

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"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR,		3. Date of Earliest Transaction (Month/Day/Year) 04/15/2021			
(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	04/15/2021		C(3)		6,285,715	A	\$ 2 (3)	38,920,000	D (1)	
Common Stock	04/15/2021		C(3)		0	A	\$ 0	38,920,000	I	See Footnote (1)
Common Stock								412,442	D (2)	

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						
SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	\$ 2	04/15/2021		C(3)				1,257,143		01/22/2020	(4)	COMMON STOCK	6,285,715	(3)	0	D (1)	
SERIES B NON-VOTING CONVERTIBLE PREFERRED STOCK	\$ 2	04/15/2021		C(3)				0		01/22/2020	(4)	COMMON STOCK	0	(3)	0	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	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		04/19/2021
<small>Signature of Reporting Person</small>		<small>Date</small>
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director		04/19/2021
<small>Signature of Reporting Person</small>		<small>Date</small>
/s/ Steven Boyd		04/19/2021
<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).
- The reported securities of Cerecor Inc. (the "Issuer") are directly held by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"), and may be deemed to be indirectly beneficially owned by: (i) Armistice Capital, LLC ("Armistice Capital"), as the (1) manager of the Master Fund; and (ii) Steven Boyd, as the Managing Member of Armistice Capital ("Mr. Boyd"), and collectively with the Master Fund and Armistice Capital, the "Reporting Persons". Armistice Capital and Mr. Boyd disclaim beneficial ownership of the reported securities extent of their respective pecuniary interests 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 (the "Exchange Act"), or for any other purpose.
- (2) The reported securities are directly owned by Mr. Boyd in his personal capacity.
- (3) Pursuant to a conversion election, the reported securities were converted by the Reporting Persons on April 15, 2021 into shares of the Issuer's Common Stock, \$0.001 par value. This transaction is exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-6(b) promulgated under the Exchange Act.
- (4) The shares of the Issuer's Series B Non-Voting Convertible Preferred Stock do not have an expiration date.

Remarks:
Each of the Master Fund and Armistice Capital may be deemed a director by deputization of the Issuer by virtue of the fact that Steven Boyd, a representative of the Master Fund and Armistice Capital, currently serve on the Issuer's board.

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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