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

SCHEDULE 14A
(RULE 14a-101)
SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:
- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

CERECOR INC.
(Name of Registrant as Specified In Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

*** Exercise Your *Right* to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on August 07, 2019

CERECOR INC

Meeting Information
Meeting Type: Annual Meeting
For holders as of: June 10, 2019
Date: August 07, 2019   **Time:** 8:30 AM EDT
Location: Sheraton Rockville Hotel
920 King Farm Boulevard
Rockville, MD 20850

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at *www.proxyvote.com* or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement   2. Annual Report

How to View Online:
Have the information that is printed in the box marked by the arrow ➡ | xxxx xxxx xxxx xxxx | (located on the following page) and visit: *www.proxyvote.com*.

How to Request and Receive a PAPER or E-MAIL Copy:
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

        1) *BY INTERNET*:   www.proxyvote.com
        2) *BY TELEPHONE*: 1-800-579-1639
        3) *BY E-MAIL**:   sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow ➡ | xxxx xxxx xxxx xxxx | (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will **NOT** be forwarded to your investment advisor. Please make the request as instructed above on or before July **24, 2019** to facilitate timely delivery.

— How To Vote —
Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "*legal proxy*." To do so, please follow the instructions at *www.proxyvote.com* or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow ➡ | xxxx xxxx xxxx xxxx | available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items

The Board of Directors recommends that you
vote FOR the following:

1. Election of Directors

   Nominees

   01 Uli Hacksell   02 Steven J. Boyd   03 Peter Greenleaf   04 Philip Gutry   05 Magnus Persson
   06 Simon Pedder   07 Keith Schmidt

The Board of Directors recommends you vote FOR the following proposal(s):

2. To approve an amendment to our Amended and Restated Certificate of Incorporation to eliminate the provision
   requiring a super-majority stockholder vote to amend the Certificate of Incorporation.

3. To approve an amendment to our Amended and Restated Certificate of Incorporation and Second Amended and
   Restated Bylaws to eliminate the provisions requiring a super-majority stockholder vote to amend the Second
   Amended and Restated Bylaws.

4. To approve an amendment to our Amended and Restated Certificate of Incorporation and Amended and Restated
   Bylaws to allow stockholders to act by majority written consent as long as Armistice Capital LLC owns at least
   40% of our outstanding stock.

5. To approve, as required by and in accordance with NASDAQ Listing Rules 5635(d), the issuance of shares of the
   Company's common stock in excess of 20% to sellers of Ichorion pursuant to our September 24, 2018 merger
   agreement.

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6   To approve The Cerecor Inc. Second Amended and Restated 2016 Equity Incentive Plan.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Voting Instructions