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) **September 5, 2018**

CERECOR INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-37590	**45-0705648**
(Commission File Number)	(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 7.01 Regulation FD Disclosure.

As previously announced, on September 5, 2018, Cerecor Inc. will be presenting at the 20th Annual Global Investment Conference, sponsored by H.C. Wainwright, in New York. A copy of the slide show presentation made at the conference is attached hereto as Exhibit 99.1.

The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the

Securities Exchange Act of 1934 (the "Exchange Act") and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Cerecor Inc. Slide Show Presentation.

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: September 5, 2018

/s/ Joseph M. Miller
Joseph M. Miller
Chief Financial Officer


cerecor
20th Annual Global Investment Conference,
sponsored by H.C. Wainwright
September 4-6, 2018
1

Forward-Looking Statements

This presentation may include forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to significant risks and uncertainties that are subject to change based on various factors (many of which are beyond Cerecor's control), which could cause actual results to differ from the forward-looking statements. Such statements may include, without limitation, statements with respect to Cerecor's plans, objectives, projections, expectations and intentions and other statements identified by words such as "projects," "may," "will," "could," "would," "should," "continue," "seeks," "aims," "predicts," "believes," "expects," "anticipates," "estimates," "intends," "plans," "potential," or similar expressions (including their use in the negative), or by discussions of future matters such as: our 2018 outlook; the development of product candidates or products; potential attributes and benefits of product candidates; the expansion of Cerecor's drug portfolio, Cerecor's ability to identify new indications for its current portfolio; and new product candidates that could be in-licensed, and other statements that are not historical.

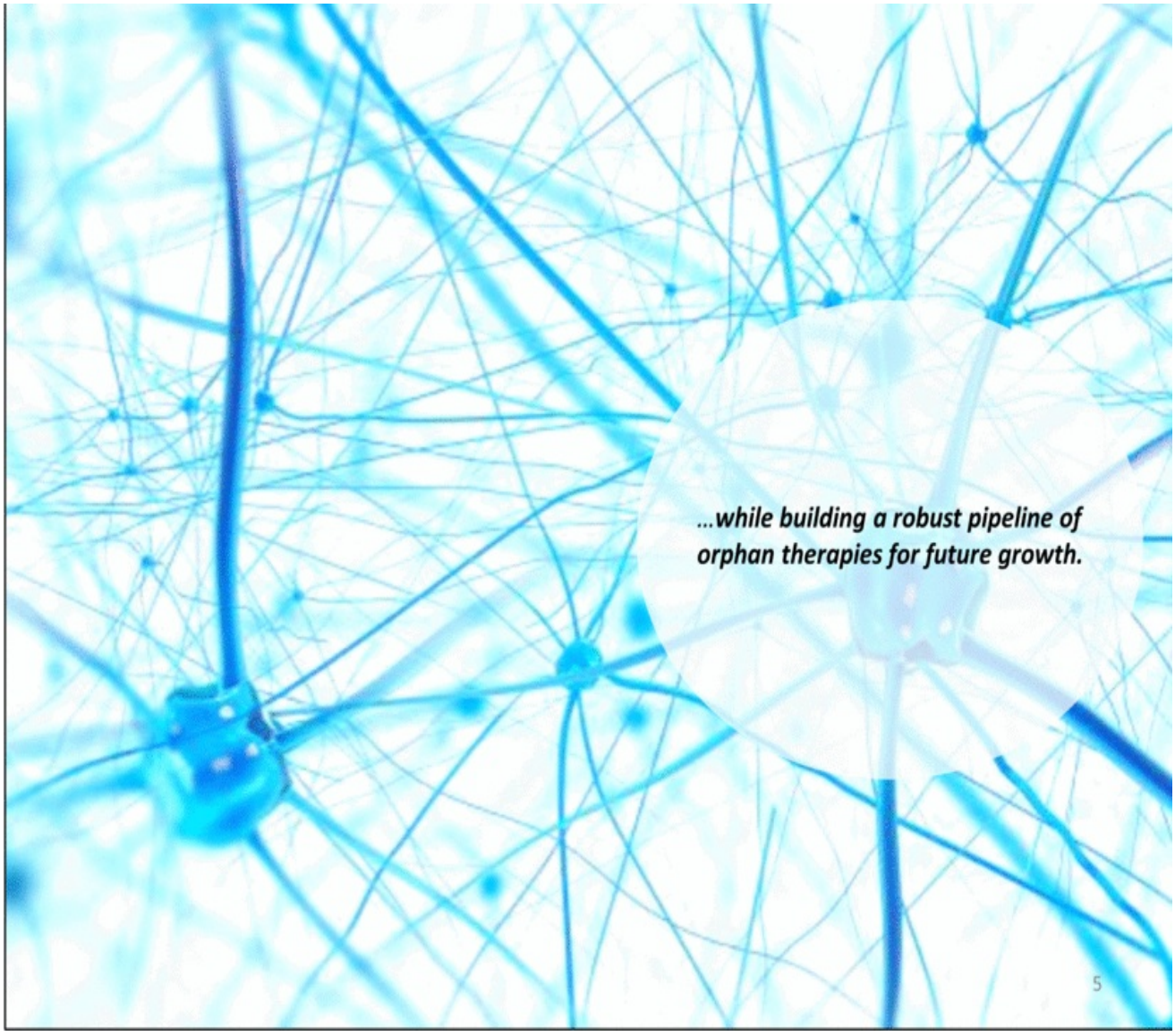
These statements are based upon the current beliefs and expectations of Cerecor's management but are subject to significant risks and uncertainties, including: risks associated with acquisitions, including the need to quickly and successfully integrate acquired assets and personnel; Cerecor's cash position and the potential need for it to raise additional capital; reliance on key personnel, including Mr. Greenleaf; drug development costs and timing; and those other risks detailed in Cerecor's filings with the Securities and Exchange Commission. Actual results may differ from those set forth in the forward-looking statements. Except as required by applicable law, Cerecor expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Cerecor's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

Non-GAAP Financial Measures

This presentation contains two financial metrics (EBITDA and Adjusted EBITDA) that are considered "non-GAAP" financial metrics under applicable Securities and Exchange Commission rules and regulations. These non-GAAP financial metrics should be considered supplemental to and not a substitute for financial information prepared in accordance with generally accepted accounting principles. The Company's definition of these non-GAAP metrics may differ from similarly titled metrics used by companies. EBITDA reflects GAAP net income adjusted to exclude (i) taxes, (ii) interest expense, (iii) interest income, (iv) amortization of intangibles, (v) depreciation, and (vi) inventory step-up adjustment recognized in earnings. Adjusted EBITDA adjusts EBITDA for specified items that can be highly variable or difficult to predict, and various non-cash items, including (i) share-based compensation expense, (ii) change in fair value of contingent consideration, warrant liability and unit purchase option liability (iii) one-time severance payments, (iv) restructuring costs, (v) acquisition and integration-related expenses, (vi) impairment of intangible assets, (vii) arbitration costs related to the Lachlan transaction, and (viii) sale of CERC 501. The Company views these non-GAAP financial metrics as a means to facilitate management's financial and operational decision-making, including evaluation of the Company's historical operating results and comparison to competitors' operating results. These non-GAAP financial metrics reflect an additional way of viewing aspects of the Company's operations that, when viewed with GAAP results, may provide a more complete understanding of factors and trends affecting the Company's business.

The determination of the amounts that are excluded from these non-GAAP financial metrics is a matter of management judgment and depends upon, among other factors, the nature of the underlying expense or income amounts. Because non-GAAP financial metrics exclude the effect of items that will increase or decrease the Company's reported results of operations, management strongly encourages investors to review the Company's consolidated financial statements and publicly-filed reports in their entirety.


Dedicated to commercializing, acquiring, and developing innovative treatments that make a difference in the lives of children...
4


...while building a robust pipeline of
orphan therapies for future growth.
5

Overview

1. Experienced Management Team
2. Historical Milestones
3. Pediatric Portfolio
4. Pediatric, Neurology & Rare Diseases Pipeline
5. Strategic Growth Plans and Outlook
6. Financial Highlights

Experienced Management Team

Peter S. Greenleaf, President & CEO
20+ years industry experience
- Chairman and CEO, Sucampo Pharmaceuticals
- CEO, Histogenics Corporation
- President, MedImmune Ventures
- Manager, Centocor Biotech (Johnson & Johnson)

Joseph Miller, Chief Financial Officer
20+ years
- Vice President of Finance, Sucampo Pharmaceuticals
- Senior Director of Accounting, Qiagen
- Chief Financial Officer, Eppendorf 5Prime
- Certified Public Accountant

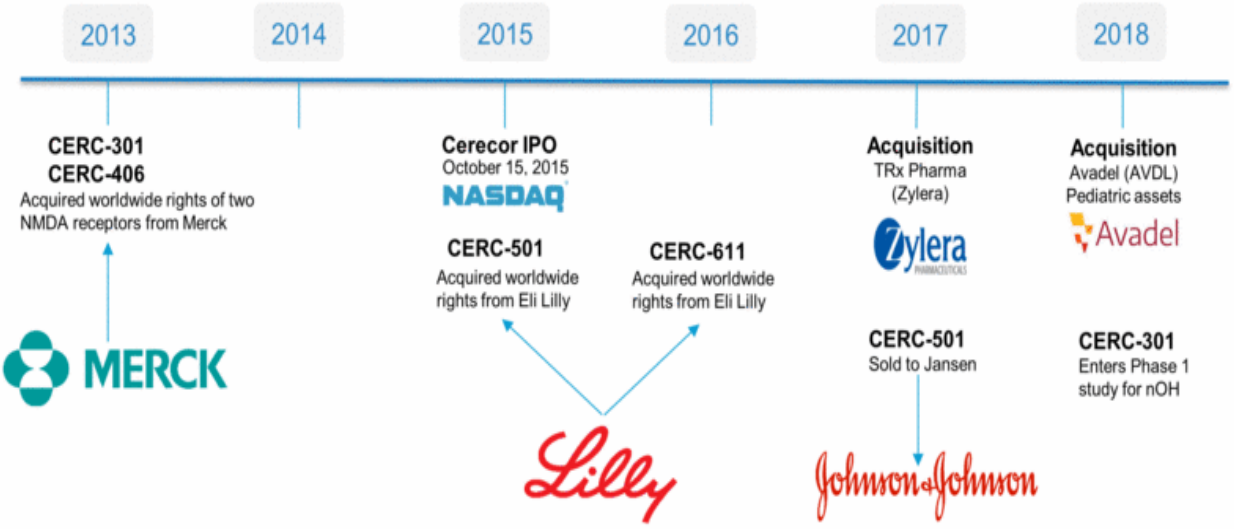
Dr. Pericles Calias, Chief Scientific Officer
20+ years industry experience
- V.P. Global CMC & Development, Sucampo Pharmaceuticals
- CSO, Pharming Group
- Sr. Director Rare CNS Diseases and Device Lead, Shire plc
- Sr. Director Drug Delivery and Chemistry, Eyetech Pharmaceuticals
- Ph.D., Tufts University, Bioorganic Chemistry

Matthew V. Phillips, Chief Commercial Officer
25+ years industry experience
- President and COO of Zylera Pharmaceuticals
- Executive Director, Victory Pharma
- Director, Eisai Co, Ltd.
- Account Manager, Dura Pharmaceuticals, Inc.

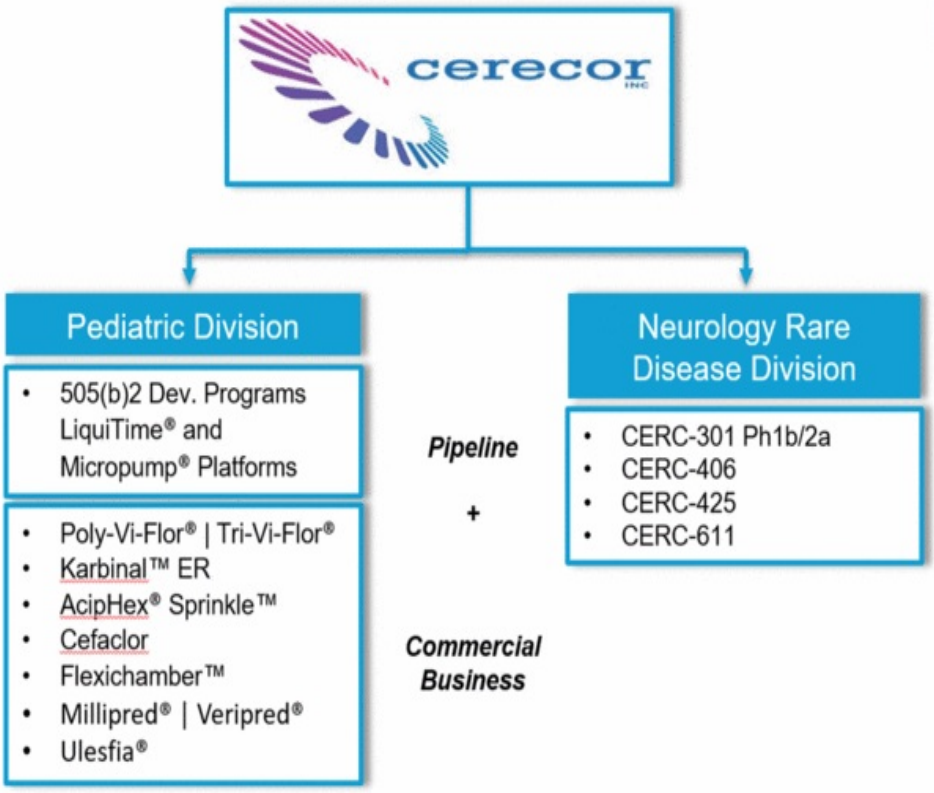
James A. Harrell, EVP Marketing, Investor Relations
25+ years industry experience
- EVP and Principal The NorthStar Group
- General Manager Specialty Pharmaceuticals, Covidien
- Vice President Marketing Pediatric Infectious Disease, MedImmune
- Sr. Director Marketing IMIDs, Centocor J&J Company
- Hospital Specialist, Advanced Therapeutics and Oncology Division Rhone Poulenc Rorer

Historical Milestones

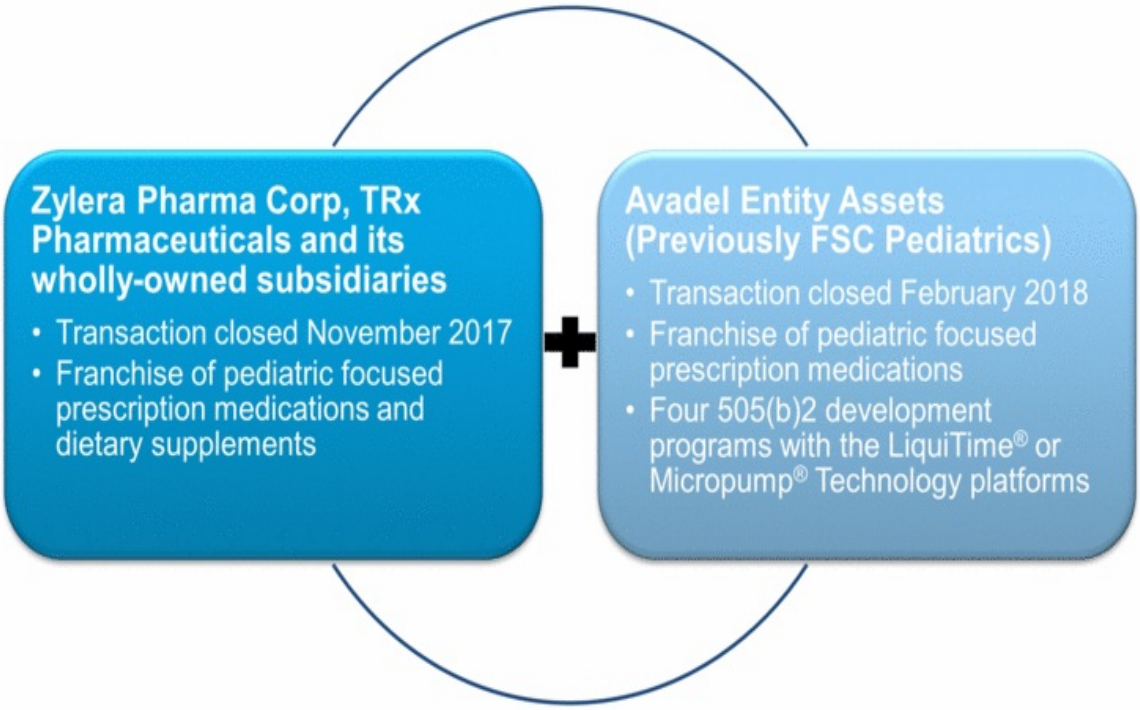
- October 2015: Initial Public Offering
- NASDAQ listing: CERC



Cerecor Today



Accretive Acquisitions



Pediatric Franchise with Eight Product Lines

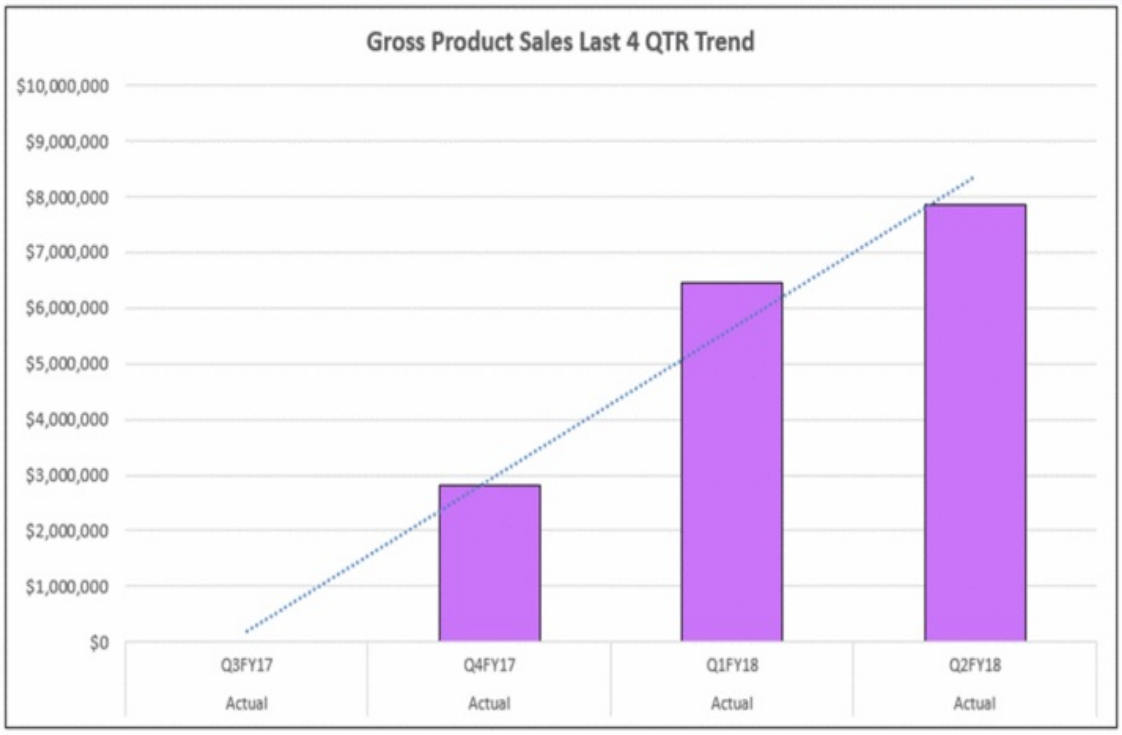
TRX Pharmaceuticals

- Poly-Vi-Flor®
- Tri-Vi-Flor™
- Millipred® Tablets (prednisolone USP, 5 mg)
- Millipred® DP 6 DAY 21 Tablet Dose Pack (prednisolone USP, 5 mg)
- Millipred® DP 12 DAY 48 Tablet Dose Pack (prednisolone USP, 5 mg)
- Millipred® Oral Solution (Prednisolone Sodium Phosphate) *10 mg Prednisolone Base per 5 ml*
- ulesfia® (benzyl alcohol) Lotion 5%
- VERIPRED™ 20 (prednisolone sodium phosphate oral solution) 20 mg Prednisolone base per 5 ml

Avadel Pediatric Assets

- Karbinal™ ER (carbinoxamine maleate) extended-release oral suspension | 4mg/5mL
- CEFACLOR For Oral Suspension, USP 125 mg/5 mL • 250 mg/5 mL • 375 mg/5 mL
- AcipHex® Sprinkle™ (rabeprazole sodium) Delayed-Release Capsules
- Oflexichamber® Anti-static Valved Collapsible Holding Chamber ℞ Only

Gross Product Sales



Seven Pipeline Programs

Program	Compound	Indication	Pre-Clinical	Phase 1	Phase 2	Phase 3
CERC-301	GluN2B selective, NMDA Receptor antagonist	Neurogenic Orthostatic Hypotension (nOH)				
CERC-611	TARP-γ8 dependent AMPA Receptor antagonist	Potential treatment for partial onset seizures in epilepsy				
CERC-406 CERC-425	Selective, brain penetrant COMT inhibitor (3rd Generation)	Potential motoric and non-motoric symptoms of Parkinson's				
CERC-701	Dexmethylphenidate Oral Dissolving Tablet	Attention Deficit Hyperactivity Disorder (ADHD)				
CERC-702	Dexmethylphenidate LiquiTime Suspension	Attention Deficit Hyperactivity Disorder (ADHD)				
CERC-703	Clindamycin phosphate LiquiTime Suspension	Anti-infective				
CERC-704	Undisclosed	Orphan neurology				

Exclusive Licensing Deal with Avadel

Cerecor and Avadel have an exclusive licensing deal for up to four 505(b)2 assets to be developed using the Micropump® and LiquiTime® technology

Micropump®

Micropump® is a microparticulate system that allows the development of modified and/or controlled release of solid, oral dosage formulations of drugs in a variety of formats (such as tablets, capsules, sachet, or liquids

LiquiTime®

Employs the Micropump® technology to allow development of modified/controlled release liquid suspension formulations

Focus on products particularly suitable for dosing children and other patients having issues swallowing tablets or capsules

Advantages of LiquiTime®-developed products:
Easy-to-swallow formulations
Good mouthfeel
Taste-masked
Dosing flexibility

CERC-700 Series

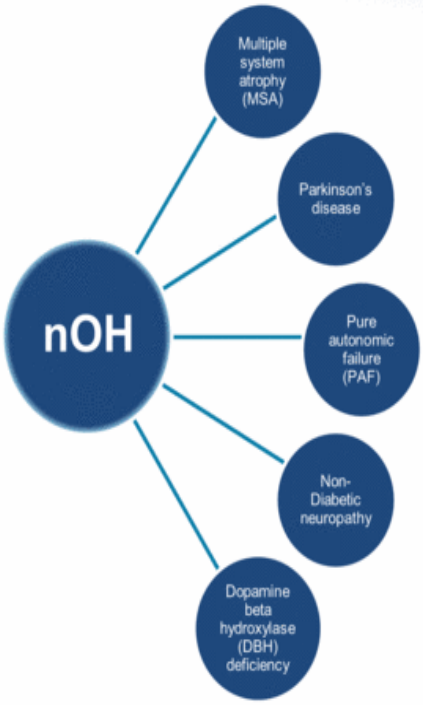
- On-going Programs
  - ADHD
    - CERC-701: Dexmethylphenidate delayed release, rapid dissolving tablet formulation
    - CERC-702: Dexmethylphenidate immediate release, taste masked extended release liquid formulation
  - Anti-Infective
    - CERC-703: Clindamycin hydrochloride, liquid and extended release
- Expands our existing in-line Pediatric Franchise with additional products

CERC-301

Entered in to Phase 1 safety study for Neurogenic Orthostatic Hypotension ("nOH") in Parkinson's Patients

- Attributes
  - Oral NR2B Antagonist
  - NR2B specificity reduces ketamine-like side effects
  - Potential rapid onset of action
  - Oral formulation

- nOH[1]
  - A rare disorder that is defined as low blood pressure that occurs upon standing
  - Caused by autonomic vasoconstrictor failure
  - Estimated 200,000 to 300,000 patients in the U.S.



[1] Multiple System Atrophy Coalition

CERC-611

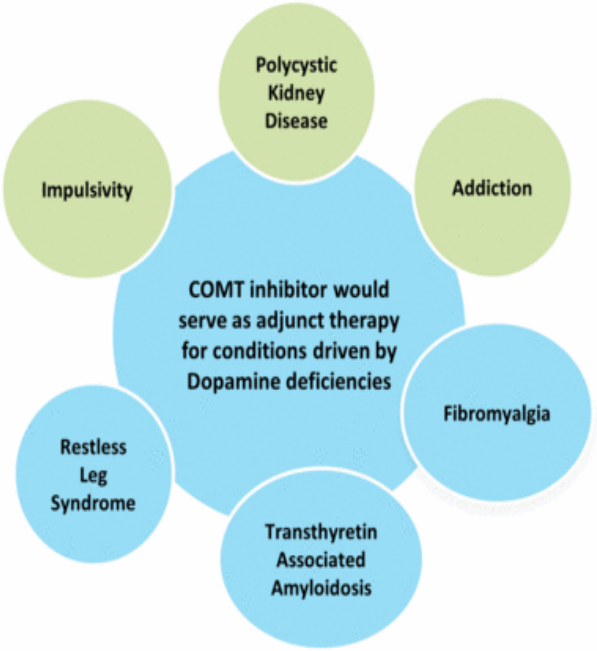
A preclinical / Phase 1-ready candidate with therapeutic potential for partial onset seizures in patients with epilepsy

- Significant unmet need
  - Epilepsy affects over 65 million patients worldwide
  - 30%-40% of patients refractory; high degree of poly-pharmacy common
  - All anti-seizure drugs have side effects (e.g. motoric) limiting use and the timely achievement of therapeutic dose levels
- Unique Mechanism of Action
  - CERC-611 is the first known AMPA receptor antagonist that selectively targets the hippocampus
  - AMPA receptors mediate fast synaptic neurotransmission within the CNS and are a proven target for anti-seizure efficacy
  - CERC-611 shows lack of motoric impairment at efficacious exposures in animal models, e.g. cerebellum sparing

CERC- 406/425

Cerecor has developed a preclinical, CNS selective COMT inhibitor

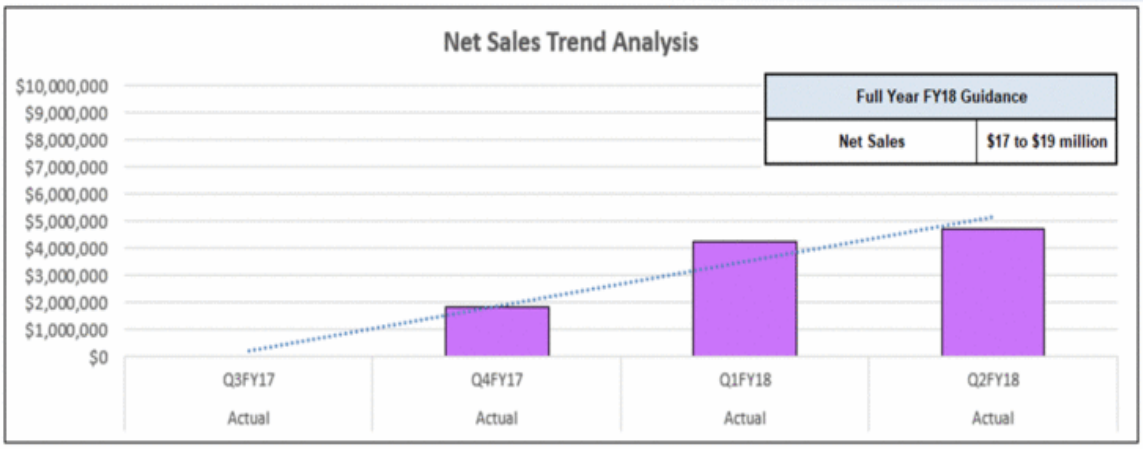
- COMT drives the catabolism of dopamine and levodopa
- These represent an opportunity to treat the CNS manifestations of PD while minimizing the systemic toxicities associated with approved COMPT inhibitors
- Targeted therapy with Bio-Markers of activity
  - Potential to target individuals with a genotypic predisposition for accelerated dopamine catabolism
  - Validated biomarker approach to allow for immediate measures of COMT inhibition

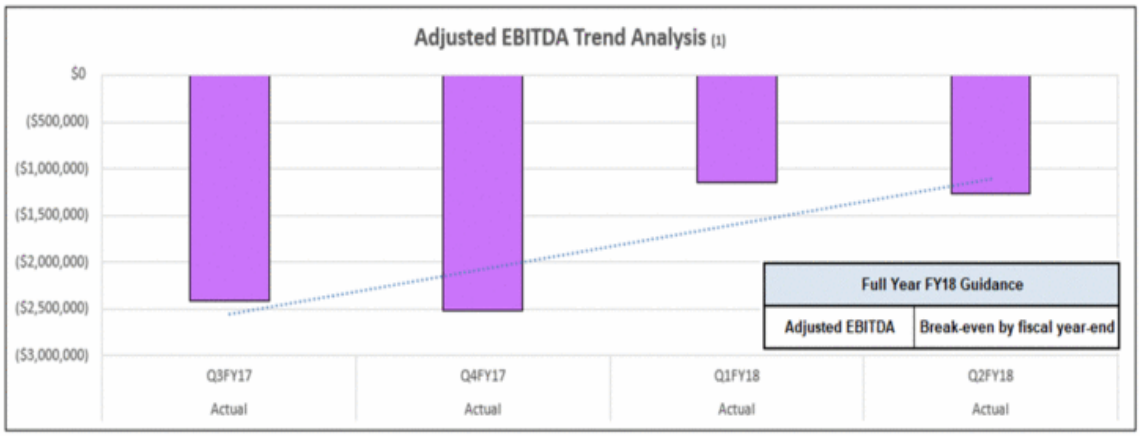


2018 Growth Plans

1	2	3
Develop Commercial Excellence	Advance Pipeline	Accelerate Business Development Activity
Grow Market Share *Expand Commercial Footprint*	*Advance CERC -700's* *Advance CERC-301* *Progress CERC-611* *Target ID 406/425*	*Acquire/in-license early and late stage commercial-ready or marketed asset(s)*

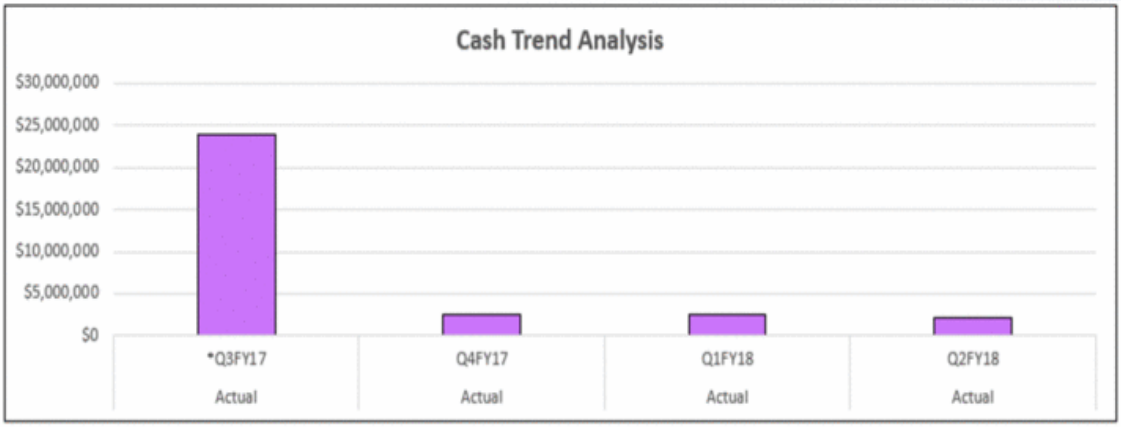
Financial Metrics: Profit/Loss



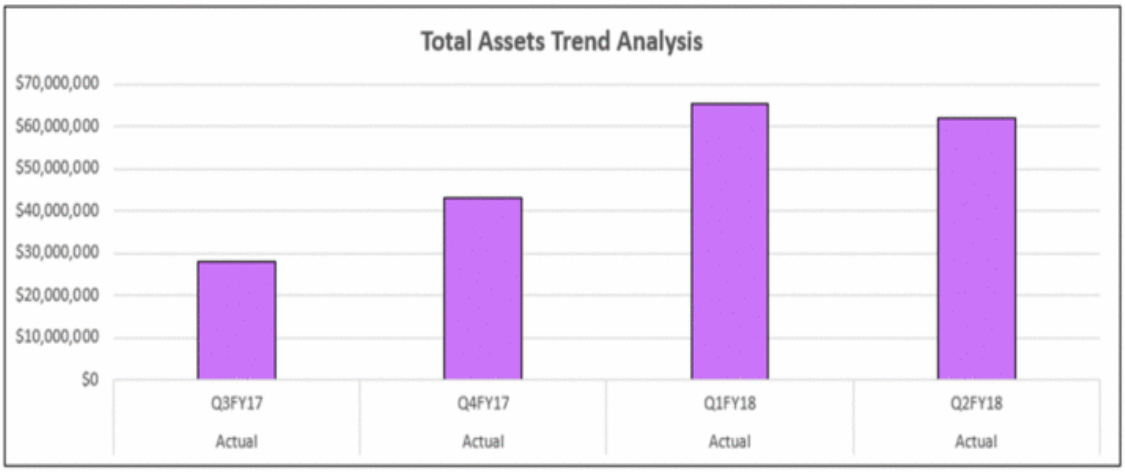


(1) See Appendix for reconciliation of GAAP Net Income to Adjusted EBITDA.

Financial Metrics: Balance Sheet



*Includes cash receipts of $25M from Janssen Pharma for the rights of CERC-501 and the subsequent purchase of Zylera/TRx in Q4FY17.

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NASDAQ:CERC
www.cerecor.com


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Appendix
23

Adjusted EBITDA Reconciliation

Reconciliation of GAAP Net Loss to Adjusted EBITDA
(in thousands)

	Three Months Ended			
	9.30.17	12.31.17	3.31.18	6.30.18
	2017	2017	2018	2018
GAAP Net Income (Loss)	$ 18,721	$ (3,092)	$ (3,883)	$ (6,007)
Adjustments:				
Income tax expense (benefit)	3,230	(1,263)	23	16
Interest (income) expense, net	(29)	(30)	100	242
Amortization of intangibles	-	404	1,017	1,233
Depreciation	5	5	6	6
Inventory step-up adjustment	-	138	45	132
EBITDA	21,927	(3,838)	(2,692)	(4,378)
Non-GAAP Adjustments:				
Stock-based compensation	264	305	243	608
Change in Fair Value of contingent consideration and warrants	(1)	28	286	9
Impairment of Intangible assets	-	-	-	1,703
Restructuring costs	400	725	213	-
Acquisition and integration related expenses	-	98	378	361
Lachlan legal arbitration costs	-	165	423	437
Sales of CERC 501	(25,000)	-	-	-
Total Non-GAAP Adjustments	(24,337)	1,321	1,543	3,118
Adjusted EBITDA	$ (2,410)	$ (2,517)	$ (1,149)	$ (1,260)