

# 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>  <small>(Last) (First) (Middle)</small> <b>C/O CERECOR INC., 540 GAITHER ROAD,          SUITE 400</b>  <small>(Street)</small> <b>ROCKVILLE, MD 20850</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Cerecor Inc. [CERC]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/24/2019</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  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
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**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	05/24/2019		D		300,000 <a href="#">(1)</a>	D	\$ 0	112,500	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 6.22	05/24/2019		D		325,000	<a href="#">(2)</a>	04/01/2029	Common Stock	325,000	\$ 0	0	D	
Employee Stock Option (Right to Buy)	\$ 4.24	05/24/2019		D		364,583	<a href="#">(3)</a>	03/27/2028	Common Stock	364,583	\$ 0	135,417	D	
Employee Stock Option (Right to Buy)	\$ 4.24	05/24/2019		D		500,000	<a href="#">(2)</a>	03/27/2028	Common Stock	500,000	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 0.80						<a href="#">(4)</a>	05/12/2027	Common Stock	16,714		16,714	D	
Stock Option (Right to Buy)	\$ 0.57						<a href="#">(5)</a>	06/30/2027	Common Stock	8,357		8,357	D	

## Reporting Owners

Relationships

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

## Signatures

/s/ Donald R. Reynolds, by Power of Attorney		05/29/2019
<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) Pursuant to an agreement between the Reporting Person and the Issuer, the Reporting Person agreed to forfeit the restricted stock units for good and valuable consideration.
- (2) Pursuant to an agreement between the Reporting Person and the Issuer, the Reporting Person agreed to forfeit the stock option for good and valuable consideration.
- (3) Represents the forfeiture of 364,583 shares underlying the stock option. Pursuant to an agreement between the Reporting Person and the Issuer, the Reporting Person agreed to forfeit the stock option for good and valuable consideration. The 135,417 shares underlying the stock option that have vested will not be forfeited.
- (4) 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.
- (5) The stock options vested in full on June 30, 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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