

# 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 * Apple Tree Partners IV, L.P.			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 Officer (give title below) Other (specify below)		
(Last) 230 PARK AVENUE, SUITE 2800	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/20/2015					
(Street) NEW YORK, NY 10169	(City)	(State)	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		

**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		C		595,436	A	(1)	595,436	D (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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	Amount or Number of Shares				
Series B Convertible Preferred Stock	(1)	10/20/2015		C		16,672,224	(1)	(1)	Common Stock	595,436	\$ 0	0	D (2)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apple Tree Partners IV, L.P. 230 PARK AVENUE, SUITE 2800 NEW YORK, NY 10169	X	X		
ATP III GP, Ltd. 230 PARK AVENUE, SUITE 2800 NEW YORK, NY 10169	X	X		
Harrison Seth Loring 230 PARK AVENUE, SUITE 2800 NEW YORK, NY 10169	X	X		

## Signatures

By Seth L. Harrison, Director of ATP III GP, Ltd, general partner of Apple Tree Partners IV, L.P. /s/ Seth L. Harrison		10/20/2015
Signature of Reporting Person		Date
By Seth L. Harrison, Director of ATP III GP, Ltd. /s/ Seth L. Harrison		10/20/2015
Signature of Reporting Person		Date
/s/ Seth L. Harrison		10/20/2015
Signature of Reporting Person		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).

The shares of Series B Convertible Preferred Stock (the "Series B Shares") automatically converted into Common Stock on a 1-for-0.03571 basis and had no expiration date.  
(2) These shares are held by Apple Tree Partners IV, L.P. ("ATP IV"). ATP III GP, Ltd. (the "GP") is the sole general partner of ATP IV. Dr. Seth L. Harrison is the sole director of the GP.  
Dr. Seth L. Harrison disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

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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