

Flamingo: A Visual Language Model for Few-Shot Learning

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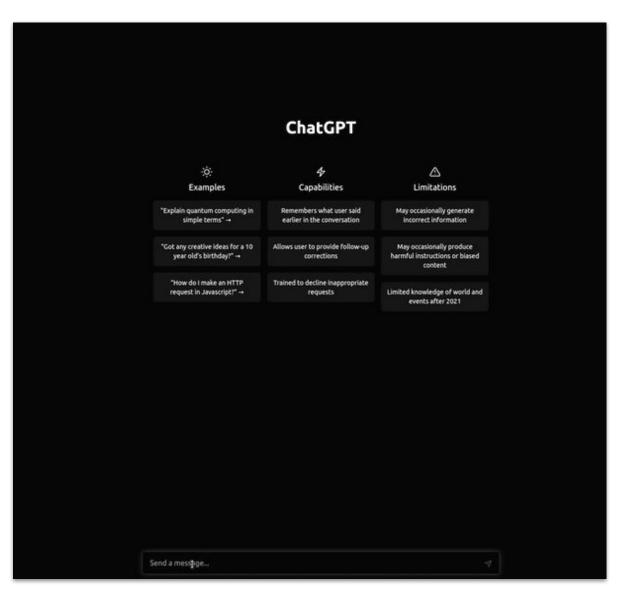
18.04.2023

Premise - Large Language Models

- SkyNet(5.76e+23 FLOPs) Large Language Model Text Prompt Chinchilla [1] Tokenize 70 **BILLION** Parameter "What will be my grade in SiDNN?" .. small Model Virtually endless data (1.4 Trillion tokens) "What is SiDNN?"
- What is a Large Language Model? (LLM)

[1] Hoffmann, J., Borgeaud, S., Mensch, A., Buchatskaya, E., Cai, T., Rutherford, E., ... & Sifre, L. (2022). Training compute-optimal large language models. arXiv preprint arXiv:2203.15556.

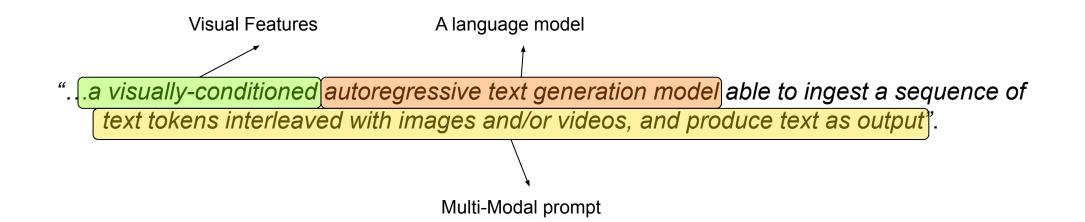
Premise - Large Language Models





Premise - Flamingo

What is Flamingo^[2]?^{*}

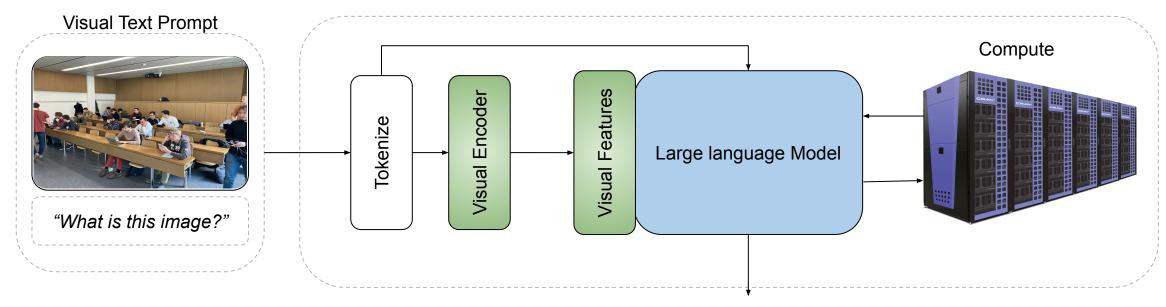


[2] Alayrac, J. B., Donahue, J., Luc, P., Miech, A., Barr, I., Hasson, Y., ... & Simonyan, K. (2022). Flamingo: a visual language model for few-shot learning. Advances in Neural Information Processing Systems, 35, 23716-23736.



Premise - Visually Conditioned Large Language Models

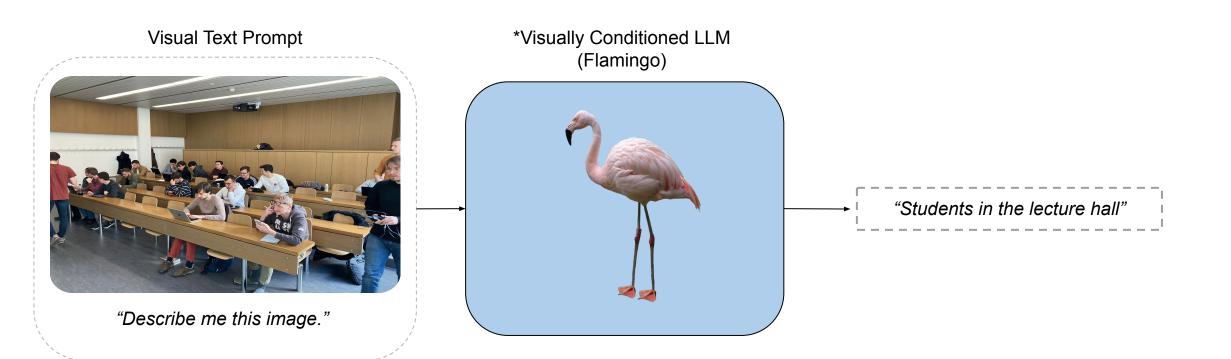
• How LLMs can gain the **ability to see**?



"A picture of super excited students."



Premise - Example



* Deployed the re-implementation from https://github.com/dhansmair/flamingo-mini.

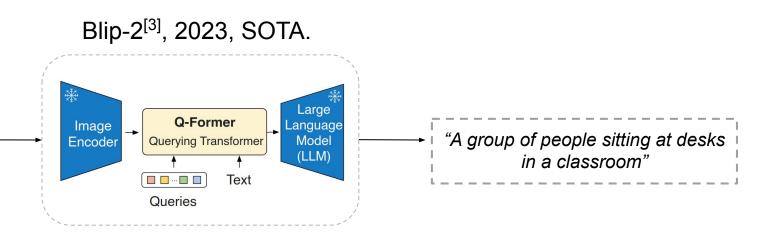


Premise - Example

Visual Text Prompt



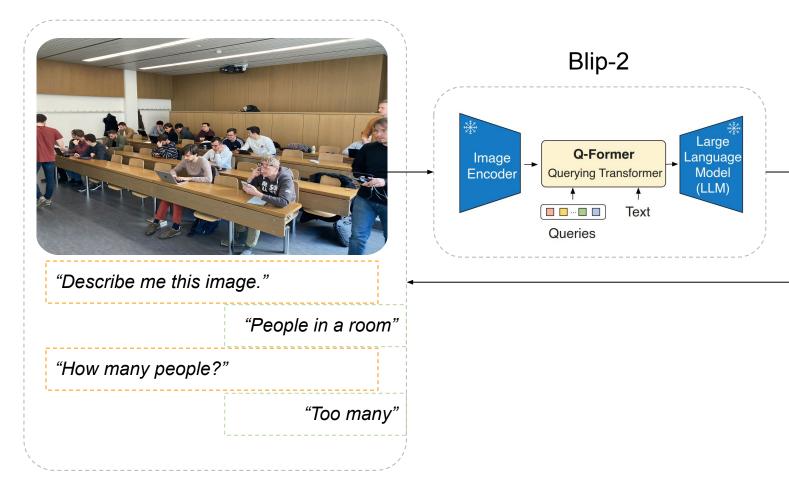
"Describe me this image."



[3] Li, J., Li, D., Savarese, S., & Hoi, S. (2023). Blip-2: Bootstrapping language-image pre-training with frozen image encoders and large language models. arXiv preprint arXiv:2301.12597.

Premise - Advanced Example

Lets have some fun! , Visual - Question Answering (VQA).



Motivation

- LLMs are very expensive to train.
- No intuitive expansion support.
 - How to not forget?
- It is expensive to train. Really..

"....training BERT on GPU is roughly equivalent to a trans-American flight."^[4]

Model	Hardware	Power (W)	Hours	kWh·PUE	Cloud compute cost
Transformer _{base}	P100x8	1415.78	12	27	\$41-\$140
Transformer _{big}	P100x8	1515.43	84	201	\$289-\$981
ELMo	P100x3	517.66	336	275	\$433-\$1472
BERT_{base}	V100x64	12,041.51	79	1507	\$3751-\$12,571
BERT _{base}	TPUv2x16	·	96		\$2074-\$6912
NAS	P100x8	1515.43	274,120	656,347	\$942,973-\$3,201,722
NAS	TPUv2x1		32,623		\$44,055-\$146,848
GPT-2	TPUv3x32	1	168		\$12,902-\$43,008

[4] Strubell, E., Ganesh, A., & McCallum, A. (2019). Energy and policy considerations for deep learning in NLP. arXiv preprint arXiv:1906.02243.

Motivation

- LLMs require huge amount of data.
 - This data can be found as text (*MassiveText*^[5])! But not for images.
 - \circ 1.4 Trillion vs ~ 1.8 billion.
- ALIGN^[6] dataset **1.8 billion images** paired with text but **noisy**!
- A gap in the literature exists for **videos**!

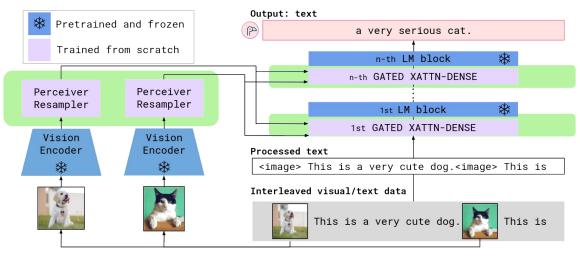
[5] Rae, J. W., Borgeaud, S., Cai, T., Millican, K., Hoffmann, J., Song, F., ... & Irving, G. (2021). Scaling language models: Methods, analysis & insights from training gopher. arXiv preprint arXiv:2112.11446.
[6] Jia, C., Yang, Y., Xia, Y., Chen, Y. T., Parekh, Z., Pham, H., ... & Duerig, T. (2021, July). Scaling up visual and vision-language representation learning with noisy text supervision. In International Conference on Machine Learning (pp. 4904-4916). PMLR.



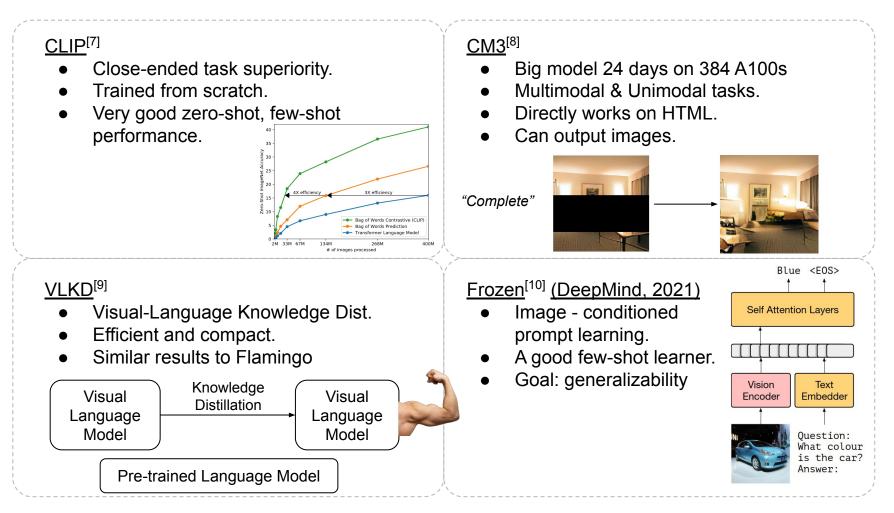
Contributions

- A way to combined interleaved images and text
 - Gated cross-attention module
- A unique perceiver architecture with fixed output.
 - Perceiver sampler
- Evaluation and ablation





Related Work



[7] (CLIP) A. Radford et al., "Learning transferable visual models from natural language supervision", ICML (2021)

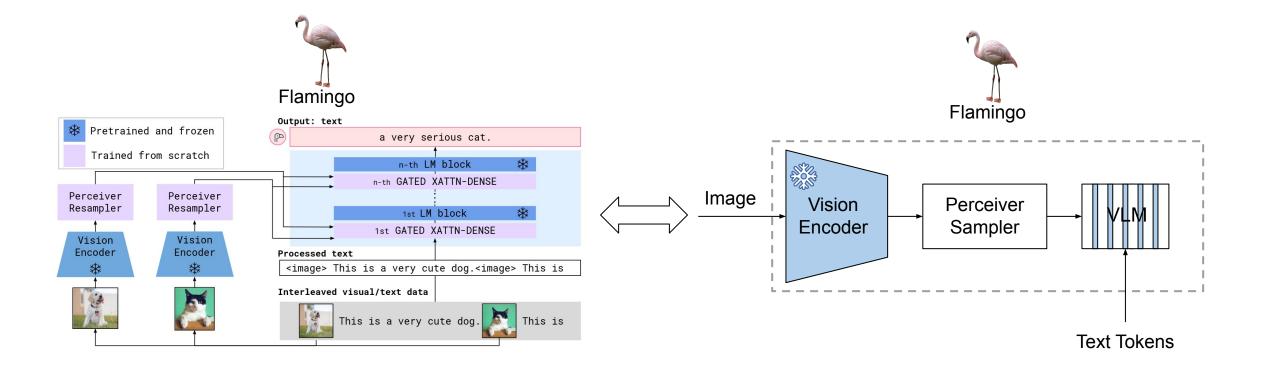
[8] (CM3) A. Aghajanyan et al., "CM3: A Causal Masked Multimodal Model of the Internet", arxiv (2022)

[9] (VLKD) Dai, W., Hou, L., Shang, L., Jiang, X., Liu, Q., & Fung, P. (2022). Enabling multimodal generation on CLIP via vision-language knowledge distillation. arXiv preprint arXiv:2203.06386. [10] (Frozen) M. Tsimpoukelli et al., "Multimodal few-shot learning with frozen language models", NeurIPS (2021)

Method - Introduction

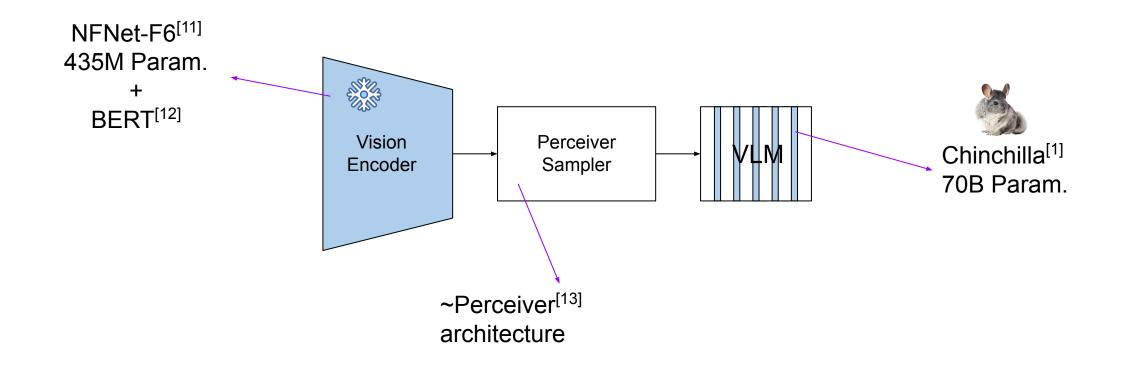
- Goal: Provide LLMs ability to see.
 - Convert LLM to VLM.
- Key ideas:
 - Extend a **frozen** Pre-trained Language Model.
 - Reducing visual input to a **fixed** number of **tokens** with **Perceiver Sampler**.
 - Cross attention layers to visually **condition LLM**.
 - Training on a different types of data.

Method - Introduction



Method - Introduction

• Multiple Models are Recycled.

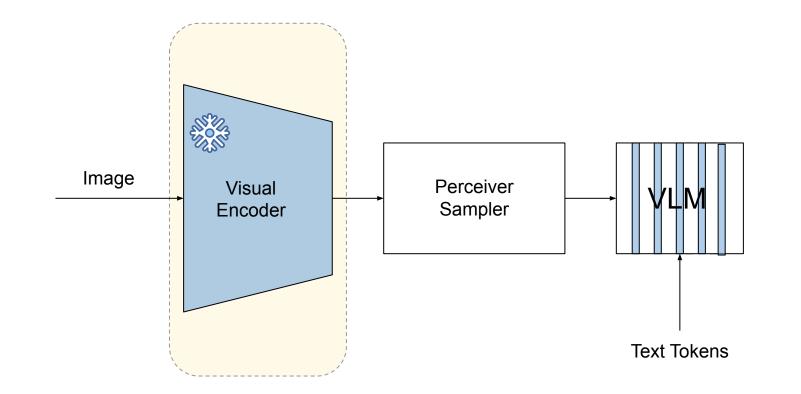


[11] Brock, A., De, S., Smith, S. L., & Simonyan, K. (2021, July). High-performance large-scale image recognition without normalization. In International Conference on Machine Learning (pp. 1059-1071). PMLR.
 [12] Devlin, J., Chang, M. W., Lee, K., & Toutanova, K. (2018). Bert: Pre-training of deep bidirectional transformers for language understanding. arXiv preprint arXiv:1810.04805.
 [13] Jaegle, A., Gimeno, F., Brock, A., Vinyals, O., Zisserman, A., & Carreira, J. (2021, July). Perceiver: General perception with iterative attention. In International conference on machine learning (pp. 4651-4664). PMLR.



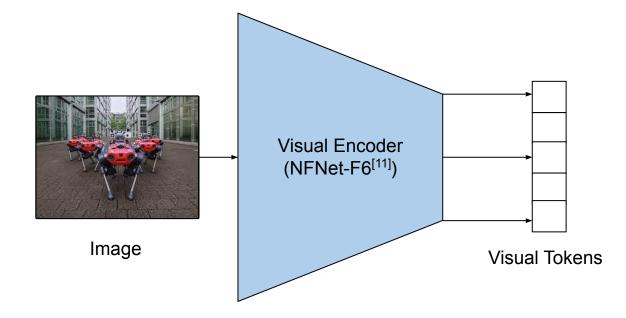
Method

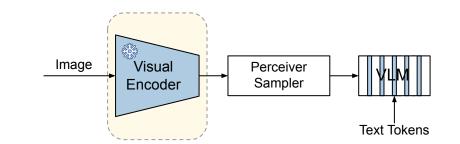


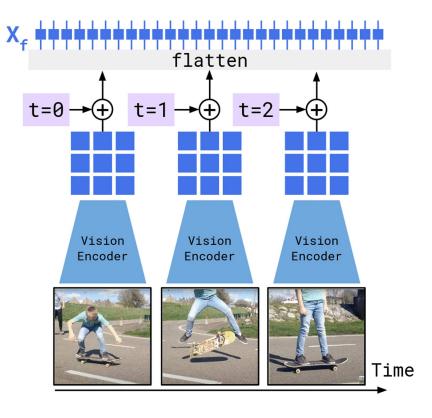


Method - Visual Encoder

• VLM needs *text-conditioned* Visual tokens.

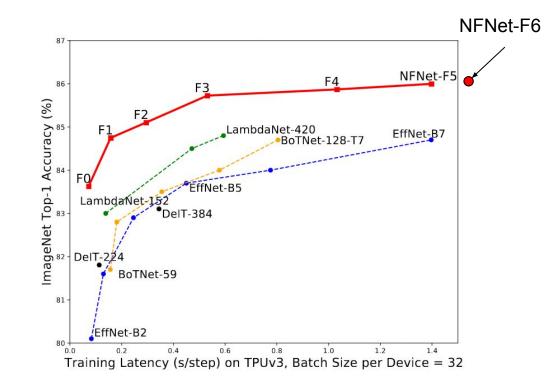






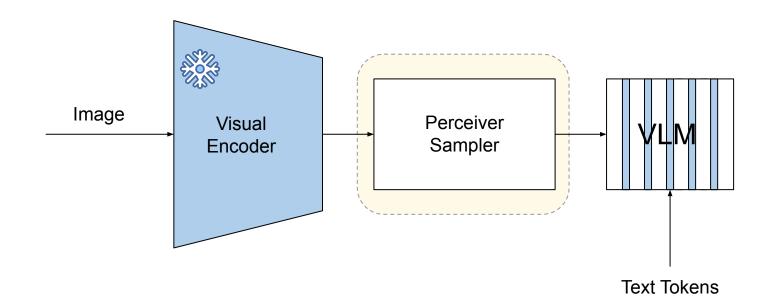
Method - Visual Encoder

• The NFNet-F6 architecture is from Normalizer-Free ResNet.



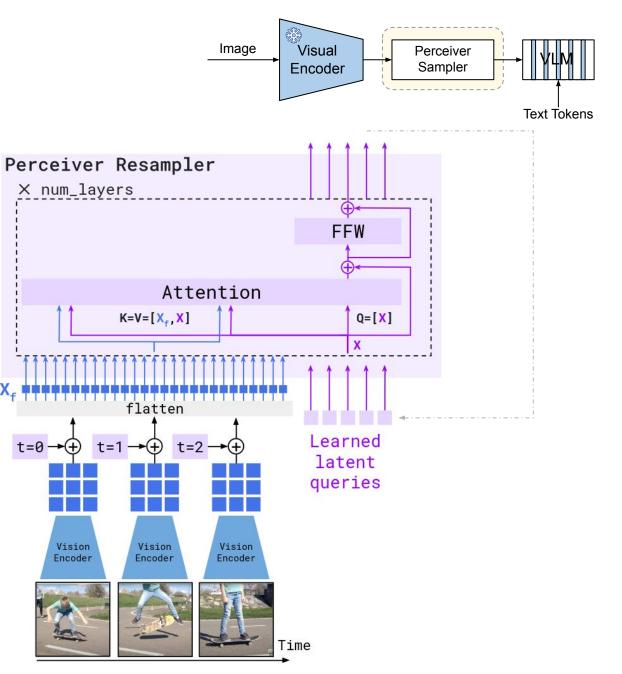
Method





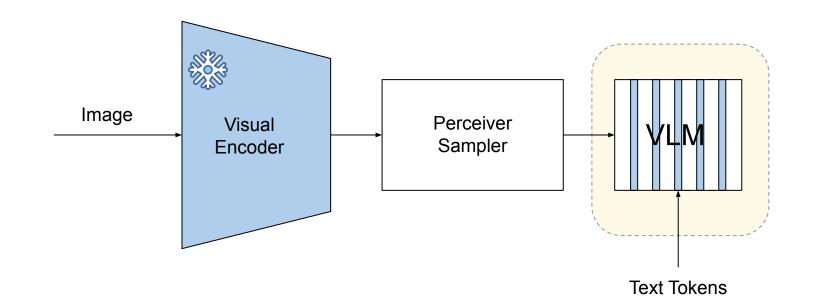
Method - Perceived Sampler

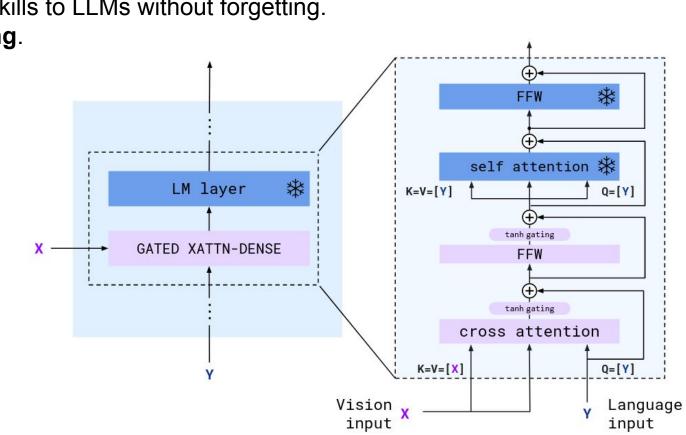
- Latent queries:
 - Most important part of the data.
 - Model learns what to extract.
- No explicit spatial grid position encodings.
- Nb of **Output tokens** = Nb of **latent queries**.



Method



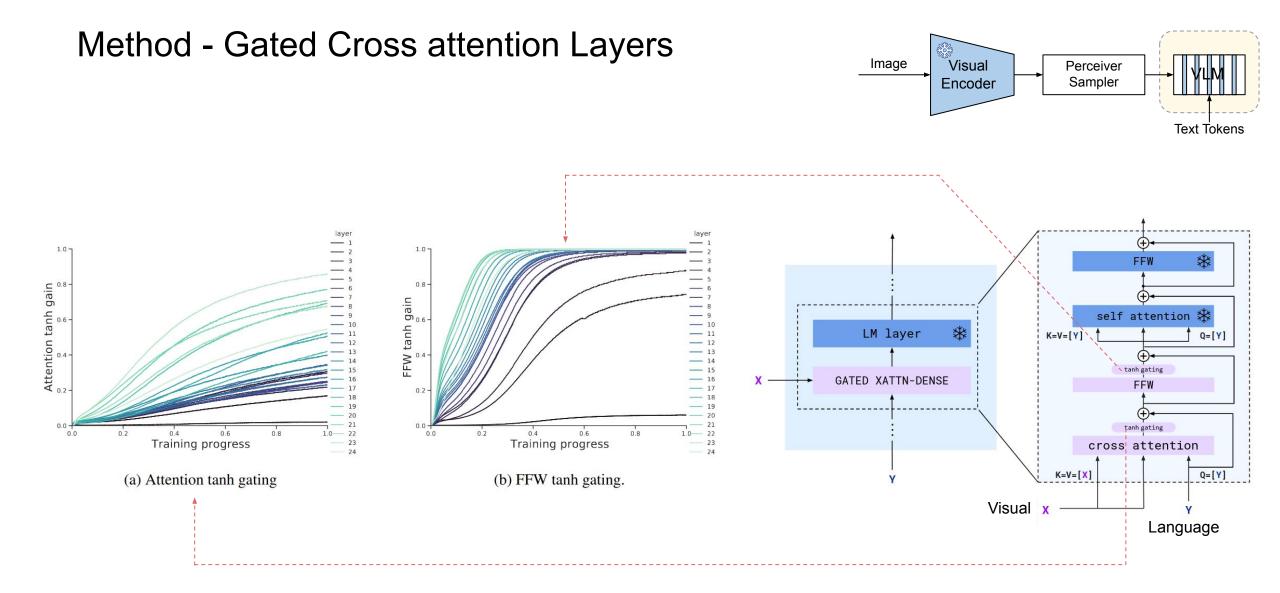




Method - Gated Cross attention Layers

Image Visual Perceiver Encoder Sampler Text Tokens

- Gated cross-attention blocks
 - Text conditioning on visual representations.
- Integrate new skills to LLMs without forgetting.
 - **Tanh gating**.



...

Cute pics of my pets!

Method - Interleaved Visual / Text data support

Perceiver Resampler My puppy sitting in the 0 grass. Vision ϕ Encoder v<BOS> Cute pics of my pets!<EOC><image>My puppy sitting in the grass. <EOC><image>My cat looking very dignified.<EOC> tokenization <BOS>Cute pics of my pets!<EOC><image>My puppy sitting in the grass.<EOC><image> My cat looking very dignified.<EOC> Image 2 Image 1

Masked cross attention

How to link **interleaved** multi-modal prompts? \bullet

My cat looking very dignified. Processed text: <image> tags are inserted and special tokens are added Input webpage $\phi: [1, L] \mapsto [0, N]$



Perceiver

Resampler

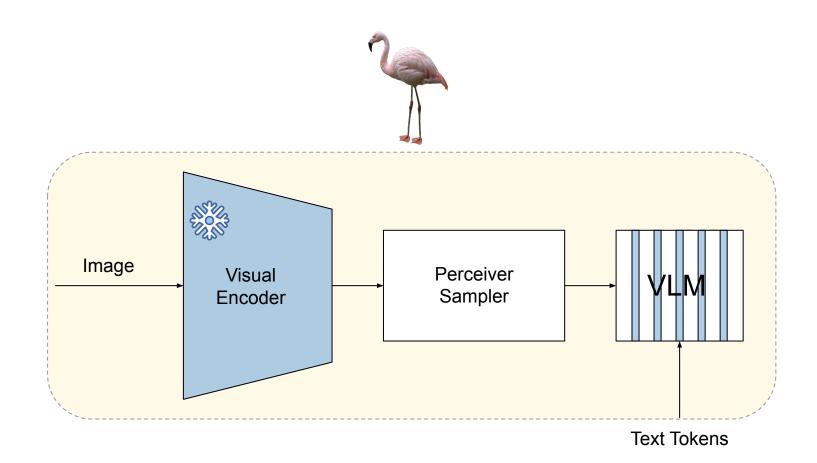
Vision

Encoder

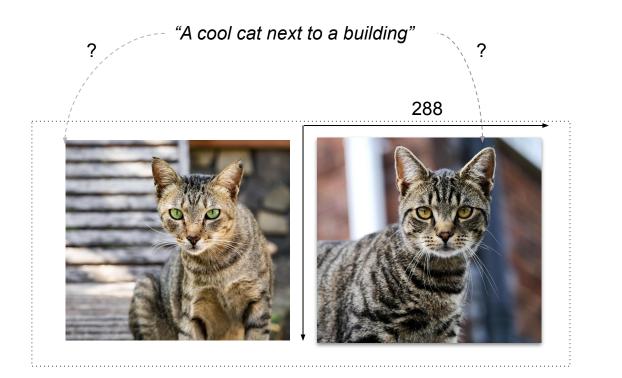
Visual Image Perceiver Sampler Encoder Text Tokens

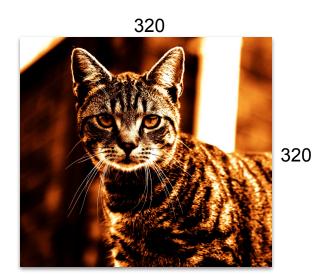
K=V=[X]

Method



- Pre-processing & augmentation
 - Random flips, Increased resolution, Color augmentation
 - Random text links 50% probability.
 - 8 frames are sampled from training videos.





- A big chunk is coming from **frozen** LLM. (Chinchilla^[1])
- Vision encoder (NFNet-F6) and Perceiver Resampler are same for all.

	Requires	Frozen		Trainable	Total	
	model sharding	Language	Vision	GATED XATTN-DENSE	Resampler	count
Flamingo-3B	×	1.4B	435M	1.2B (every)	194M	3.2B
Flamingo-9B	×	7.1B	435M	1.6B (every 4th)	194M	9.3B
Flamingo	1	70B	435M	10B (every 7th)	194M	80B

Method - Training Datasets

• Different data types

Dataset	What Data?	Property	
Long Text & Image Pairs (in-house)	312 million Image and text pairs	better quality and longer descriptions	
ALIGN ^[6]	1.8 billion images paired with alt-text	Relatively noisy pairs.	
MultiModal MassiveWeb(M3W)	Massive Web dataset, multimodal	MASSIVE, some ambiguous links	
Video & Text Pairs (VTP)	22 million short videos with paired text	On average 22 seconds	

Method - Data Deduplication

• LTIP and ALIGN are deduplicated (M3W and VTP Not!).

Datasets (EVALUATION)	Is deduplicated against?	Used for?	
ImageNet		(train, valid)	
СОСО		(train, valid, test)	
OK-VQA		(train, valid, test)	
VQAv2	 ✓ 	(train, valid, test)	
Flickr30k	 ✓ 	(valid, test)	
VisDial	 ✓ 	(valid, test)	
VizWiz	×	(test)	
HatefulMemes	×	(test)	
TextVQA	×	(test)	

• Possible input combinations:



Image-Text Pairs dataset

Video-Text Pairs dataset

Multi-Modal Massive Web (M3W) dataset

- Optimizer: AdamW^[14]
- Linear-warm up followed by a constant learning rate.
- Dataset mixture weights:

Dataset	Weight
M3W	1.0
LTIP	0.2
VTP	0.03
ALIGN	0.2

Paramater	Value	
Weight Decay*	0.1	
Learning Rate	10^-4	

*: No weight decay for Perceiver Resampler

[14] Loshchilov, I., & Hutter, F. (2017). Decoupled weight decay regularization. arXiv preprint arXiv:1711.05101.



- Loss function
 - Weighted sum of per-dataset expected negative log-likelihoods of text, given the visual inputs.

$$\sum_{m=1}^{M} \lambda_m \cdot \mathbb{E}_{(x,y) \sim \mathcal{D}_m} \begin{bmatrix} -\sum_{\ell=1}^{L} \log p \left(y_{\ell} \mid y_{<\ell}, x_{\leq \ell} \right) \\ \downarrow & \downarrow & \downarrow \end{bmatrix}$$
The weights we discussed Tex Input Visual Inputs

Method - Ready for Evaluation!





Evaluation - Established Methods

- Close-Ended Tasks: Response from a pre-defined space.
 - Text after the query image is used.
 - Final Selection: Beam search.
 - ex. Classification
 - Zero-shot
 - Few-shot

- **Open-Ended Tasks**: Without a pre-defined response space.
 - Final Selection: log-likelihood
 - ex. VQA, Open-ended dialog.
 - Zero or Few-Shot Generalization, new task learning

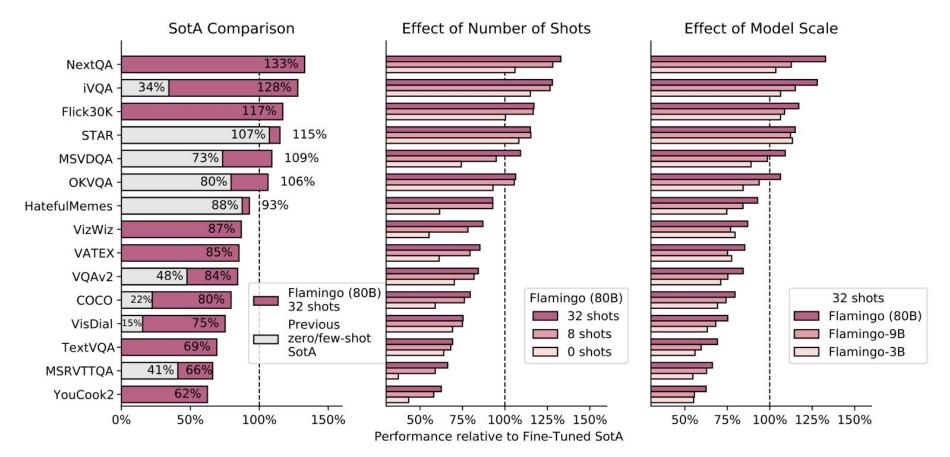
Evaluation - Few-shot Classification

- RICES (Retrieval In-Context Example Selection)
- Flamingo is **not trained with** a contrastive loss.
 - Requires well distributed training data.

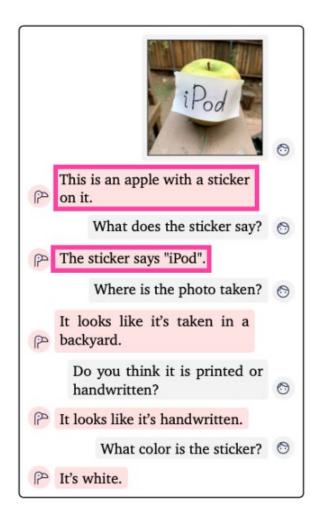
Model	Method	Prompt size	shots/class	ImageNet top 1	Kinetics700 avg top1/5
SotA	Fine-tuned	-	full	91.0 soup	89.0 MTV
SotA	Contrastive	-	0	85.7 BASIC	69.6 CLIP
NFNetF6	Our contrastive	-	0	77.9	62.9
Flamingo-3B		8	1	70.9	55.9
	RICES	16	1	71.0	56.9
		16	5	72.7	58.3
Flamingo-9B		8	1	71.2	58.0
	RICES	16	1	71.7	59.4
		16	5	75.2	60.9
Flamingo-80B	Random	16	≤ 0.02	66.4	51.2
		8	1	71.9	60.4
	RICES	16	1	71.7	62.7
		16	5	76.0	63.5
	RICES+ensembling	16	5	77.3	64.2

Evaluation

- Superior in 6 tasks
 - Zero-shot, Few-shot image understanding.

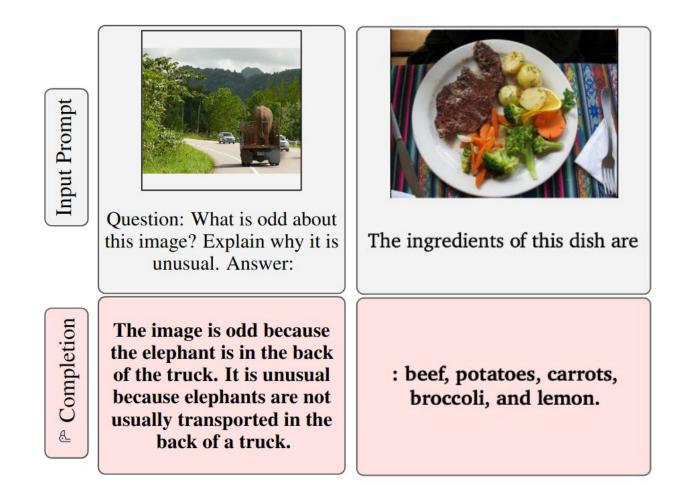


Evaluation - Open Dialog



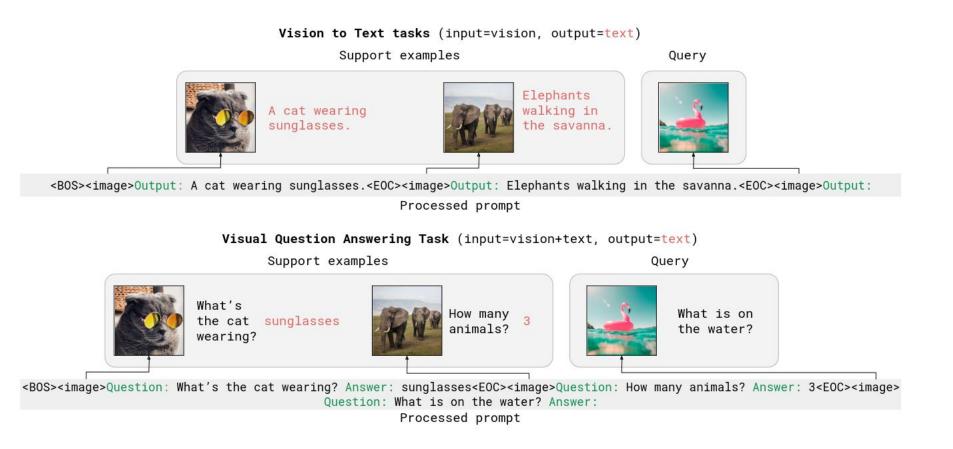
Evaluation - VQA

• Text Completion and VQA Prompts



Evaluation - Few Shot Generalization

- Examples are highly important.
 - Known to have example bias: the last example has to be good and relevant.





Evaluation - Few Shot Generalization

- Outperforms **pre-trained** SOTA in some cases.
- ↑ Shot, ↑ Performance

Method	FT	Shot	ΟΚVQA (Ι)	VQAv2 (I)	COCO (I)	MSVDQA (V)	VATEX (V)	VizWiz (I)	Flick30K (I)	MSRVTTQA (V)	iVQA (V)	YouCook2 (V)	STAR (V)	VisDial (I)	TextVQA (I)	NextQA (I)	HatefulMemes (I)	RareAct (V)
Zero/Few shot SOTA	×		[34] 43.3	[114] 38.2	[124] 32.2	[58] 35.2	-	-	-	[58] 19.2	[135] 12.2	-	[143] 39.4	[79] 11.6	-	-	[85] 66.1	[85] 40.7
		(X)	(16)	(4)	(0)	(0)	10.1	20.0	(0.((0)	(0)	55.0	(0)	(0)	20.1	21.2	(0)	(0)
	×	0	41.2	49.2	73.0	27.5	40.1	28.9	60.6	11.0	32.7	55.8	39.6	46.1	30.1	21.3	53.7	58.4
Flamingo-3B	×	4 32	43.3 45.9	53.2 57.1	85.0 99.0	33.0 42.6	50.0 59.2	34.0 45.5	72.0	14.9 25.6	35.7 37.7	64.6 76.7	41.3 41.6	47.3 47.3	32.7 30.6	22.4 26.1	53.6 56.3	2
	×	0	44.7	51.8	79.4	30.2	39.5	28.8	61.5	13.7	35.2	55.0	41.8	48.0	31.8	23.0	57.0	57.9
Flamingo-9B	×	4	49.3	56.3	93.1	36.2	51.7	34.9	72.6	18.2	37.7	70.8	42.8	50.4	33.6	24.7	62.7	-
	×	32	51.0	60.4	106.3	47.2	57.4	44.0	72.8	29.4	40.7	77.3	41.2	50.4	32.6	28.4	63.5	-
	××	0 4	50.6 57.4	56.3 63.1	84.3 103.2	35.6	46.7 56.0	31.6 39.6	67.2 75.1	17.4 23.9	40.7 44.1	60.1 74.5	39.7 42.4	52.0 55.6	35.0 36.5	26.7 30.8	46.4 68.6	60.8
Flamingo	X	32	57.8	67.6	113.8	52.3	65.1	49.8	75.4	31.0	45.3	86.8	42.2	55.6	37.9	33.5	70.0	
Pretrained			54.4	80.2	143.3	47.9	76.3	57.2	67.4	46.8	35.4	138.7	36.7	75.2	54.7	25.2	79.1	
FT SOTA	V		[34]	[140]	[124]	[28]	[153]	[65]	[150]	[51]	[135]	[132]	[128]	[79]	[137]	[129]	[62]	-
FI SOIA		(X)	(10K)	(444K)	(500K)	(27K)	(500K)	(20K)	(30K)	(130K)	(6K)	(10K)	(46K)	(123K)	(20K)	(38K)	(9K)	

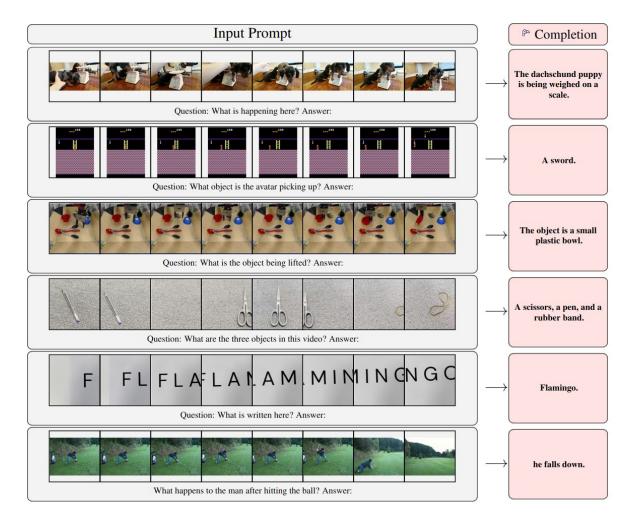
Evaluation - Zero Shot Generalization

- Prompt engineering is important.
 - The way you present the question matters.

		Flickr30K						COCO						
	in	image-to-text			text-to-image			nage-to-	text	text-to-image				
	R@1	R@5	R@10	R@1	R@5	R@10	R@1	R@5	R@10	R@1	R@5	R@10		
Florence	90.9	99.1	-	76.7	93.6	-	64.7	85.9	-	47.2	71.4	-		
ALIGN	88.6	98.7	99.7	75.7	93.8	96.8	58.6	83.0	89.7	45.6	69.8	78.6		
CLIP	88.0	98.7	99.4	68.7	90.6	95.2	58.4	81.5	88.1	37.7	62.4	72.2		
Flamingo	89.3	98.8	99.7	79.5	95.3	97.9	65.9	87.3	92.9	48.0	73.3	82.1		

Evaluation - Video / Text Input

• Videos are sequence of single images.





Ablation Studies

• Ablation study on Flamingo-3B Model.

	Ablated setting	Flamingo-3B original value	Changed value	Param. count↓	Step time↓	COCO CIDEr↑	OKVQA top1↑	VQAv2 top1↑	MSVDQA top1↑	VATEX CIDEr↑	Overal score
		Flamingo-31	3 model	3.2B	1.74s	86.5	42.1	55.8	36.3	53.4	70.7
(i)	Training data	All data	w/o Video-Text pairs w/o Image-Text pairs Image-Text pairs→ LAION <u>w/o M</u> 3W	3.2B 3.2B 3.2B <u>3.2B</u>	1.42s 0.95s 1.74s 1.02s	84.2 66.3 79.5 54.1	43.0 39.2 41.4 <u>36.5</u>	53.9 51.6 53.5 <u>52.7</u>	34.5 32.0 33.9 <u>31.4</u>	46.0 41.6 47.6 <u>23.5</u>	67.3 60.9 66.4 53.4
(ii)	Optimisation	Accumulation	Round Robin	3.2B	1.68s	76.1	39.8	52.1	33.2	40.8	62.9
(iii)	Tanh gating		×	3.2B	1 .74s	78.4	40.5	52.9	35.9	47.5	66.5
(iv)	Cross-attention architecture	GATED XATTN-DENSE	VANILLA XATTN GRAFTING	2.4B 3.3B	1.16s 1.74s	80.6 79.2	41.5 36.1	53.4 50.8	32.9 32.2	50.7 47.8	66.9 63.1
(v)	Cross-attention frequency	Every	Single in middle Every 4th Every 2nd	2.0B 2.3B 2.6B	0.87s 1.02s 1.24s	71.5 82.3 83.7	38.1 42.7 41.0	50.2 55.1 55.8	29.1 34.6 34.5	42.3 50.8 49.7	59.8 68.8 68.2
(vi)	Resampler	Perceiver	MLP Transformer	3.2B 3.2B	1.85s 1.81s	78.6 83.2	42.2 41.7	54.7 55.6	35.2 31.5	44.7 48.3	66.6 66.7
(vii)	Vision encoder	NFNet-F6	CLIP ViT-L/14 NFNet-F0	3.1B 2.9B	1.58s 1.45s	76.5 73.8	41.6 40.5	53.4 52.8	33.2 31.1	44.5 42.9	64.9 62.7
(viii)	Freezing LM	1	✗ (random init)✗ (pretrained)	3.2B 3.2B	2.42s 2.42s	74.8 81.2	31.5 33.7	45.6 47.4	26.9 31.0	50.1 53.9	57.8 62.7

Ablation - Dataset Combining Strategy

- Data merged: Merging examples from each dataset.
- **Round-robin**^[15]: Alternate examples from each dataset.
- Accumulation: The gradients from each dataset are weighted and summed.

Dataset	Combination	ImageNet	COCO								
	strategy	accuracy	in	nage-to-t	ext	text-to-image					
		top-1	R@1	R@5	R@10	R@1	R@5	R@10			
	None	40.8	38.6	66.4	76.4	31.1	57.4	68.4			
ALIGN	None	35.2	32.2	58.9	70.6	23.7	47.7	59.4			
LTIP + ALIGN	Accumulation	45.6	42.3	68.3	78.4	31.5	58.3	69.0			
LTIP + ALIGN	Data merged	38.6	36.9	65.8	76.5	15.2	40.8	55.7			
LTIP + ALIGN	Round-robin	41.2	<mark>40.1</mark>	66.7	77.6	29.2	55.1	66.6			

⁴ Bigger but more noisy.

5x Smaller, higher in quality.

[15] Jaemin Cho, Jie Lei, Hao Tan, and Mohit Bansal. Unifying vision-and-language tasks via text generation. In International Conference on Machine Learning, 2021

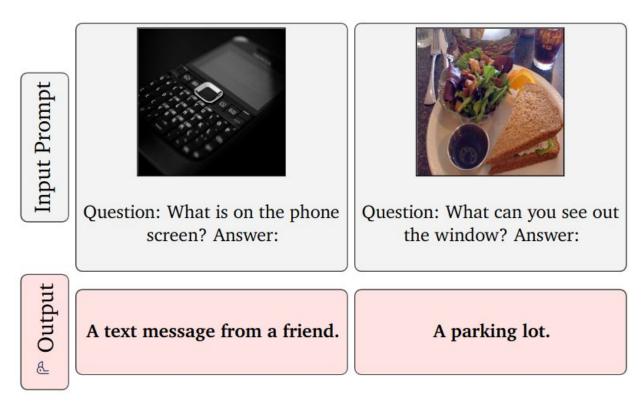
Ablation - Additional

• Additional studies

	Ablated setting	Flamingo 3B value	Changed value	Param. count↓	Step time ↓	COCO CIDEr↑	OKVQA top1↑	VQAv2 top1↑	MSVDQA top1↑	VATEX CIDEr↑	Overall score↑
		Flamingo 3B mode	3.2B	1.74s	86.5	42.1	55.8	36.3	53.4	70.7	
(i)	Resampler size	Medium	Small Large	3.1B 3.4B	1.58s 1.87s	81.1 84.4	40.4 42.2	54.1 54.4	36.0 35.1	50.2 51.4	67.9 69.0
_ (ii)_	Multi-Img att.	Only_last	Allprevious	3.2B	1.74s	_ 70.0 _	40.9	52.0	32.1	46.8	63.5
(iii)	p_{next}	0.5	0.0 1.0	3.2B 3.2B	1.74s 1.74s	85.0 81.3	41.6 43.3	55.2 55.6	36.7 36.8	50.6 52.7	69.6 70.4
(iv)	EM pretraining	MassiveText	C4	-3.2B	1.7 4s	<mark>- 81.3</mark>	- 34.4	- 47.	60.6	5 3 .9 -	62.8
(v)	Freezing Vision	✓	x (random init)x (pretrained)	3.2B 3.2B	4.70s* 4.70s*	74.5 83.5	41.6 40.6	52.7 55.1	31.4 34.6	35.8 50.7	61.4 68.1
(vi)	Co-train LM on MassiveText	X	✓ (random init)✓ (pretrained)	3.2B 3.2B	5.34s* 5.34s*	69.3 83.0	29.9 42.5	46.1 53.3	28.1 35.1	45.5 51.1	55.9 68.6
(vii)	Dataset and Vision encoder	M3W+ITP+VTP and NFNetF6	LAION400M and CLIP M3W+LAION400M+VTP and CLIP	3.1B 3.1B	0.86s 1.58s	61.4 76.3	37.9 41.5	50.9 53.4	27.9 32.5	29.7 46.1	54.7 64.9

Discussion - Limitations

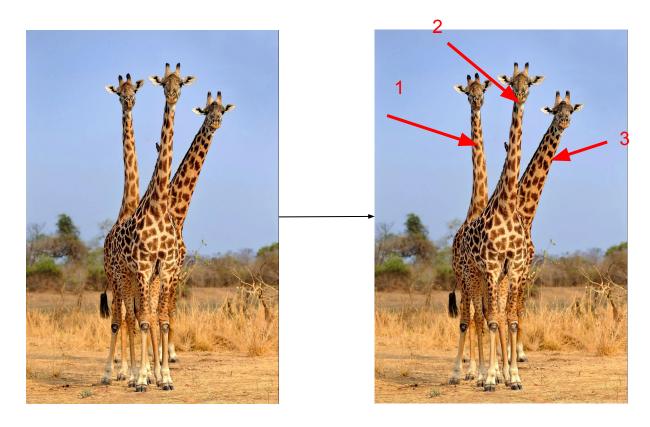
- Inherits weaknesses of LLMs.
 - Hallucinations and ungrounded guesses.
 - Fixed number of tokens.
 - Bad sample efficiency.





Discussion - Limitations

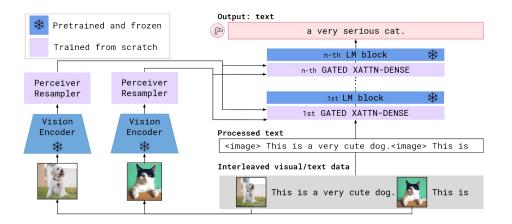
- Limited Visual and language interface
 - No visual context about the output prompt.



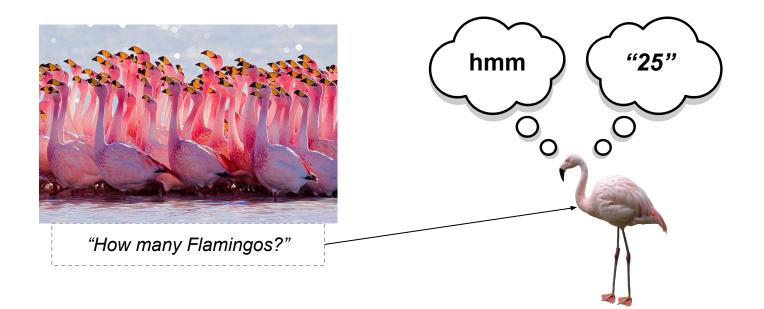
"How many giraffe?"

Conclusion

- A framework on how to extend LLMs -> VLMs.
 - Cross-attention allows for VLM extension!
- Perceiver Sampler based fixed tokens successful!.
 - Video input enabled!
- Data size matters.
 - Data quality matters more.
- Could perform better than **Fine Tuned** SOTA!
- Direct inheritance of bad habits of LLMs
 - Racism
 - \circ Hallucinations



Thank you for listening!





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Appendix - Compute

- A big chunk is coming from LLM.
- Vision encoder is same for all. (NFNet-F6)

	Perceiver Resampler					GATED X	XATTN	-DENSE	Frozen LM				
	L	D	Η	Act.	L	D	Η	Act.	L	D	Н	Act.	
Flamingo-3B	6	1536	16	Sq. ReLU	24	2048	16	Sq. ReLU	24	2048	16	GeLU	
Flamingo-9B	6	1536	16	Sq. ReLU	10	4096	32	Sq. ReLU	40	4096	32	GeLU	
Flamingo	6	1536	16	Sq. ReLU	12	8192	64	Sq. ReLU	80	8192	64	GeLU	

L: Layers, D: Transformer Hidden Size, H: Number of heads

Appendix - Training the Image Encoder

- Details:
 - ALIGN and LTIP datasets
 - Resolution: 288 x 288
 - Embedding Size: 1376
 - Adam Opt.
 - Gradient clipping
- Evaluation
 - Zero-shot image classification -> Image-text retrieval
- Why use BERT?
 - To be able to extract contextual features rather than pure geometric features.
 - If trained with a LLM it generalizes better as a visual conditioner.

Appendix - Training the Image Encoder

- Trained from scratch with BERT language encoder
 - Text-to-image contrastive loss

$$L_{\text{contrastive:txt2im}} = -\frac{1}{N} \sum_{i}^{N} \log \left(\frac{\exp\left(L_{i}^{\top} V_{i} \beta\right)}{\sum_{j}^{N} \exp\left(L_{i}^{\top} V_{j} \beta\right)} \right)$$

• Image-to-text contrastive loss

$$L_{\text{contrastive:im2txt}} = -\frac{1}{N} \sum_{i}^{N} \log \left(\frac{\exp\left(V_{i}^{\top} L_{i}\beta\right)}{\sum_{j}^{N} \exp\left(V_{i}^{\top} L_{j}\beta\right)} \right)$$

Trainable inverse temperature parameter

Appendix - Visually Conditioned Large Language Models

• Examples are from Flamingo [2]

