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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. 1)\*

**Cerecor Inc.**

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(Name of Issuer)

**Common Stock, \$.001 par value per share**

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(Title of Class of Securities)

**15671L109**

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(CUSIP Number)

**December 31, 2016**

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(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 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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**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"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell"), Peter W. Sonsini ("Sonsini"), Ravi Viswanathan ("Viswanathan") (collectively, the "Directors") and Krishna S. Kolluri ("Kolluri") and Harry R. Weller ("Weller"). The Directors are the individual directors of NEA 14 GP. The persons named in this Item 2(a) 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, 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 and Mott is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815.

**Item 2(c). Citizenship:**

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). Title of Class of Securities:**

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

**Item 2(e). CUSIP Number:**

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.

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**Item 4. Ownership.**

Not applicable.

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

Each Reporting Person has ceased to beneficially own five percent (5%) or more of the Issuer's outstanding Common Stock.

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

Not applicable.

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

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

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

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

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.

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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.

Date: February 6, 2017

NEW ENTERPRISE ASSOCIATES 14, L.P.

By: NEA PARTNERS 14, L.P.  
General Partner

By: NEA 14 GP, LTD  
General Partner

By: \_\_\_\_\_\*  
Peter J. Barris  
Director

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD  
General Partner

By: \_\_\_\_\_\*  
Peter J. Barris  
Director

NEA 14 GP, LTD

By: \_\_\_\_\_\*  
Peter J. Barris  
Director

\_\_\_\_\_\*  
Michael James Barrett

\_\_\_\_\_\*  
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

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David M. Mott

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Scott D. Sandell

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\_\_\_\_\_  
Peter W. Sonsini

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\_\_\_\_\_  
Ravi Viswanathan

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\_\_\_\_\_  
Harry R. Weller

\*By: /s/ Louis S. Citron \_\_\_\_\_  
Louis S. Citron  
As attorney-in-fact

This Amendment No. 1 to 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.

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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 6<sup>th</sup> day of February, 2017.

NEW ENTERPRISE ASSOCIATES 14, L.P.

By: NEA PARTNERS 14, L.P.  
General Partner

By: NEA 14 GP, LTD  
General Partner

By: \_\_\_\_\_  
\*  
Peter J. Barris  
Director

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD  
General Partner

By: \_\_\_\_\_  
\*  
Peter J. Barris  
Director

NEA 14 GP, LTD

By: \_\_\_\_\_  
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Peter J. Barris  
Director

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Michael James Barrett

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Peter J. Barris

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Forest Baskett



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Anthony A. Florence, Jr.

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Patrick J. Kerins

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Krishna S. Kolluri

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David M. Mott

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Scott D. Sandell

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Peter W. Sonsini

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\_\_\_\_\_  
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.

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## 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 1<sup>st</sup> 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

/s/ Paul Hsiao  
Paul Hsiao

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/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