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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) June 11, 2019

CERECOR INC.

(Exact name of registrant as specified in its charter)

Delaware		
(State or other jurisdiction of incorporation)		
001-37590		**45-0705648**
(Commission File Number)		**(IRS Employer Identification No.)**

540 Gaither Road, Suite 400, Rockville, Maryland 20850
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (410) 522-8707

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 Par Value	CERC	Nasdaq Capital Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) *Appointment of Keith Schmidt to the Board*

On June 11, 2019 the board of directors (the "Board") of Cerecor Inc. (the "Company") appointed Keith Schmidt to the Board, effective immediately. Mr. Schmidt will serve as a director until the 2019 Annual Meeting of Stockholders or until his successor is duly elected and qualified. Mr. Schmidt has also been appointed to serve as a member of the audit committee and the compensation committee of the Board.

Mr. Schmidt, age 69, has over 35 years of diverse, cross-functional executive experience in the healthcare industry. Mr. Schmidt has served in a variety of leadership positions across drug development, strategic planning, new business planning, product life-cycle management, commercial product launch planning, sales, marketing, acquisitions, licensing and negotiations. Mr. Schmidt's most recent position was in 2015 with Ballantyne Therapeutics, Inc. as their Chief Commercial Officer. Prior to that Mr. Schmidt served as the Chief Commercial Officer of Chelsea Therapeutics International, Ltd. from 2007 to 2014. Mr. Schmidt earned a Bachelor of Science from South Dakota State University, and an MBA from the University of San Francisco.

There are no arrangements or understandings between Mr. Schmidt and any other person pursuant to which he was selected as a director of the Company, and there is no family relationship between Mr. Schmidt and any of the Company's other directors or executive officers. Mr. Schmidt will be eligible for Board compensation pursuant to the Company's Non-Employee Director Compensation Plan.

There are no related party transactions between Mr. Schmidt and the Company, and the Board believes that Mr. Schmidt satisfies the independence requirements of Rule 5605(a)(2) of the NASDAQ Stock Market listing rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated June 12, 2019.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CERECOR INC.

Date: June 12, 2019

/s/ Joseph M. Miller

Joseph M. Miller

Chief Financial Officer

Exhibit 99.1

Cerecor Appoints Keith Schmidt to its Board of Directors

Rockville, MD, June 12, 2019 - Cerecor Inc. (NASDAQ: CERC), a biopharmaceutical company focused on becoming a leader in development and commercialization of treatments for rare and orphan diseases in pediatrics and neurology, today announced the appointment of Keith Schmidt to its Board of Directors effective immediately. Mr. Schmidt joins the Cerecor Board as a member of the Audit Committee, the Compensation Committee, and an independent director serving a term ending at the 2019 Annual Meeting.

"We are delighted to welcome Keith to our Board," said Dr. Simon Pedder, Executive Chairman of the Board of Cerecor, *"with his experience in new product development and commercialization, Keith is a key addition for the Company. We believe he will provide valuable insights and strategic guidance as we continue to progress both our in-line commercial products as well as prepare for commercialization and launch of our innovative pipeline assets."*

Mr. Keith W. Schmidt, M.B.A. previously was the Chief Commercial Officer of Chelsea Therapeutics International Ltd. prior to its sale to H. Lundbeck A/S in 2014. Mr. Schmidt has over 35 years of experience and an outstanding reputation and proven track record in domestic and international pharmaceutical sales, and strategic marketing for launching industry leading drugs including Pegasys®, Naprosyn®, Anaprox®, Cialis®, Cymbalta®, and Strattera®. Mr. Schmidt served as President of Tellico Pharma LLC. and served as Vice President of Thomson Healthcare Advanced Therapeutics Communications. Over the course of his career, Mr. Schmidt has worked for such companies as Hoffmann-La Roche AG and Syntex Laboratories, Inc. During his tenure at Hoffmann-La Roche, he served as International Business Leader responsible for global pre-launch marketing preparation, launch market plans, and life cycle planning for Pegasys® in Hepatitis C, Hepatitis B and Oncology. At Roche, he developed and led the global sales and marketing launch efforts for Pegasys and Copegus. Prior to joining Roche, Mr. Schmidt served in a number of progressively senior positions at Syntex Laboratories, variously directing New Product Development, Sales Force Strategies, OBYN Sales, and Sales Training. Mr. Schmidt earned a Bachelor of Science from South Dakota State University and an MBA from the University of San Francisco.

"I am pleased for the opportunity to serve as a member of Cerecor's Board," said Mr. Schmidt. "*I look forward to applying my cross-functional skills and experiences in guiding future commercialization strategies and current in-market products as the Company moves forward."*

About Cerecor

Cerecor is a fully integrated biopharmaceutical company with commercial operations and research and development capabilities. The Company is building a robust pipeline of innovative therapies in orphan rare diseases, neurology and pediatric healthcare. The Company's pediatric orphan rare disease pipeline is led by CERC-801, CERC-802 and CERC-803 ("CERC-800 programs"), which are therapies for inborn errors of metabolism specifically disorders known as Congenital Disorders of Glycosylation. The FDA granted Rare Disease Designation and Orphan Drug Designation to all three CERC-800 compounds, thus qualifying them for receipt of a Priority Review Voucher ("PRV") upon approval of a new drug application ("NDA"). The PRV may be sold or transferred an unlimited number of times. The Company plans to leverage the 505(b)(2) NDA pathway for all three compounds to accelerate development and

approval. The Company is also in the process of developing one other preclinical pediatric orphan rare disease compound for the treatment of mitochondrial DNA Depletion Syndrome. The Company's neurology pipeline is led by CERC-301, which Cerecor is currently exploring as a novel treatment for neurogenic orthostatic hypotension. The Company is also developing two other neurological compounds; CERC-406 for Parkinson's Disease, CERC-611 for epilepsy. The Company also has a diverse portfolio of marketed products. Our marketed products are led by our prescribed dietary supplements and prescribed drugs. Our prescribed dietary supplements include Poly-Vi-Flor® and Tri-Vi-Flor™ which are prescription vitamin and fluoride supplements used in infants and children to treat or prevent deficiency of essential vitamins and fluoride. The Company also markets a number of prescription drugs that treat a range of pediatric diseases, disorders and conditions. Cerecor's prescription drugs include AcipHex®, Cefaclor for Oral Suspension, Karbinal™ ER, Sprinkle™, Millipred® and Ulesfia®.
For more information about Cerecor, please visit www.cerecor.com.

Forward-Looking Statements

This press release may include forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to significant risks and uncertainties that are subject to change based on various factors (many of which are beyond Cerecor's control), which could cause actual results to differ from the forward-looking statements. Such statements may include, without limitation, statements with respect to Cerecor's plans, objectives, projections, expectations and intentions and other statements identified by words such as "projects," "may," "will," "could," "would," "should," "continue," "seeks," "aims," "predicts," "believes," "expects," "anticipates," "estimates," "intends," "plans," "potential," or similar expressions (including their use in the negative), or by discussions of future matters such as: the development of product candidates or products; timing and success of trial results and regulatory review (including as it may be impacted by government shut-downs); potential attributes and benefits of product candidates; the expansion of Cerecor's drug portfolio; and other statements that are not historical. These statements are based upon the current beliefs and expectations of Cerecor's management but are subject to significant risks and uncertainties, including: reliance on and the need to attract, integrate and retain key personnel; drug development costs, timing and other risks; Cerecor's cash position and the potential need for it to raise additional capital; risks associated with acquisitions, including the need to quickly and successfully integrate acquired assets and personnel; and those other risks detailed in Cerecor's filings with the Securities and Exchange Commission. Actual results may differ from those set forth in the forward-looking statements. Except as required by applicable law, Cerecor expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Cerecor's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

For media and investor inquiries
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