

---

---

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

---

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
Form S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

---

**Cerecor Inc.**

(Exact name of Registrant as Specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**45-0705648**  
(I.R.S. Employer  
Identification Number)

**400 E. Pratt Street  
Suite 606  
Baltimore, Maryland  
(410) 522-8707**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

---

**Cerecor Inc. 2015 Omnibus Incentive Compensation Plan**  
(Full title of the plan)

---

**Uli Hacksell**  
President and Chief Executive Officer  
Cerecor Inc.  
400 E. Pratt Street  
Suite 606  
Baltimore, Maryland  
(410) 522-8707

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**With copies to:**

**Brent B. Siler**  
Cooley LLP  
1299 Pennsylvania Avenue, NW, Suite 700  
Washington, DC 20004  
(202) 842-7800

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

---

## **DEREGISTRATION OF SECURITIES**

On November 12, 2015, the Company filed a Registration Statement on Form S-8 (Registration Statement No. 333-207949) (the "Form S-8") registering 1,655,935 shares of the Company's Common Stock, \$0.001 par value ("Shares"), to be issued to participants under the Company's 2015 Omnibus Incentive Compensation Plan (the "Plan"). The Company is no longer issuing securities under the Plan. This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed in order to deregister all Shares that were registered under the Form S-8 and remain unissued under the Plan.

---

