# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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#### **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. )\*

(Amendment No)"			
Cerecor Inc.			
(Name of Issuer)			
Common Stock, \$.001 par value per share			
(Title of Class of Securities)			
15671L109			
(CUSIP Number)			
December 31, 2015			
(Date of Event Which Requires Filing of this Statement)			
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:			
□ Rule 13d-1(b)			
□ Rule 13d-1(c) □ Rule 13d-1(d)			
*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			

\*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	New Enterprise	New Enterprise Associates 14, L.P.			
2			PRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
			(a) □ (b) □		
3	SEC USE ONLY	SEC USE ONLY			
4	CITIZENSHIP (	OR PI	ACE OF ORGANIZATION		
	Cayman Islands	exem	pted limited partnership		
		5	SOLE VOTING POWER		
NUME	BER OF		0 shares		
	ARES ICIALLY	6	SHARED VOTING POWER		
	ED BY		594,245 shares		
	ACH	7	SOLE DISPOSITIVE POWER		
	RTING RSON		0 shares		
W	ITH	8	SHARED DISPOSITIVE POWER		
			594,245 shares		
9	AGGREGATE A	AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	594,245 shares	594 245 shares			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE				
	INSTRUCTIONS)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	6.9%				
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	PN				

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	NEA Partners	NEA Partners 14, L.P.			
2			PRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
			(a) □ (b) □		
3	SEC USE ONI	.Y	(b) Li		
4	CITIZENSHIP	OR PL	ACE OF ORGANIZATION		
	Cayman Island	s exemp	ted limited partnership		
		5	SOLE VOTING POWER		
NUME	BER OF		0 shares		
	ARES	6	SHARED VOTING POWER		
· ·	ICIALLY ED BY		594,245 shares		
	CH	7	SOLE DISPOSITIVE POWER		
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W	ITH	8	SHARED DISPOSITIVE POWER		
			594,245 shares		
9	AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	594,245 shares				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE				
	INSTRUCTIONS)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	6.9%				
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	PN				

1	NAMES OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	NEA 14 GP, LTD				
2			OPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2	CHECK III	LMIK	(a) $\Box$		
			(b) □		
3	SEC USE O	NLY			
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION		
	Cayman Isla		npted company SOLE VOTING POWER		
		5	SOLE VOTING POWER		
NUMB	ER OF		0 shares		
SHA		6	SHARED VOTING POWER		
BENEFIC			504.245 days		
OWNE EAG		7	594,245 shares SOLE DISPOSITIVE POWER		
REPOR	-	,	SOLE DISTOSITIVE TOWER		
PERS	SON		0 shares		
WIT	ГН	8	SHARED DISPOSITIVE POWER		
			594,245 shares		
9	AGGREGA	ТЕ АМО	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	504 245 abov	*05			
10	594,245 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE				
10	INSTRUCTIONS)				
11	DED CENT OF CLASS DEDDESCRITED BY AMOUNT BY DOWN				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	6.9%				
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	CO				

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1	NAMES OF	DEDO	DTING DEDSONS	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	I.R.S. IDENTIFICATION NOS. OF ABOVE FERSONS (ENTITIES ONLT)			
	M. James B	arrett		
2	CHECK TH	IE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
			(a) <u>—</u>	
	and tide o	N 17 X 7	(b) 🗆	
3	SEC USE C	INLY		
4	CITIZENSI	HIP OR	PLACE OF ORGANIZATION	
-				
	United State			
		5	SOLE VOTING POWER	
NUMBE	ER OF		0 shares	
SHAR		6	SHARED VOTING POWER	
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OWNEI	O BY		594,245 shares	
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PERS WIT		8	0 shares SHARED DISPOSITIVE POWER	
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			594,245 shares	
9	AGGREGA	TE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	594,245 shares			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE			
	INSTRUCTIONS)			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
	6.9%			
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
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1	NAMES OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
		Peter J. Barris			
2	CHECK THI	E APPR	OPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □		
			(a) □ (b) □		
3	SEC USE Of	NLY			
4	CITIZENSH	IP OR F	PLACE OF ORGANIZATION		
	United States	S			
		5	SOLE VOTING POWER		
NUME	BER OF		0 shares		
SHA	ARES	6	SHARED VOTING POWER		
	ICIALLY ED BY		594,245 shares		
	СН	7	SOLE DISPOSITIVE POWER		
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	RSON ITH	8	0 shares SHARED DISPOSITIVE POWER		
		Ü	504045.4		
9	AGGREGAT	ΓΕ ΔΜΟ	594,245 shares OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
,		AGGREGATE AWOUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON			
10	594,245 shares				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
12		6.9% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
12					
	IN				

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	1.K.S. IDE1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Forest Bask				
2	CHECK TH	HE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) □		
			(a) □ (b) □		
3	SEC USE C	ONLY			
4	CITIZENS	HIP OR	PLACE OF ORGANIZATION		
	United State	ec			
	Office State	5	SOLE VOTING POWER		
	ED 05				
NUMB SHA	-		0 shares SHARED VOTING POWER		
BENEFIC		6	SHARED VOTING FOWER		
OWNE	ED BY		594,245 shares		
EAG		7	SOLE DISPOSITIVE POWER		
REPOR PERS			0 shares		
WI		8	SHARED DISPOSITIVE POWER		
			504.245.1		
9	AGGREGA	TE AM	594,245 shares OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	AGGREGA	IL AW	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	594,245 shares				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE				
	INSTRUCTIONS)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	6.9%				
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
	IN				
	11N				

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1			EPORTING PERSONS ICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Anthony A. Florence, Jr.		
2			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) □  (b) □
3	SEC USE	ONL	V
4	CITIZEN	SHIP	OR PLACE OF ORGANIZATION
	United St	ates	
		5	SOLE VOTING POWER
NUMBER	R OF		0 shares
SHARE BENEFICIA		6	SHARED VOTING POWER
OWNED			594,245 shares
EACH REPORT		7	SOLE DISPOSITIVE POWER
PERSO			0 shares
WITH	ſ	8	SHARED DISPOSITIVE POWER
			594,245 shares
9	AGGREC	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	594,245 s	hares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SE		
	INSTRUCTIONS)		
11	PERCEN	T OF	CLASS REPRESENTED BY AMOUNT IN ROW 9
	6.9%		
12	TYPE OF	REP	ORTING PERSON (SEE INSTRUCTIONS)
	IN		

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1		EPORTING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Patrick J. Kerins		
2		APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) $\Box$	
3	SEC USE ONL	Y (b) □	
4	CITIZENSHIP	OR PLACE OF ORGANIZATION	
	United States c		
	5	SOLE VOTING POWER	
NUMBEI	R OF	0 shares	
SHARI BENEFICI OWNED	ALLY	SHARED VOTING POWER 594,245 shares	
EACH REPORT PERSO	ING	SOLE DISPOSITIVE POWER  0 shares	
WITH		SHARED DISPOSITIVE POWER	
9	AGGREGATE	594,245 shares AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	594,245 shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □		
11	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.9%		
12	TYPE OF REP	ORTING PERSON (SEE INSTRUCTIONS)	
	IN		

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1	NAMESO	EDE	PORTING PERSONS	
1			ICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	TAGE IDENTIFICATION TOOL OF THE VETERISONS (ENTITLES ONE)			
	Krishna S.	Koll	uri	
2	CHECK TI	HE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
			(a) <u> </u>	
	and light	O	(b) 🗆	
3	SEC USE (	JNL	Y	
4	CITIZENS	HIP	OR PLACE OF ORGANIZATION	
-				
	United Stat			
		5	SOLE VOTING POWER	
NUMBER	OF		0 shares	
SHARE	_	6	SHARED VOTING POWER	
BENEFICIA		U	SINALES TO THIS TO WER	
OWNED	BY		594,245 shares	
EACH		7	SOLE DISPOSITIVE POWER	
REPORT			0.4	
PERSO WITH		8	0 shares SHARED DISPOSITIVE POWER	
WIIII		o	SHARED DISTOSITIVE FOWER	
			594,245 shares	
9	AGGREGA	ATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	594,245 sha		E THE A CORECATE AMOUNT BUROW (A) EVOLUDES CERTAIN SWARES (SEE	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □			
	INSTRUCTIONS)			
11	PERCENT	OF (	CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.00/			
1.	6.9%	DED.	ODTING DEDGOM (SEE DISTRICTIONS)	
12	TYPE OF I	KEP(	ORTING PERSON (SEE INSTRUCTIONS)	
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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
David M. Mott			
ES (SEE			
29 (SEE			
INSTRUCTIONS)			

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4	NIAMEC	OF REPORTING PERSONS	
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	1.K.S. IDENTIFICATION NOS. OF ABOVE LEASONS (ENTITLES ONE I)		
	Scott D.	Sandell	
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) 🗆		
		(b) 🗆	
3	SEC US	E ONLY	
4	CITIZE	NSHIP OR PLACE OF ORGANIZATION	
4	CITIZE	NOTIFICE OF OROTHVETTION	
	United S	States	
	5	SOLE VOTING POWER	
	_		
NUMBER C		0 shares	
SHARES BENEFICIAL	1 V 6	SHARED VOTING POWER	
OWNED BY		594.245 shares	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTIN		SOLL DIGIOSITIVE TO WERE	
PERSON		0 shares	
WITH	8	SHARED DISPOSITIVE POWER	
	A G G D E	594,245 shares	
9	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	594,245	shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
10	(SEE INSTRUCTIONS)		
	(3		
11	PERCE	NT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	6.9%		
12		OF REPORTING PERSON (SEE INSTRUCTIONS)	
14	1111111	A REFORTING LERBON (DEE INDIROCTIONS)	
	IN		

1		MES OF REPORTING PERSONS		
	I.R.S	S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
		r W. Sonsini		
2	CHE	ECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
		(a) 🗆		
		(b) □		
3	SEC	USE ONLY		
4	CITI	IZENSHIP OR PLACE OF ORGANIZATION		
		ed States		
	5	SOLE VOTING POWER		
NIIIMPED OF	,	0.1		
NUMBER OF	_	0 shares		
SHARES	6	SHARED VOTING POWER		
BENEFICIALL OWNED BY	-	594.245 shares		
	-	,		
EACH REPORTING	7	SOLE DISPOSITIVE POWER		
PERSON		0 shares		
WITH	8	SHARED DISPOSITIVE POWER		
WIII	ð	SHARED DISPOSITIVE POWER		
		594.245 shares		
9	A GC	GREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	AUC	JALOATE AMOONT DENETICIALET OWNED DI EACH REFORTING FERSON		
	594	245 shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN			
SHARES (SEE INSTRUCTIONS)				
		(		
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	6.9%	$_{0}^{\prime}$		
12	TYP	E OF REPORTING PERSON (SEE INSTRUCTIONS)		
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	IN			

1		IES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Rayi Viswanathan		
2		CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	CIIL	$(a) \square$	
		(b) $\Box$	
3	SEC	USE ONLY	
4	CITI	ZENSHIP OR PLACE OF ORGANIZATION	
	T Lade	A Chahan	
		d States SOLE VOTING POWER	
	5	SOLE VOTING FOWER	
NUMBER OF	3	0 shares	
SHARES	6	SHARED VOTING POWER	
BENEFICIALL			
OWNED BY		594,245 shares	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING	ì	O de cons	
PERSON WITH	0	0 shares SHARED DISPOSITIVE POWER	
WIIH	8	SHAKED DISPOSITIVE POWEK	
		594,245 shares	
9	AGG	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	594,245 shares		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		
	SHARES (SEE INSTRUCTIONS) □		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
11	1 12100	SEAT OF CEASO REFREDERIED DT AMOUNT IN NOW 7	
	6.9%		
12		E OF REPORTING PERSON (SEE INSTRUCTIONS)	
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1		MES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
		y R. Weller		
2	CHE	ECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) 🗆			
		(b) 🗆		
3	SEC	USE ONLY		
4	CIT	IZENSHIP OR PLACE OF ORGANIZATION		
		10.		
		ed States		
	5	SOLE VOTING POWER		
NUMBER OF	, [ ]	0 shares		
SHARES	6	SHARED VOTING POWER		
BENEFICIALLY		SHAKED VOTING FOWEK		
OWNED BY	-	594,245 shares		
EACH	7	SOLE DISPOSITIVE POWER		
REPORTING		SOLD DISTOSTITUDIO WER		
PERSON		0 shares		
WITH	8	SHARED DISPOSITIVE POWER		
		594,245 shares		
9	AGO	GREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	594,245 shares			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN			
SHARES (SEE INSTRUCTIONS) □		ARES (SEE INSTRUCTIONS) $\square$		
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	6.004			
12	6.9%	PE OF REPORTING PERSON (SEE INSTRUCTIONS)		
12	IYP	TE OF KEPOKTING PEKSON (SEE INSTRUCTIONS)		
	IN			
	11.4			

#### Item 1(a). Name of Issuer:

Cerecor Inc. (the "Issuer").

#### Item 1(b). Address of Issuer's Principal Executive Offices:

400 E. Pratt Street, Suite 606, Baltimore, Maryland 21202.

#### Item 2(a). Names of Persons Filing:

This statement is being filed by New Enterprise Associates 14, L.P. ("NEA 14"); NEA Partners 14, L.P. ("NEA Partners 14"), which is the sole general partner of NEA 14; NEA 14 GP, LTD ("NEA 14 GP"), which is the sole general partner of NEA Partners 14; and M. James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Anthony A. Florence, Jr. ("Florence"), Patrick J. Kerins ("Kerins"), Krishna S. Kolluri ("Kolluri"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell"), Peter W. Sonsini ("Sonsini"), Ravi Viswanathan ("Viswanathan") and Harry R. Weller ("Weller") (collectively, the "Directors"). The Directors are the individual directors of NEA 14 GP. NEA 14, NEA Partners 14, NEA 14 GP and the Directors are sometimes referred to collectively herein as the "Reporting Persons".

#### Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of NEA 14, NEA Partners 14 and NEA 14 GP is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Baskett, Kolluri, Sandell, Sonsini and Viswanathan is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barrett, Barris, Florence, Kerins, Mott and Weller is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815.

#### Item 2(c). <u>Citizenship</u>:

Each of NEA 14 and NEA Partners 14 is a Cayman Islands exempted limited partnership. NEA 14 GP is a Cayman Islands exempted company. Each of the Directors is a United States citizen.

#### Item 2(d). <u>Title of Class of Securities</u>:

Common Stock, \$.001 par value ("Common Stock").

#### Item 2(e). <u>CUSIP Number</u>:

15671L109.

### Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

#### Item 4. Ownership.

- (a) Amount Beneficially Owned: NEA 14 is the record owner of 594,245 shares of Common Stock as of December 31, 2015 (the "Shares"). As the sole general partner of NEA 14, NEA Partners 14 may be deemed to own beneficially the Shares. As the sole general partner of NEA Partners 14, NEA 14 GP likewise may be deemed to own beneficially the Shares. As the individual Directors of NEA 14 GP, each of the Directors also may be deemed to own beneficially the Shares.
- (b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheet for each Reporting Person are calculated based on 8,630,143 shares of Common Stock reported by the Issuer to be outstanding as of November 13, 2015 on Form 10-Q as filed with the Securities and Exchange Commission on November 13, 2015.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
  - (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.
  - (iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
  - (iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such Securities except for the shares, if any, such Reporting Person holds of record.

## Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.</u>

Not applicable.

#### Item 8. <u>Identification and Classification of Members of the Group.</u>

Not applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

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# Item 9. <u>Notice of Dissolution of Group.</u>

Not applicable.

## Item 10. <u>Certification</u>.

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

## Material to be Filed as Exhibits.

 $Exhibit \ 1-Agreement \ regarding \ filing \ of \ joint \ Schedule \ 13G.$ 

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

# **SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

State III C	iii is ii uc	, complete	and correct	••	
Date:	Februa	ry 1, 2016	6		
NEW E	NTERPI	RISE ASS	OCIATES 1	14, L.P.	
By:		ARTNER	S 14, L.P.		
	By:	NEA 14 General	GP, LTD Partner		
		Ву:	* Peter J. Bar Director	Tis	
NEA PA	ARTNER	RS 14, L.P			
By: NEA 14 GP, LTD General Partner					
	By:	Peter J. Director			-
NEA 14	GP, LT	D			
Ву:	Peter J. Directo			_	
*					
Michael	l James E	Barrett			
*					
Peter J.	Barris				

Forest Baskett

CUSIP No. 15671L109	)
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Anthony A. Florence, Jr.
*
Patrick J. Kerins
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Krishna S. Kolluri
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David M. Mott
*
Scott D. Sandell
*
Peter W. Sonsini
*
Ravi Viswanathan

Harry R. Weller

\*By: /s/ Louis S. Citron

Louis S. Citron As attorney-in-fact

This Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

## **EXHIBIT 1**

## AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Cerecor Inc.

EXECUTED this 1st day of February, 2016

NEW E	NTERPR	RISE ASS	SOCIATES 1	4, L.P.	
Ву:	NEA PA		S 14, L.P.		
	By:	NEA 14 General	GP, LTD Partner		
		Ву:	* Peter J. Bar Director	ris	
NEA PA	ARTNER	S 14, L.P	<b>)</b> .		
Ву:	NEA 14 General	GP, LTI Partner	)		
	Ву:	Peter J. Directo			-
NEA 14	GP, LTI	D			
Ву:	Peter J. Directo			_	
*					
Michael	James B	Barrett			
*				i	
Peter J.	Barris				

Forest Baskett

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Anthony A. Florence, Jr.
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Patrick J. Kerins
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Krishna S. Kolluri
*
David M. Mott
*
Scott D. Sandell
*
Peter W. Sonsini
*
Ravi Viswanathan
*

Harry R. Weller

\*By: /s/ Louis S. Citron

Louis S. Citron As attorney-in-fact

This Agreement was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

#### **EXHIBIT 2**

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of August, 2013.

/s/ M. James Barrett
M. James Barrett

/s/ Peter J. Barris

Peter J. Barris

/s/ Forest Baskett Forest Baskett

/s/ Rohini Chakravarthy Rohini Chakravarthy

/s/ Patrick Chung Patrick Chung

/s/ Ryan Drant Ryan Drant

/s/ Anthony A. Florence Anthony A. Florence

/s/ Robert Garland Robert Garland

<u>/s/ Paul Hsiao</u> Paul Hsiao /s/ Patrick J. Kerins

Patrick J. Kerins

/s/ Suzanne King Suzanne King

/s/ Krishna S. Kolluri

Krishna S. Kolluri

/s/ C. Richard Kramlich

C. Richard Kramlich

/s/ Edward Mathers

**Edward Mathers** 

/s/ David M. Mott

David M. Mott

/s/ John M. Nehra

John M. Nehra

/s/ Charles W. Newhall III

Charles W. Newhall III

/s/ Jason R. Nunn

Jason R. Nunn

/s/ Jon Sakoda

Jon Sakoda

/s/ Scott D. Sandell

Scott D. Sandell

/s/ Peter W. Sonsini

Peter W. Sonsini

/s/ A. Brooke Seawell

A. Brooke Seawell

/s/ Ravi Viswanathan

Ravi Viswanathan

/s/ Paul E. Walker

Paul E. Walker

/s/ Harry Weller

Harry Weller