

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 5)\*

Cerecor Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

15671L109

(CUSIP Number)

Tohuan Steve Chen  
c/o Armistice Capital LLC  
510 Madison Avenue  
22<sup>nd</sup> Floor  
New York, NY 10022

Telephone Number: (212) 231-4930

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

August 17, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUSIP No. 15671L109

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Armistice Capital, LLC
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
  
AF
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER  
  
0
  8. SHARED VOTING POWER  
  
31,765,714
  9. SOLE DISPOSITIVE POWER  
  
0
  10. SHARED DISPOSITIVE POWER  
  
31,765,714
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
31,765,714
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
64.7%
  14. TYPE OF REPORTING PERSON  
  
IA, OO
-

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CUSIP No. 15671L109

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Armistice Capital Master Fund, Ltd.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
  
WC
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
7. SOLE VOTING POWER  
  
0
  8. SHARED VOTING POWER  
  
31,765,714
  9. SOLE DISPOSITIVE POWER  
  
0
  10. SHARED DISPOSITIVE POWER  
  
31,765,714
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
31,765,714
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
64.7%
  14. TYPE OF REPORTING PERSON  
  
CO
-

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CUSIP No. 15671L109

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steven Boyd

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

31,765,714

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

31,765,714

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,765,714

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

64.7%

14. TYPE OF REPORTING PERSON

IN, HC

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Item 1. Security and Issuer.

The name of the issuer is Cerecor Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's principal executive offices is 400 E. Pratt Street, Suite 606, Baltimore, Maryland 21202. This Amendment No. 5 to Schedule 13D relates to the Issuer's Common Stock, \$0.001 par value (the "Shares").

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Item 2. Identity and Background.

(a), (f) The persons filing this statement are Armistice Capital, LLC, a Delaware limited liability company ("Armistice Capital"), Armistice Capital Master Fund, Ltd., a Cayman Islands corporation (the "Master Fund"), and Steven Boyd, a United States citizen ("Mr. Boyd", and collectively with Armistice Capital and the Master Fund, the "Reporting Persons").

(b), (c) Armistice Capital is an investment adviser registered with the Securities and Exchange Commission (the "SEC") that is principally engaged in the business of providing investment management services to private investment vehicles, including the Master Fund. The principal business address of Armistice Capital is 510 Madison Avenue, 22<sup>nd</sup> Floor, New York, New York 10022.

The Master Fund is principally engaged in the business of investing in securities. The principal business address of the Master Fund is c/o dms Corporate Services Ltd., 20 Genesis Close, P.O. Box 314, Grand Cayman KY1-1104, Cayman Islands. The board of directors of the Master Fund consists of Steven Boyd, Kevin A. Phillip and Gregory S. Bennett.

Steven Boyd is the managing member of Armistice Capital and a director of the Master Fund. Mr. Boyd's business address is 510 Madison Avenue, 22<sup>nd</sup> Floor, New York, New York 10022.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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Item 3. Source and Amount of Funds or Other Consideration.

The funds for the purchase of the 31,765,714 Shares beneficially owned by the Reporting Persons came from working capital of the Master Fund, which is the direct owner of the Shares. The net investment costs (including commissions, if any) of the Shares beneficially owned by the Reporting Persons is approximately \$11,556,633. No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes (including certain leverage arrangements) in the ordinary course of business.

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Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares for investment in the ordinary course of their investment activities based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

On August 17, 2018, the Issuer and the Master Fund entered into a securities purchase agreement (the "Securities Purchase Agreement"), pursuant to which the Master Fund agreed to purchase 1,000,000 Shares at a purchase price of \$3.91 per share. The Issuer also agreed in the Securities Purchase Agreement to register the Shares for resale pursuant to a registration statement to be filed with the SEC within 30 days.

The Issuer and the Master Fund also entered into a Registration Rights Agreement on August 20, 2018 (the "Registration Rights Agreement"), pursuant to which the Issuer has agreed to file a registration statement registering for resale the Shares sold in connection with the Securities Purchase Agreement.

The foregoing was a summary of certain material terms of the Securities Purchase Agreement and the Registration Rights Agreement. The foregoing descriptions are not, and do not purport to be, complete and are qualified in their entirety by reference to the full text of those agreements, which have been filed as Exhibits C and D, respectively, and are incorporated herein by reference.

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The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and/or the Issuer's board of directors (the "Board"), engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons' investment, reshaping the Issuer's corporate strategy, recommending business development transactions, proposing changes to management, operations and the structure of the Board (including the composition of the Board), purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Except as otherwise set forth herein, the Reporting Persons do not have any present plans or proposals which would relate to, or result in, the matters set forth in subparagraphs (a) – (j) of Item 4 of Schedule 13D. However, subject to market conditions and in compliance with applicable securities laws, the Reporting Persons reserve the right, at a later date, to effect one or more of such changes or transactions in the number of Shares they may be deemed to beneficially own.

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Item 5. Interest in Securities of the Issuer.

- (a) - (d) As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of 31,765,714 Shares, constituting 64.7% of the Shares, based upon 49,130,224 Shares outstanding as of the date hereof, as adjusted for warrants of the Issuer beneficially owned by the Reporting Persons and the Shares beneficially owned by the Reporting Persons pursuant to the Securities Purchase Agreement. Each of the Reporting Persons has the sole power to vote or direct the vote of 0 Shares and the shared power to vote or direct the vote of 31,765,714 Shares. Each of the Reporting Persons has the sole power to dispose or direct the disposition of 0 Shares and the shared power to dispose or direct the disposition of 31,765,714 Shares. Other than the Shares beneficially owned by the Reporting Persons pursuant to the Securities Purchase Agreement (as summarized in Item 4 above), the Shares beneficially owned by the Reporting Persons were purchased in open market transactions.

The transactions in the Shares by the Reporting Persons during the past sixty days are set forth on Exhibit B. Other than the Shares acquired by the Reporting Persons pursuant to the Securities Purchase Agreement (as described in Item 4 above), all of the reported transactions set forth on Exhibit B were conducted on the open market.

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(e) N/A

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Item 4 above is incorporated by reference in its entirety in this Item 6. The Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to securities of the Issuer that is not described in Item 4 above, described in a prior Schedule 13D filed by the Reporting Persons in respect of the Issuer and/or incorporated herein by reference.

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Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement

Exhibit B: Schedule of Transactions in the Shares

Exhibit C: Securities Purchase Agreement, dated August 17, 2018 (incorporated by reference to Exhibit 10.1 to the Form 8-K filed with the SEC by the Issuer on August 20, 2018)

Exhibit D: Registration Rights Agreement, dated August 20, 2018 (incorporated by reference to Exhibit 10.2 to the Form 8-K filed with the SEC by the Issuer on August 20, 2018)

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 20, 2018

(Date)

Armistice Capital, LLC\*

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Managing Member

Armistice Capital Master Fund, Ltd.

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Director

Steven Boyd\*

/s/ Steven Boyd

\* The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interests therein, and this report shall not be deemed an admission that such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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AGREEMENT

The undersigned agree that this Amendment No. 5 to Schedule 13D, dated August 20, 2018, relating to the Common Stock, \$0.001 par value, of Cerecor Inc. shall be filed on behalf of the undersigned.

August 20, 2018

(Date)

Armistice Capital, LLC

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Managing Member

Armistice Capital Master Fund, Ltd.

By: /s/ Steven Boyd

Name: Steven Boyd

Title: Director

Steven Boyd

/s/ Steven Boyd

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## Schedule of Transactions in the Shares

Trade Date	Purchase/Sale	Quantity	Price
06/28/2018	Purchase	12,000	\$4.03
06/28/2018	Purchase	2,400	\$4.20
07/02/2018	Purchase	3,800	\$4.28
07/16/2018	Purchase	13,800	\$4.26
07/16/2018	Purchase	4,000	\$4.25
07/17/2018	Purchase	9,719	\$4.30
07/18/2018	Purchase	2,500	\$4.35
07/25/2018	Purchase	7,700	\$4.34
07/26/2018	Purchase	4,081	\$4.48
07/27/2018	Purchase	10,000	\$4.41
07/27/2018	Purchase	5,000	\$4.44
07/27/2018	Purchase	2,145	\$4.44
07/30/2018	Purchase	2,200	\$4.26
07/31/2018	Purchase	655	\$4.21
08/17/2018	Purchase*	1,000,000	\$3.91

\* These Shares were acquired by the Reporting Persons pursuant to the Securities Purchase Agreement (as described in Item 4 above).