

# 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* <b>Greenleaf Peter</b>		2. Issuer Name and Ticker or Trading Symbol <b>Ceracor Inc. [CERC]</b>		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) <b>Chief Executive Officer</b>	
(Last) (First) (Middle) <b>C/O CERECOR INC., 540 GAITHER ROAD, SUITE 400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>04/01/2019</b>			
(Street) <b>ROCKVILLE, MD 20850</b>		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)			
Common Stock							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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 6.22	04/01/2019		A				(1)	04/01/2029	Common Stock	325,000	\$ 0	325,000	D	
Stock Option (Right to Buy)	\$ 0.80							(2)	05/12/2027	Common Stock	16,714		16,714	D	
Employee Stock Option (Right to Buy)	\$ 0.57							(3)	06/30/2027	Common Stock	8,357		8,357	D	
Employee Stock Option (Right to Buy)	\$ 4.24							(1)	03/27/2028	Common Stock	500,000		500,000	D	
Employee Stock Option (Right to Buy)	\$ 4.24							(4)	03/27/2028	Common Stock	500,000		500,000	D	

### Reporting Owners

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

## Signatures

/s/ Donald R. Reynolds, by Power of Attorney		04/02/2019
<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) One fourth of the shares subject to the stock option will vest on the first anniversary of the date of grant, and the remaining three-fourths of the shares subject to the stock option will vest in equal monthly installments over the following 36 months.
- (2) The stock option will vest in three substantially equal annual installments on May 12, 2018, 2019 and 2020, subject to the Reporting Person's continued service on each such vesting date.
- (3) The stock options vested in full on June 30, 2018.
- (4) 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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