

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 * MPM BIOVENTURES V, 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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) C/O MPM ASSET MANAGEMENT, 450 KENDALL STREET	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/20/2015					
(Street) CAMBRIDGE, MA 02142			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	10/20/2015		C		595,436	A	(1)	595,436	I	See Footnote (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		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	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES V, L.P. C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
MPM ASSET MANAGEMENT INVESTORS BV5 LLC C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
MPM BIOVENTURES V GP LLC C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
MPM BIOVENTURES V LLC C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
EVNIN LUKE C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		

KAILIAN VAUGHN M C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
Scopa James Paul C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
Foley Todd C/O MPM ASSET MANAGEMENT 450 KENDALL STREET CAMBRIDGE, MA 02142		X		

Signatures

By Ansbert Gadicke, member of MPM BioVentures V LLC, the managing member of MPM BioVentures V GP LLC /s/ Ansbert Gadicke		10/20/2015
**Signature of Reporting Person		Date
By Ansbert Gadicke, member of MPM BioVentures V LLC, the managing member of MPM BioVentures V GP LLC, the general partner of MPM BioVentures V, L.P. /s/ Ansbert Gadicke		10/20/2015
**Signature of Reporting Person		Date
By Ansbert Gadicke, member of MPM BioVentures V LLC, the manager of MPM Asset Management Investors BV5 LLC /s/ Ansbert Gadicke		10/20/2015
**Signature of Reporting Person		Date
/s/ Luke Evnin		10/20/2015
**Signature of Reporting Person		Date
/s/ Todd Foley		10/20/2015
**Signature of Reporting Person		Date
/s/ Ansbert Gadicke		10/20/2015
**Signature of Reporting Person		Date
/s/ Vaughn M. Kailian		10/20/2015
**Signature of Reporting Person		Date
/s/ James Paul Scopa		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).

(1) 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.

The shares are held as follows: 573,170 by MPM BioVentures V, L.P. ("BV V") and 22,266 by MPM Asset Management Investors BV5 LLC ("AM BV5"). MPM BioVentures V GP LLC ("BV GP") is the general partner of BV V. MPM BioVentures V LLC ("BV LLC") is the managing member of BV GP and AM BV5. Ansbert Gadicke, Luke Evnin, Vaughn M. Kailian,

(2) James Paul Scopa and Todd Foley are the members of BV LLC. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective 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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