

FORM 4

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

OMB APPROVAL	
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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Hacksell Uli		2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O CERECOR INC., 540 GAITHER ROAD, SUITE 400		3. Date of Earliest Transaction (Month/Day/Year) 12/10/2016			
(Street) ROCKVILLE, MD 20850		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	
(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	12/10/2016		P		10,000	A	\$ 1.07	10,000	D	
Common Stock	06/09/2017		P		10,000	A	\$ 0.42	20,000	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						Title
Stock Option (Right to Buy)	\$ 5.84	03/29/2019		A		1,724		03/29/2019	03/28/2019	Common Stock	1,724	\$ 0	1,724	D	
Stock Option (Right to Buy)	\$ 3.23							12/31/2018	12/30/2028	Common Stock	3,095		3,095	D	
Stock Option (Right to Buy)	\$ 3.71							05/15/2019 ⁽²⁾	05/14/2028	Common Stock	8,357		8,357	D	
Stock Option (Right to Buy)	\$ 0.87							⁽³⁾	01/25/2027	Common Stock	100,000		100,000	D	
Stock Option (Right to Buy)	\$ 3.77							⁽⁴⁾	08/16/2026	Common Stock	130,000		130,000	D	

Stock Option (Right to Buy)	\$ 3.35							(5)	12/31/2025	Common Stock	360,459		360,459	D
Stock Option (Right to Buy)	\$ 5.80							(6)	10/31/2025	Common Stock	16,714		16,714	D
Stock Option (Right to Buy)	\$ 6.13							05/20/2015	04/30/2025	Common Stock	11,607		11,607	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hacksell Uli C/O CERECOR INC. 540 GAITHER ROAD, SUITE 400 ROCKVILLE, MD 20850	X			

Signatures

/s/ Donald R. Reynolds, by Power of Attorney		04/01/2019
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) These shares were acquired under the Issuer's 2016 Employee Stock Purchase Plan.
- (2) The stock options will vest in full on May 15, 2019, subject to the grantee's continued service on such vesting date.
- (3) 33,333 of the shares underlying the option vested and became exercisable on the date of grant; 33,333 shares vested and became exercisable on the first anniversary of the date of grant, and 33,334 shares vested and became exercisable on the second anniversary of the date of grant, subject to the Reporting Person's continuous service with the Issuer on each such date.
- (4) 32,500 of the shares underlying the option shall vest and become exercisable on August 17, 2017; the remaining shares shall vest and become exercisable in 36 equal monthly installments thereafter beginning on September 17, 2017, subject to the Reporting Person's continued service with the Issuer on each such date.
- (5) One third of the shares subject to the stock option will vest on January 1, 2017, and the remaining two thirds of the shares subject to the stock option vested in equal monthly installments over the following 24 months.
- (6) The Stock Options vested in three equal installments on November 9, 2016, 2017 and 2018.

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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