

---

---

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

---

**FORM 8-K**

---

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

Date of Report (Date of earliest event reported) **February 16, 2018**

---

**CERECOR INC.**

(Exact name of registrant as specified in its charter)

---

**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 21202**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(410) 522-8707**

---

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 1.01 Entry into a Material Definitive Agreement.**

As previously disclosed in the Current Report on Form 8-K filed by Cerecor Inc. (the "**Company**") on February 12, 2018, the Company entered into a licensing and development agreement with Flamel Ireland Limited ("Avadel Ireland"), a subsidiary of Avadel US Holdings, Inc., dated February 16, 2018 (the "Development Agreement").

A description of the Development Agreement is included in Item 1.01 of the Current Report on Form 8-K filed by the Company

on February 12, 2018, and such description is incorporated into this Item 1.01 by reference.

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On February 16, 2018, the Company closed its previously disclosed acquisition (the “Transaction”) of certain pediatric products of Avadel US Holdings, Inc., Avadel Pharmaceuticals (USA), Inc., Avadel Pediatrics, Inc., Avadel Therapeutics, LLC and Avadel Pharmaceuticals PLC. For more information on the Transaction and the Asset Purchase Agreement associated with the Transaction, see the Form 8-K the Company filed on February 12, 2018, which is incorporated into this Item 2.01 by reference.

**Item 9.01. Financial Statements and Exhibits.**

a) Financial Statements of Businesses Acquired.

To the extent required, the Company intends to file the financial statements required by Item 9.01(a) as part of an amendment to this Current Report on Form 8-K no later than 71 calendar days after the required filing date for this Current Report on Form 8-K.

(b) Pro Forma Financial Information.

To the extent required, the Company intends to file the pro forma financial information required by Item 9.01(b) as an amendment to this Current Report on Form 8-K no later than 71 days after the required filing date for this Current Report on Form 8-K.

2

---

SIGNATURE

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 hereunto duly authorized.

**CERECOR INC.**

Date: February 23, 2018

/s/ Mariam Morris  
\_\_\_\_\_  
Mariam Morris  
Chief Financial Officer

3

---