

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

	g., ,		per response: 4.0
1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	None Entit	y Type
0001534120	Ceregen Corporation	100.00	
Name of Issuer	Ceregen Corporation		Corporation
Cerecor Inc.		0	Limited Partnership
Jurisdiction of		0	Limited Liability Company
Incorporation/Organization	_	0	General Partnership
DELAWARE		0	Business Trust
Year of Incorporation/Organiza	tion	0,	Other
© Over Five Years Ago			Julio I
Within Last Five Years (Specify Year)			
C Yet to Be Formed			
2. Principal Place of E	Business and Con	tact Informa	tion
Name of Issuer			
Cerecor Inc.			
Street Address 1	Stree	t Address 2	
400 East Pratt Street, Suite 606			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
Baltimore	MARYLAND	21202	410-522-8707
3. Related Persons			
T and Manua	Educat Minima	Mean	. N
Last Name	First Name	Middle	e Name
Hacksell	Uli		
Street Address 1	Stree	t Address 2	
400 E. Pratt Street, Suite 606			
City	State/Province/Country		ostal Code
Baltimore	MARYLAND	2120	2
			10000
Relationship: Exe	cutive Officer Di	rector	Promoter
Clarification of Response (if Necess	ary)		
-			
Last Name	First Name	Middle	e Name
Last Name	First Name	Middle	e Name

400 E. Pratt Street, Suite 606

Baltimore	MARYLANI)	21202	
Dolotionshim	Eventive Officer	☑ Director	E Promotor	
Relationship:	Executive Officer	Director	Promoter	
Clarification of Res	ponse (if Necessary)			
E ANT	77° 4 N		MC III N	
Last Name Persson	First Name Magnus		Middle Name	
Street Address 1	Magnus	Street Address	2	
400 E. Pratt Stre	pet Suite 606	Street Address		
City	State/Province	/Country	ZIP/Postal Code	
Baltimore	MARYLANI		21202	
Daitimore				
Relationship:	Executive Officer	✓ Director	Promoter	
Clarification of Res	ponse (if Necessary)			
Ciai incation of Kes	ponse (ii recessary)			
Last Name	First Name		Middle Name	
Kaiser	John			
Street Address 1		Street Address	2	
400 E. Pratt Stre	eet, Suite 606			
City	State/Province	/Country	ZIP/Postal Code	
Baltimore	MARYLANI)	21202	
Relationship:	Executive Officer	☐ Director	Promoter	
Clarification of Res	ponse (if Necessary)		1	
	* *			
				—
Last Name	First Name		Middle Name	
Bauer	Eugene			
Street Address 1		Street Address	2	
400 E. Pratt Stre	eet, Suite 606			
City	State/Province	/Country	ZIP/Postal Code	
Baltimore	MARYLANI)	21202	
	•			
Relationship:	Executive Officer	□ Director	Promoter	
Clarification of Res	ponse (if Necessary)			
Last Name	First Name		Middle Name	
Morris	Mariam			
Street Address 1		Street Address	2	
400 E. Pratt Stre	eet, Suite 606			
City	State/Province	/Country	ZIP/Postal Code	

Baltimore		MARYLAND		21202	
Relationship:	Executive	Officer	Director	Promoter	
Clarification of Respon	nse (if Necessary)				
Last Name	F	irst Name		Middle Name	
Aasen	1	Γhomas			
Street Address 1			Street Address 2		
400 E. Pratt Street,	Suite 606				
City	St	tate/Province/C	Country	ZIP/Postal Code	
Baltimore		MARYLAND		21202	
Relationship:	Executive	Officer	Director	☐ Promoter	
Clarification of Respon	ise (if Necessary)				
Claimeation of Respon	(11 1 (ccssai y)				
<u> </u>					
Last Name	IF:	irst Name		Middle Name	
Gutry		Phil			
Street Address 1			Street Address 2		
400 E. Pratt Street,	Suita 606		Street Address 2		
		tata/Duarinaa/C	Sauntus.	ZID/Destel Code	
City Baltimore		tate/Province/C MARYLAND	ountry	ZIP/Postal Code	
ванттоге		MARYLAND		21202	
D. 1. d' 1 d'	Executive	O.65°	▽ Director	F	
Relationship:	Executive	Officer	✓ Director	Promoter	ll.
<u> </u>	4				
Clarification of Respon	nse (if Necessary)				
Clarification of Respon	nse (if Necessary)				
Clarification of Respon	nse (if Necessary)				
Clarification of Respon	nse (if Necessary)				
		irst Name		Middle Name	
	F	irst Name 3ehshad		Middle Name	
Last Name Sheldon	F		Street Address 2		
Last Name Sheldon	F		Street Address 2		_
Last Name Sheldon Street Address 1 400 E. Pratt Street,	F I				
Last Name Sheldon Street Address 1 400 E. Pratt Street,	Suite 606	Behshad			
Last Name Sheldon Street Address 1 400 E. Pratt Street,	Suite 606	Behshad		ZIP/Postal Code	
Last Name Sheldon Street Address 1 400 E. Pratt Street,	Suite 606	Behshad tate/Province/C		ZIP/Postal Code	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship:	Suite 606 St	Behshad tate/Province/C	Country	ZIP/Postal Code	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship:	Suite 606 St	Behshad tate/Province/C	Country	ZIP/Postal Code	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship:	Suite 606 St	Behshad tate/Province/C	Country	ZIP/Postal Code	
Street Address 1 400 E. Pratt Street, City Baltimore	Suite 606 St	Behshad tate/Province/C	Country	ZIP/Postal Code	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship: Clarification of Respon	Suite 606 State Executive Executive inse (if Necessary)	atate/Province/C MARYLAND	Country	ZIP/Postal Code 21202 Promoter	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship: Clarification of Respon	Suite 606 Si Executive	atate/Province/C MARYLAND Officer	Country	ZIP/Postal Code	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship: Clarification of Respon	Suite 606 Si Executive	atate/Province/C MARYLAND	Country Director	ZIP/Postal Code 21202 Promoter Middle Name	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship: Clarification of Respon	Suite 606 Si Executive see (if Necessary)	atate/Province/C MARYLAND Officer	Country	ZIP/Postal Code 21202 Promoter Middle Name	
Last Name Sheldon Street Address 1 400 E. Pratt Street, City Baltimore Relationship: Clarification of Respon	Suite 606 State Executive Executive F I Suite 606	atate/Province/C MARYLAND Officer	Country Director Street Address 2	ZIP/Postal Code 21202 Promoter Middle Name	

		MARYLAND		21202	
Relationship:	Executive	Officer	Director		Promoter
larification of Resp	onse (if Necessary)	- 11			
l. Industry G	roup				
Agriculture		Health Care		C Re	tailing
Banking & Finan	icial Services	740	inology Insurance	C Re	staurants
C Commercial	Banking	7020	als & Physicians	Te	chnology
C Insurance		C Pharm	aceuticals	О	Computers
C Investing		C Other l	Health Care	0	Telecommunications
C Investment B	_				Other Technology
					avel
Other Bankin	ng & Financial	Manufactur	ing		Airlines & Airports
Business Services		Real Estate	g		Lodging & Conventions
Energy	•	C Comme	ercial	О	Tourism & Travel Services
C Coal Mining		C Constr	uction	О	Other Travel
C Electric Utili	ties	C REITS	& Finance	O Ot	her
C Energy Cons	ervation	C Resider	ntial		
2000					
C Environment	al Services	Other l	Real Estate		
C Environment C Oil & Gas		Other l	Real Estate		
C Environment		C Other l	Real Estate		
C Environment		C Other l	Real Estate		
C Environment C Oil & Gas C Other Energ	y	C Other l	Real Estate		
C Environment C Oil & Gas C Other Energy D. ISSUER Sizevenue Range	y	C Other l	Aggregate Net As		
C Environment C Oil & Gas C Other Energy 5. ISSUET Sizevenue Range No Revenues	e	C Other l	Aggregate Net As		Range Asset Value
C Environment C Oil & Gas C Other Energy 5. ISSUET Siz evenue Range No Revenues \$1 - \$1,000,00	e e	C Other l	Aggregate Net As O No Aggre O \$1 - \$5,00	egate Net A	
C Environment C Oil & Gas C Other Energy 5. ISSUET Sizevenue Range No Revenues S1 - \$1,000,001	e	C Other l	Aggregate Net As O No Aggre C \$1 - \$5,000 C \$5,000,000	egate Net A	Asset Value
C Environment C Oil & Gas C Other Energy D. ISSUET Sizevenue Range No Revenues S1 - \$1,000,001 - \$1,000,001 - \$1	e 00 \$5,000,000	C Other l	Aggregate Net As C No Aggre C \$1 - \$5,00 C \$5,000,00 C \$25,000,0	egate Net A	Asset Value
C Environment C Oil & Gas C Other Energy 5. ISSUET Siz evenue Range No Revenues 5. 1-\$1,000,001-\$ 5.5,000,001-\$	e 00 \$5,000,000	C Other I	Aggregate Net As O No Aggre O \$1 - \$5,000 O \$5,000,000 O \$25,000,000	egate Net A 00,000 01 - \$25,00	Asset Value 0,000 00,000
C Environment C Oil & Gas C Other Energy 5. ISSUET Sizevenue Range No Revenues 1 - \$1,000,001 - \$5,000,001 - \$5,000,001 - \$25,000,001	© 00 \$5,000,000 \$25,000,000 \$100,000,000	C Other l	Aggregate Net As No Aggre \$1 - \$5,000 \$5,000,000 \$25,000,000 \$50,000,000	egate Net A 00,000 01 - \$25,00 001 - \$50,0	Asset Value 0,000 00,000
C Environment C Oil & Gas C Other Energy 5. ISSUET Sizevenue Range No Revenues 5. \$1,000,001 - \$5,000,001 - \$25,000,001 - \$000,001 - \$000,000	e 00 \$5,000,000 \$25,000,000 \$100,000,000	C Other I	Aggregate Net As O No Aggre O \$1 - \$5,00 O \$5,000,00 O \$25,000,0 O \$50,000,0 O Over \$10	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100,	Asset Value 0,000 00,000
C Environment C Oil & Gas C Other Energy 5. ISSUET Siz Evenue Range No Revenues S1 - \$1,000,00 \$1,000,001 - \$ \$25,000,001 - \$ \$25,000,001 - \$ Over \$100,00 Decline to Di	© 00 \$5,000,000 \$25,000,000 \$100,000,000 \$100,000	C Other I	Aggregate Net As C No Aggre C \$1 - \$5,00 C \$5,000,00 C \$25,000,0 C \$50,000,0 C Over \$10	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100, 00,000,000	Asset Value 0,000 00,000
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C Environment C Oil & Gas C Other Energy 5. ISSUET Siz Evenue Range No Revenues S1 - \$1,000,001 - \$ \$5,000,001 - \$ \$25,000,001 - \$ Over \$100,000 Decline to Di Not Applicate	© 00 \$5,000,000 \$25,000,000 \$100,000,000 00,000 sclose		Aggregate Net As O No Aggre O \$1 - \$5,00 O \$5,000,00 O \$25,000,0 O Over \$10 O Decline to Not Apple	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100, 00,000,000 o Disclose	Asset Value 0,000 00,000 000,000
C Environment C Oil & Gas C Other Energy D. ISSUER SIZ evenue Range No Revenues S1 - \$1,000,001 - 3 \$5,000,001 - 3 \$25,000,001 - 3 \$25,000,001 - 3 Decline to Di Not Applicate D. Federal E Apply) Rule 504(b)(1)	e 00 \$5,000,000 \$25,000,000 \$100,000,000 sclose ble xemption(s)		Aggregate Net As O No Aggre O \$1 - \$5,000 O \$25,000,000 O \$50,000,000 O Over \$100 O Decline to O Not Appl	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100, 00,000,000 o Disclose	Asset Value 0,000 00,000 000,000
C Environment C Oil & Gas C Other Energy 5. ISSUET Siz Evenue Range No Revenues S1 - \$1,000,001 - 3 S5,000,001 - 3 S25,000,001 - 3 Over \$100,00 Decline to Di Not Applicate 6. Federal E apply) Rule 504(b)(1) or (iii)	e 00 \$5,000,000 \$25,000,000 00,000 sclose ole (not (i), (ii)	and Exclu	Aggregate Net As O No Aggre O \$1 - \$5,000 O \$25,000,000 O \$250,000,000 O Over \$100 O Decline t O Not Appl	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100, 00,000,000 o Disclose	Asset Value 0,000 00,000 000,000
C Environment C Oil & Gas C Other Energy D. ISSUET SIZ evenue Range No Revenues S1 - \$1,000,001 - 3 S5,000,001 - 3 S25,000,001 - 3 C Over \$100,00 Decline to Di Not Applicate D. Federal E apply) Rule 504(b)(1) or (iii)) Rule 504 (b)(1)	e 00 \$5,000,000 \$25,000,000 \$100,000,000 \$close ole (not (i), (ii) (ii)	and Exclu	Aggregate Net As C No Aggre C \$1 - \$5,000 C \$5,000,00 C \$25,000,0 C Over \$10 C Decline t C Not Appl	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100, 00,000,000 o Disclose	Asset Value 0,000 00,000 000,000
C Environment C Oil & Gas C Other Energy 5. ISSUET Sizevenue Range No Revenues S1 - \$1,000,001 - \$ \$5,000,001 - \$ \$25,000,001 - \$ \$25,000,001 - \$ \$25,000,001 - \$ \$1,000,001 - \$ \$25,000,001	e 00 \$5,000,000 \$25,000,000 \$100,000,000 sclose ole (not (i), (ii) (ii) (iii)	and Exclu	Aggregate Net As C No Aggre C \$1 - \$5,000 C \$5,000,00 C \$25,000,0 C Over \$10 C Decline t C Not Appl	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100, 00,000,000 o Disclose	Asset Value 0,000 00,000 000,000
C Environment C Oil & Gas C Other Energy D. ISSUER SIZ Evenue Range No Revenues S1 - \$1,000,001 - 3 S5,000,001 - 3 S25,000,001 - 3 Ver \$100,00 Decline to Di Not Applicab D. Federal E Apply) Rule 504(b)(1) or (iii)) Rule 504 (b)(1)	e 00 \$5,000,000 \$25,000,000 \$100,000,000 sclose ole (not (i), (ii) (ii) (iii)	and Exclusion Rule 500 Rule 500	Aggregate Net As C No Aggre C \$1 - \$5,000 C \$5,000,00 C \$25,000,0 C Over \$10 C Decline t C Not Appl	egate Net A 00,000 01 - \$25,00 001 - \$50,0 001 - \$100, 00,000,000 o Disclose licable	Asset Value 0,000 00,000 000,000

7. Ty	ype of Fi	ling						
▼ Nev	w Notice	Date of First S	2016-0	09-08		First Sale Yet	to Occur	
☐ An	mendment							
8. Dı	uration c	of Offering						
Does the	e Issuer inten	d this offering to	last more than	one year?		C Yes ©	No	
9. Ty	ype(s) of	: Securitie	s Offered	(select a	all that a	apply)		
Poo	oled Investme		▼ Equity					
		non Securities	☐ Debt					
Min	neral Propert	y Securities		arrant or Oth nother Securi				
minute.	curity to be A ercise of Opti	cquired Upon on, Warrant or	Other (des	scribe)				
Otl	her Right to A	Acquire Security						
10. E	Business	Combina	ation Trans	saction				
			tion with a busin		on C	Yes © No		<u> </u>
		onse (if Necessar						
11. N	Minimum	Investme	ent					
Minimu investor		accepted from	any outside \$	0		US	D	
10 0	Calaa Ca							_
Recipie		mpensation	on	Recinient	t CRD Num	her	None	
Keepie	nt			Кестріст	- CRD Num	1001	Tivone	
(Associa	ated) Broker	or Degler	None	(Associa	ated) Broke	r or Dealer CF	RD None	
(Associa	attu) Broker	Dealer	None	Number			Titone	\neg
Street /	Address 1			Street Ad	Idress 2			
	. 1441 055 1							
City			S	tate/Province/	Country	2	ZIP/Postal Code	
State(s)	of Solicitation	on		All States				
13. 0	Offering	and Sales	Amounts	5				
								
	ffering Amou			<u> </u>	Indefinite			
	mount Sold emaining to b	\$ 1000000		USD				
Sold		\$ 1400000	00	USD 🗆	Indefinite			

Clarification of Response (if Necessary)
14. Investors
Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:
15. Sales Commissions & Finders' Fees Expenses
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.
Sales Commissions \$ 0 USD
Finders' Fees \$ USD
Clarification of Response (if Necessary)
16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.
\$ USD Estimate
Clarification of Response (if Necessary)
Signature and Submission
Olgitatar o and oddinioolon
Please verify the information you have entered and review the Terms of Submission

below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Cerecor Inc.	/s/ Mariam E. Morris	Mariam E. Morris	Chief Financial Officer	2016-09-16