

December 5, 2016

Via EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Mail Stop 4546
Washington, D.C. 20549

Attn: Suzanne Hayes
Scot Foley
Mary Beth Breslin

Re: **Cerecor Inc.**
Registration Statement on Form S-3
File No. 333-214507

Acceleration Request

Requested Date: Wednesday, December 7, 2016
Requested Time: 4:30 P.M. Eastern Standard Time

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, the undersigned registrant (the "**Registrant**") hereby requests that the Securities and Exchange Commission (the "**Commission**") take appropriate action to cause the above-referenced Registration Statement on Form S-3 (File No. 333-214507) (the "**Registration Statement**") to become effective on Wednesday, December 7, 2016, at 4:30 p.m. Eastern Standard Time, or as soon thereafter as is practicable, or at such later time as the Registrant may orally request via telephone call to the staff (the "**Staff**").

Once the Registration Statement has been declared effective, please orally confirm that event with Brent B. Siler of Cooley LLP, counsel to the Registrant, at (202) 728-7040, or in his absence, Madison Jones at (202) 728-7087.

[Signature page follows]

Very truly yours,

Cerecor Inc.

By: /s/ Mariam E. Morris

Mariam E. Morris

Chief Financial Officer

cc:Uli Hacksell, Ph.D., Cerecor Inc.
Brent B. Siler, Cooley LLP

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