder, i.e., phi-3-mini-128K-instruct.

The visual tokens, once extracted by the image encoder, are then combined with text tokens in an interleaved way (no particular order for image and text tokens). To accommodate high-resolution images and various aspect ratios, a dynamic cropping strategy [DZZ⁺24b] is utilized to split the input image into a 2d array of blocks, where the tokens of the blocks are concatenated to represent the whole image.

Pre-training The **Phi-3-Vision** model undergoes a pre-training phase using a diverse dataset, which consists of a combination of interleaved image-text documents (e.g., [LST⁺24]), image-text pairs from FLD-5B [XWX⁺24], synthetic data derived from Optical Character Recognition (OCR) of PDF files, datasets for chart/table comprehension, and text-only data.

The objective of predicting the next token is employed specifically on text tokens, while any loss associated with image tokens is disregarded during this phase.

The pre-training process involves a total of 0.5T tokens that encompass both visual and text elements. During the pre-training phase, the maximum image resolution is capped at 1344×1344 as the majority of the training images are smaller than this resolution.

Post-training. The **Phi-3-Vision** model contains two post-training stages: supervised finetuning (SFT) and direct preference optimization (DPO).

For SFT, we leveraged text SFT dataset, public multimodal instruct tuning datasets along with large-scale multimodal instruct tuning datasets that we built ourselves, covering diverse domains and tasks such as general natural image understanding, chart/table/diagram understanding/reasoning, PowerPoint understanding, and model safety. The multimodal SFT data has about a total of 15B tokens.

For DPO we mainly use a text DPO dataset and a relatively smaller-scale multimodal DPO dataset. For these two stages, we jointly train multimodal tasks and text-only tasks so that the model can achieve multi-modal reasoning while maintaining language capabilities as much as possible.

6.2 Academic benchmarks

We report in Table 2 the evaluation results of Phi-3-Vision on nine open-source academic benchmarks. These benchmarks evaluate reasoning and perceptual capabilities on visual and text inputs and can be grouped in three categories: Science, Charts, and Generic knowledge.

6.3 Safety

In Table 3, we present the evaluation outcomes of Phi-3-Vision on three MM RAI benchmarks: one internal and two public benchmarks (specifically, RTVLM [LLY+24] and VLGuard [ZBY+24]). In Figure 7, we further breakdown the performance across different RAI categories of the VLGuard and Internal benchmarks, demonstrating that safety post-training can aid Phi-3-Vision in improving RAI performance in nearly all categories.

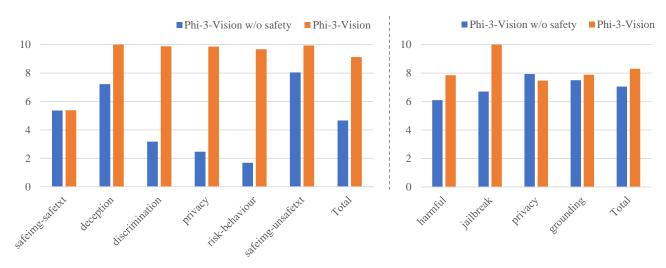


Figure 7: Comparison of categorized RAI performance of Phi-3-Vision with and without the safety post-training on the VLGuard (left) and Internal (right) benchmark, respectively. It clearly indicates that safety post-training can enhance the RAI performance across nearly all the RAI categories.

	Phi-3-Vision 4.2b	MM1-3B-Chat 3.6b [MGF ⁺ 24]	MM1-7B-Chat 7.6b [MGF ⁺ 24]	LLaVA-1.6 Vicuna-7b [LLLL23]	LLaVA-Next LLama3-8b [LLL ⁺ 24]	Qwen-VL-Chat 9.6b [BBY ⁺ 23]	Claude 3 haiku [Ant24]	Gemini 1.0 Pro V [TAB $^+$ 23]	GPT-4V-Turbo turbo-2024-04-09
MMMU (val) [YNZ ⁺ 23] ScienceQA (test) [LMX ⁺ 22] MathVista (testmini) [LBX ⁺ 24] Inter-GPS (test) [LGJ ⁺ 21]	40.4	33.9	37.0	34.2	36.4	39.0	40.7	42.0	55.5
	90.8	69.4	72.6	70.6	73.7	67.2	72.0	79.7	75.7
	44.5	32.0	35.9	31.5	34.8	29.4	33.2	35.0	47.5
	38.1	-	-	20.5	24.6	22.3	32.1	28.6	41.0
MMBench (dev-en) [LDZ ⁺ 24] POPE (test) [LDZ ⁺ 23]	80.5	75.9	79.0	76.3	79.4	75.8	62.4	80.0	86.1
	85.8	87.4	86.6	87.2	87.0	82.6	74.4	84.2	83.7
$AI2D \\ (test) [KSK^{+}16] \\ ChartQA \\ (test) [MLT^{+}22] \\ TextVQA \\ (test) [SNS^{+}19] \\$	76.7	-	-	63.1	66.9	59.8	60.3	62.8	74.7
	81.4	-	-	55.0	65.8	50.9	59.3	58.0	62.3
	70.9	71.9	72.8	64.6	55.7	59.4	62.7	64.7	68.1

Table 2: Comparison results on public MLLM benchmarks. All the reported numbers are produced with the exact same pipeline to ensure that the numbers are comparable except for MM1-3B-Chat [MGF⁺24] and MM1-7B-Chat [MGF⁺24], which are not publicly available. We adopted the evaluation setting used in Llava-1.5 [LLLL23], without any specific prompt or pre-processing image for all results. These numbers might differ from other published numbers due to slightly different prompts.

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	Phi-3-Vision	Phi-3-Vision w/o safety	Llava-1.6 Vicuna	Qwen-VL-Chat	GPT4-V
	3.8b+0.3b	3.8b + 0.3b	7b + 0.3b	7.7b + 1.9b	N/A
Internal (private)	8.30	7.06	5.44	7.27	8.55
RTVLM (public)	4.64	3.56	3.86	4.78	6.81
VLGuard (public)	9.12	4.66	5.62	8.33	8.90

Table 3: Comparison results on public and private multi-modal RAI benchmarks. Note that all metrics in the table are [0,10] and a higher value indicates a better performance.

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A Example prompt for benchmarks

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Question:
Solve for x: (-\frac{1}{3})(-4-3x) = \frac{1}{2}
Options:
D. \frac{1}{6}
Answer: A
Question:
Which of the following is the body cavity that contains the pituitary gland?
Options:
A. Abdominal
B. Cranial
C. Pleural
D. Spinal
Answer: B
Question:
Where was the most famous site of the mystery cults in Greece?
Options:
A. Ephesus
B. Corinth
C. Athens
D. Eleusis
Answer:
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