

June 7, 2017

Via EDGAR

U.S. Securities and Exchange Commission

Division of Corporation Finance
Office of Healthcare & Insurance
100 F Street, N.E.
Washington, D.C. 20549

Attn: Jeffrey Gabor

Re: **Cerecor Inc.**
Registration Statement on Form S-3
File No. 333-218252

Acceleration Request

Requested Date: Friday, June 9, 2017

Requested Time: 4:30 P.M. Eastern Standard Time

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, the undersigned registrant (the "**Registrant**") hereby requests that the Securities and Exchange Commission (the "**Commission**") take appropriate action to cause the above-referenced Registration Statement on Form S-3 (File No. 333-218252) (the "**Registration Statement**") to become effective on Friday, June 9, 2017, at 4:30 p.m. Eastern Standard Time, or as soon thereafter as is practicable, or at such later time as the Registrant may orally request via telephone call to the staff (the "**Staff**").

Once the Registration Statement has been declared effective, please orally confirm that event with Brent B. Siler of Cooley LLP, counsel to the Registrant, at (202) 728-7040, or in his absence, Madison Jones at (202) 728-7087.

[Signature page follows]

Very truly yours,

Cerecor Inc.

By: /s/ Mariam E. Morris
Mariam E. Morris
Chief Financial Officer

cc: Uli Hacksell, Ph.D., Cerecor Inc.
Brent B. Siler, Cooley LLP