

# FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Greenleaf Peter		2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2018		
C/O CERECOR INC., 400 EAST PRATT STREET, SUITE 606					
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
BALTIMORE, MD 21202					
(City) (State) (Zip)					

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2018		P		12,500	A	\$ 3.98 (1)	412,500	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$ 0.80							(2)	05/11/2027	Common Stock	16,714	16,714	D	
Employee Stock Option (Right to Buy)	\$ 0.57							06/30/2018(3)	06/29/2027	Common Stock	8,357	8,357	D	
Employee Stock Option (Right to Buy)	\$ 4.24							(4)	03/27/2028	Common Stock	500,000	500,000	D	
Employee Stock Option (Right to Buy)	\$ 4.24							(5)	03/27/2028	Common Stock	500,000	500,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenleaf Peter C/O CERECOR INC. 400 EAST PRATT STREET, SUITE 606 BALTIMORE, MD 21202	X		Chief Executive Officer	

## Signatures

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This transaction was executed in multiple trades ranging from \$3.95 to \$4.00. The price reported in Column 4 is a weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder full information regarding the number of shares and prices at which the transactions were effected.
- (2) The stock option will vest in three substantially equal annual installments on May 11, 2018, 2019 and 2020, subject to the Reporting Person's continued service on each such vesting date.
- (3) The stock options will vest in full on June 30, 2018, subject to the grantees continued service on such vesting date.  
The stock option will vest 25% on the first anniversary of the date of grant and the remaining 75% of the shares subject to the stock option shall vest in equal monthly installments on
- (4) each monthly anniversary date of the first vesting date over the following 48 months beginning on April 27, 2019, provided the Reporting Person is then an officer of the Issuer on each such vesting date.
- (5) The stock option will vest in full upon the Issuer's common stock closing at or above \$12.50 per share for three consecutive trading days, provided the Reporting Person is then an officer of the Issuer on each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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