

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person ARMISTICE CAPITAL, LLC		2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2018		
510 MADISON AVENUE, 7TH FLOOR,			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Street)	(City)	(State)	(Zip)		
NEW YORK, NY 10022					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/28/2018		P		26,499	A	\$ 3.12 (3)	18,116,499	D (1)	
Common Stock	12/28/2018		P		0	A	\$ 0	18,116,499	I	See Footnote (2)
Common Stock	12/28/2018		P		0	A	\$ 0	18,116,499	I	See Footnote (2)
Common Stock	12/31/2018		P		12,300	A	\$ 3.1773 (4)	18,128,799	D (1)	
Common Stock	12/31/2018		P		0	A	\$ 0	18,128,799	I	See Footnote (2)
Common Stock	12/31/2018		P		0	A	\$ 0	18,128,799	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
WARRANTS	\$ 0.4	12/27/2018		D (5)(6)		14,285,714		(5)(6)	06/30/2022	COMMON STOCK	14,285,714	(5)(6)	0	D (1)	
WARRANT	\$ 0.4	12/27/2018		D (5)(6)		0		(5)(6)	06/30/2022	COMMON STOCK	0	(5)(6)	0	I	See Footnote (2)
WARRANT	\$ 0.4	12/27/2018		D (5)(6)		0		(5)(6)	06/30/2022	COMMON STOCK	0	(5)(6)	0	I	See Footnote (2)
SERIES B WARRANT	\$ 2	12/27/2018		A (5)(6)		2,857,143		(5)(6)	12/27/2023	SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	2,857,143	(5)(6)	0 (5)(6)	D (1)	
SERIES B WARRANT	\$ 2	12/27/2018		A (5)(6)		0		(5)(6)	12/27/2023	SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	0	(5)(6)	0 (5)(6)	I	See Footnote (2)
SERIES B WARRANT	\$ 2	12/27/2018		A (5)(6)		0		(5)(6)	12/27/2023	SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	0	(5)(6)	0 (5)(6)	I	See Footnote (2)
SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	(5)(6)	12/27/2018		A (5)(6)		2,857,143		(5)(6)	(5)(6)	COMMON STOCK	14,285,715	(5)(6)	2,857,143	D (1)	
SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	(5)(6)	12/27/2018		A (5)(6)		0		(5)(6)	(5)(6)	COMMON STOCK	0	(5)(6)	2,857,143	I	See Footnote (2)
SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	(5)(6)	12/27/2018		A (5)(6)		0		(5)(6)	(5)(6)	COMMON STOCK	0	(5)(6)	2,857,143	I	See Footnote (2)

WARRANT	\$ 12.5	12/27/2018		A(5)(6)	4,000,000		12/27/2018	06/27/2024	COMMON STOCK	4,000,000	(5) (6)	4,000,000	D (1)	
WARRANT	\$ 12.5	12/27/2018		A(5)(6)	0		12/27/2018	06/27/2024	COMMON STOCK	0	(5) (6)	4,000,000	I	See Footnote (2)
WARRANT	\$ 12.5	12/27/2018		A(5)(6)	0		12/27/2018	06/27/2024	COMMON STOCK	0	(5) (6)	4,000,000	I	See Footnote (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022	X	X		
Armistice Capital Master Fund Ltd. C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314 GRAND CAYMAN, E9 KY1-1104		X		
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022	X	X		

## Signatures

Armistice Capital, LLC, By: /s/ Steven Boyd, Managing Member		12/31/2018
<small>Signature of Reporting Person</small>		<small>Date</small>
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director		12/31/2018
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Steven Boyd		12/31/2018
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands corporation (the "Master Fund").
- (2) The reported securities are directly owned by the Master Fund, and may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of Armistice Capital Master Fund Ltd. The reported securities are not owned by the Reporting Person.
- (3) This constitutes the weighted average purchase price. The prices range from \$3.1020 to \$3.1425. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, Cerecor Inc. (the "Issuer"), or the Issuer, full information regarding the purchase price.
- (4) This constitutes the weighted average purchase price. The prices range from \$3.1650 to \$3.2580. The Reporting Person will provide upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the purchase price.
- (5) On December 27, 2018, the Issuer exchanged a common stock warrant issued to the Master Fund on April 27, 2017 for the purchase of up to 14,285,714 Shares with an exercise price of \$0.40 per share for a warrant (the "Exchanged Warrant") and the prior common stock warrant are identical other than the stock underlying each warrant. The Series B Preferred Stock may be converted into Shares at the discretion of the Issuer. The terms, including the economic terms, of the Exchanged Warrant and the prior common stock warrant are identical other than the stock underlying each warrant. The Series B Preferred Stock may be converted into Shares at the discretion of the Issuer. The Master Fund in a private placement warrants to purchase 4,000,000 Shares (the "New Warrant").
- (6) (continued from Footnote 5) In exchange for issuing the New Warrant, the Master Fund agreed to early exercise of the Exchanged Warrant and acquired an aggregate of 2,857,143 shares of the Series B Preferred Stock and paid the exercise price of \$1,142,857.14.

### Remarks:

Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed to constitute an offer of securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.