

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR,		3. Date of Earliest Transaction (Month/Day/Year) 03/16/2020			
(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)		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	03/16/2020		J		3,455,129	D	\$ 0	26,209,386	D	(1)
Common Stock	03/16/2020		J		0	D	\$ 0	26,209,386	I	See Footnote (2)
Common Stock	03/16/2020		J		0	D	\$ 0	26,621,828	I	See Footnote (3)
Common Stock								675,000	I	See Footnote (4)

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				

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		03/16/2020
<small>Signature of Reporting Person</small>		Date
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director		03/16/2020
<small>Signature of Reporting Person</small>		Date
/s/ Steven Boyd		03/16/2020
<small>Signature of Reporting Person</small>		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).
- (1) The reported shares of the issuer's common stock (the "Shares") are directly owned by Armistice Capital Master Fund Ltd. (the "Master Fund"), a Cayman Islands corporation.
- (2) The reported Shares may be deemed to be indirectly beneficially owned by Armistice Capital, LLC ("Armistice Capital"), a Delaware limited liability company, as the investment manager of the Master Fund.
- (3) Steven Boyd ("Mr. Boyd") may be deemed to indirectly beneficially own 26,209,386 Shares in his capacity as the Managing Member of Armistice Capital, the investment manager of the Master Fund. Mr. Boyd may also be deemed to directly own 412,442 Shares as a result of an in-kind distribution of Shares by the Master Fund to certain of its direct and indirect investors. For the avoidance of doubt, no Shares were sold by any of the reporting persons.
- (4) The reported securities are directly owned by a separately managed account client (the "SMA") of Armistice Capital, and may be deemed to be indirectly beneficially owned by Armistice Capital as the investment manager of such SMA. The reported securities may also be deemed to be indirectly beneficially owned by the SMA.
- (5) The reported transaction was an in-kind distribution of Shares by the Master Fund to certain of its direct and indirect investors. For the avoidance of doubt, no Shares were sold by any of the reporting persons.

Remarks:

Armistice Capital, the Master Fund and Mr. Boyd disclaim beneficial ownership of the reported Shares except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that any of them are beneficial owners of the reported Shares.

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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