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May 19, 2017

Via EDGAR and Electronic Mail

Mr. Jeffrey Gabor  
United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Cerecor Inc.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed May 12, 2017**  
**File No. [001-37590](#)**

Ladies and Gentlemen:

On behalf of Cerecor Inc. (the "**Company**"), this letter is being transmitted in response to a comment received from the staff (the "**Staff**") of the Securities and Exchange Commission, by telephone on May 19, 2017 (the "**Comment**"), regarding the Company's Preliminary Proxy Statement on Schedule 14A, filed on May 12, 2017 (the "**Proxy Statement**"). The text of the Staff's comment has been included in this letter in italics for your convenience.

*Proposal 5: Approval of the Authorized Share Reduction Proposal*

- Please revise the disclosure in the preliminary proxy statement to discuss any other plans, agreements, arrangements or understandings with regard to the increase of authorized shares as a result of the planned reverse stock split.*

Response:

The Company acknowledges the Staff's comment and has revised the disclosure to page 23 of the Proxy Statement.

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Please contact me at (202) 728-7087 with any questions or further comments regarding the Company's response to the Comment Letter.

Sincerely,

/s/ Madison A. Jones

Madison A. Jones

cc: Uli Hacksell, Cerecor  
Inc.

Mariam Morris, Cerecor Inc.

Brent B. Siler, Cooley LLP

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