

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 * Marcus Ronald			2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Chief Medical Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/20/2015					
400 E. PRATT STREET, SUITE 606								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
BALTIMORE, MD 21202								
(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	10/20/2015		J		5,383	A	(1)	5,383	D	
Common Stock	10/20/2015		P		16,924	A	(2)	22,307	D	
Common Stock	10/20/2015		P		13,693	A	(3)	36,000	D	

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		Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$ 6.49	10/20/2015		A		15,000	(4)	10/19/2024	Common Stock	15,000	\$ 0	15,000	D	
Class A Warrant (Right to Buy)	\$ 4.55	10/20/2015		J		5,383	(1)	10/20/2018	Common Stock	5,383	(1)	5,383	D	
Class B Warrant (Right to Buy)	\$ 3.9	10/20/2015		J		5,383	(1)	04/20/2017	Common Stock	2,691.50	(1)	5,383	D	
Class A Warrant (Right to Buy)	\$ 4.55	10/20/2015		P		16,924	(2)	10/20/2018	Common Stock	16,924	(2)	22,307	D	
Class B Warrant (Right to Buy)	\$ 3.9	10/20/2015		P		16,924	(2)	04/20/2017	Common Stock	8,462	(2)	22,307	D	
Class A Warrant (Right to Buy)	\$ 4.55	10/20/2015		P		13,693	(3)	10/20/2018	Common Stock	13,693	(3)	36,000	D	
Class B Warrant (Right to Buy)	\$ 3.9	10/20/2015		P		13,693	(3)	04/20/2017	Common Stock	6,846.50	(3)	36,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marcus Ronald 400 E. PRATT STREET, SUITE 606 BALTIMORE, MD 21202			Chief Medical Officer	

Signatures

/s/ Mariam E. Morris by Power of Attorney previously filed <small>Signature of Reporting Person</small>		10/20/2015 <small>Date</small>
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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 are included within 5,383 units issued upon the closing of the Issuer's initial public offering at the initial public offering price of \$6.50 per unit. Each unit consists of one share of Common Stock, one Class A Warrant to purchase one share of Common Stock and one Class B Warrant to purchase one-half share of Common Stock. The components of the units will begin to trade separately on the first trading day following the 60th day after the closing of the issuer's initial public offering, unless the Issuer's underwriters determine that an earlier date is acceptable.

(1) The reported securities are included within 16,924 units purchased by the reporting person for \$6.40 per unit. Each unit consists of one share of Common Stock, one Class A Warrant to purchase one share of Common Stock and one Class B Warrant to purchase one-half share of Common Stock. The components of the units will begin to trade separately on the first trading day following the 60th day after the closing of the issuer's initial public offering, unless the Issuer's underwriters determine that an earlier date is acceptable.

(2) The reported securities are included within 13,693 units purchased by the reporting person for \$6.3943 per unit. Each unit consists of one share of Common Stock, one Class A Warrant to purchase one share of Common Stock and one Class B Warrant to purchase one-half share of Common Stock. The components of the units will begin to trade separately on the first trading day following the 60th day after the closing of the issuer's initial public offering, unless the Issuer's underwriters determine that an earlier date is acceptable.

(3) The Stock Option vests in four equal installments on October 20, 2016, 2017, 2018 and 2019.

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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