

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

(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 Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 510 MADISON AVENUE, 22ND FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2017							
(Street) NEW YORK, NY 10022		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					
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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)			

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

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### 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 (1) (2)	06/30/2017		j(1)(2)		14,285,714		06/30/2017	06/30/2022	COMMON STOCK	14,285,714	(1) (2)	14,285,714	D (3)	
WARRANTS	\$ 0.4 (1) (2)	06/30/2017		j(1)(2)		14,285,714		06/30/2017	06/30/2022	COMMON STOCK	14,285,714	(1) (2)	14,285,714	I	See Footnote (4)
WARRANTS	\$ 0.4 (1) (2)	06/30/2017		j(1)(2)		14,285,714		06/30/2017	06/30/2022	COMMON STOCK	14,285,714	(1) (2)	14,285,714	I	See Footnote (4)
SERIES A CONVERTIBLE PREFERRED STOCK	\$ 0.35 (1) (2)	06/30/2017		j(1)(2)		4,179		06/30/2017	(5)	COMMON STOCK	11,940,000	(1) (2)	4,179	D (3)	
SERIES A CONVERTIBLE PREFERRED STOCK	\$ 0.35 (1) (2)	06/30/2017		j(1)(2)		4,179		06/30/2017	(5)	COMMON STOCK	11,940,000	(1) (2)	4,179	I	See Footnote (4)
SERIES A CONVERTIBLE PREFERRED STOCK	\$ 0.35 (1) (2)	06/30/2017		j(1)(2)		4,179		06/30/2017	(5)	COMMON STOCK	11,940,000	(1) (2)	4,179	I	See Footnote (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE 22ND 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, 22ND FLOOR NEW YORK, NY 10022	X	X		

## Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	07/05/2017
<small>Signature of Reporting Person</small>	Date
Armistice Capital Master Fund, Ltd. By: /s/ Steven Boyd, Director	07/05/2017

Signature of Reporting Person

Date

/s/ Steven Boyd

07/05/2017

Signature of Reporting Person

Date

## 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).

These warrants and convertible preferred shares were acquired pursuant to a securities purchase agreement entered into on April 27, 2017, between the issuer and Armistice Capital Master Fund, Ltd. (the "Securities Purchase Agreement"). Pursuant to the Securities Purchase Agreement, Armistice Capital Master Fund, Ltd. agreed to purchase \$5 million of the issuer's securities, consisting of (i) 2,345,714 (1) shares of Common Stock at a purchase price of \$0.35 per share, subject to adjustment as provided in the Securities Purchase Agreement, (ii) 4,179 shares of the issuer's newly-created Series A Convertible Preferred Stock, which are convertible into 11,940,000 shares of Common Stock at a conversion price of \$0.35 per share, subject to adjustment as provided in the Securities Purchase Agreement, and (iii) warrants to purchase up to 14,285,714 shares of Common Stock at an exercise price of \$0.40 per share, subject to adjustment as provided in the Securities Purchase Agreement.

(Continued from Footnote 1) Pursuant to NASDAQ Capital Market rules and regulations, the Series A Preferred Stock became convertible into shares of Common Stock, and the warrants became (2) exercisable, upon the shareholders of the issuer approving the private placement on June 30, 2017. The foregoing description is not, and does not purport to be, complete, and is qualified in its entirety by reference to the full text of the Securities Purchase Agreement, which was filed on Exhibit 10.1 to the Form 8-K filed with the Securities and Exchange Commission by the issuer on April 28, 2017.

(3) The reported securities are directly owned by Armistice Capital Master Fund, Ltd.

The reported securities are directly owned by Armistice Capital Master Fund, Ltd., a Cayman Islands corporation, 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 may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital,

(4) LLC and Director of Armistice Capital Master Fund, Ltd. 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 an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(5) Each share of the Series A Convertible Preferred Stock is convertible at any time at the option of Armistice Capital Master Fund, Ltd. and has no expiration date.

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

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