

Prospectus Supplement No. 7  
(To Prospectus dated October 14, 2015)



**4,000,000 shares of common stock issuable upon the  
exercise of the 4,000,000 outstanding Class A warrants**

**and**

**2,000,000 shares of common stock issuable upon the  
exercise of the 4,000,000 outstanding Class B warrants**

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This prospectus supplement No. 7 supplements the prospectus dated October 14, 2015 filed pursuant to Rule 424(b)(4) by Cerecor Inc. (the “Company” or “we”), as supplemented by the prospectus supplement No. 1 dated October 20, 2015, the prospectus supplement No. 2 dated November 13, 2015, the prospectus supplement No. 3 dated November 23, 2015, the prospectus supplement No. 4 dated December 17, 2015, the prospectus supplement No. 5 dated December 21, 2015 and the prospectus supplement No. 6 dated December 29, 2015, each filed pursuant to Rule 424(b)(3) by the Company (collectively, the “Prospectus”). Pursuant to the Prospectus, this prospectus supplement relates to the continuous offering of 4,000,000 shares of common stock underlying our Class A warrants and 2,000,000 shares of our common stock underlying Class B warrants. Each warrant was a component of a unit that we issued in our initial public offering, which closed on October 20, 2015. The components of the units began to trade separately on November 13, 2015. Each Class A warrant became exercisable on the date when the units detached and the components began to trade separately and will expire on October 20, 2018, or earlier upon redemption. Each Class B warrant became exercisable on the date the units detached and the components began to trade separately and will expire on April 20, 2017.

This prospectus supplement incorporates into our Prospectus the information contained in our attached Amendment No. 2 to Current Report on Form 8-K, which was filed with the Securities and Exchange Commission on January 5, 2016.

You should read this prospectus supplement in conjunction with the Prospectus, including any supplements and amendments thereto. This prospectus supplement is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the Prospectus.

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This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any supplements and amendments thereto.

Our common stock, the Class A warrants and the Class B warrants are traded on The NASDAQ Capital Market under the symbols “CERC,” “CERCW,” and “CERCZ,” respectively.

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AN INVESTMENT IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. SEE THE  
SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 16 OF THE PROSPECTUS  
FOR A DISCUSSION OF INFORMATION THAT SHOULD BE CAREFULLY CONSIDERED IN CONNECTION WITH AN  
INVESTMENT IN OUR SECURITIES

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is January 5, 2016

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

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**FORM 8-K/A**  
Amendment No. 2

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 17, 2015**

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**Cerecor Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37590**  
(Commission  
File Number)

**45-0705648**  
(IRS Employer Identification No.)

**400 E. Pratt Street**  
**Suite 606**  
**Baltimore, Maryland**  
(Address of Principal Executive Offices)

**21202**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(410) 522-8707**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## EXPLANATORY NOTE

This report amends the Current Report on Form 8-K of Cerecor Inc. (the “*Company*”), dated December 17, 2015 and filed with the Securities and Exchange Commission on December 21, 2015, and first amended on December 29, 2015, to report the separation agreement of Blake Paterson, who resigned as the Company’s President and Chief Executive Officer and as a director of the Company, effective December 31, 2015, on December 17, 2015.

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

#### (e) *Separation Agreement with Blake Paterson*

In connection with his resignation as President and Chief Executive Officer and a director of the Company, Dr. Paterson and the Company entered into a separation agreement (the “*Separation Agreement*”), to be effective January 9, 2016 (the “*Effective Date*”), provided that Dr. Paterson does not prior revoke his acceptance of the Separation Agreement.

Pursuant to the Separation Agreement, the Company will pay Dr. Paterson all accrued salary and all accrued and unused vacation earned through December 31, 2015 (the “*Separation Date*”), as well as an annual bonus for the year ended December 31, 2015 in the amount of \$207,500. Dr. Paterson will receive severance payments equal to his last base salary of \$415,000 for a period of 12 months following the Separation Date, as well as an additional payment in the amount of \$112,500. The Company will pay Dr. Paterson’s COBRA premiums necessary to continue the health insurance coverage in effect for Dr. Paterson and his covered dependents on the Separation Date if he timely elects and remains eligible for continued coverage under COBRA until the earliest of (x) the first anniversary of the Separation Date; (y) the expiration of Dr. Paterson’s eligibility for the continuation coverage under COBRA; or (z) the date when Dr. Paterson becomes eligible for substantially equivalent health insurance coverage. All of Dr. Paterson’s outstanding options to purchase shares of the Company’s common stock will have fully vested as of the Effective Date and Dr. Paterson’s three prior options to purchase shares of the Company’s common stock will be exercisable on or before the expiration of the applicable term set forth in the documents governing each such option.

The foregoing description of the Separation Agreement is a summary, is not complete and is qualified in its entirety by reference to the Separation Agreement, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Cerecor Inc.**

By: /s/ Mariam Morris  
Mariam Morris  
Chief Financial Officer

Date: January 5, 2016

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