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) November 9, 2020

CERECOR INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-37590

(Commission File Number)

45-0705648

(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 tl	he app	ropriate 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))

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

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. \boxtimes

Item 2.02. Results of Operations and Financial Condition.

On November 9, 2020, Cerecor Inc. issued a press release announcing its financial results for the quarter ended September 30, 2020. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

The information in this Item 2.02 (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description	_
99.1	Press Release dated November 9, 2020.	
	1	

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: November 9, 2020 /s/ Christopher Sullivan

Christopher Sullivan



Cerecor Reports Third Quarter 2020 Financial Results and Provides Business Update

On track to complete clinical trial for CERC-002 in cytokine storm-induced COVID-19 ARDS by year end

Strengthened leadership team with the appointment of Gilla Kaplan, Ph.D., to the Board of Directors

ROCKVILLE, Md. and CHESTERBROOK, Pa., Nov. 09, 2020 -- Cerecor Inc. (NASDAQ: CERC), a biopharmaceutical company focused on becoming a leader in development and commercialization of treatments for rare and orphan diseases, today announced recent business progress and third quarter results for 2020.

"We are very pleased with the progress we have made in the third quarter," said Mike Cola, Chief Executive Officer of Cerecor. "We anticipate completion of the trial of our novel anti-LIGHT mAb, CERC-002, for the treatment of COVID-19 induced acute respiratory distress syndrome, by year end. We are excited to welcome Dr. Gilla Kaplan to our Board, who brings with her a strong track record and expertise in immunology and rare diseases. The timing of her involvement is ideal as we prepare for multiple clinical data readouts in 2021 that we believe represent key inflection points for Cerecor."

Third Quarter Highlights and Program Updates

- Strengthened leadership team with the appointment of Gilla Kaplan, Ph.D., to the Board of Directors. Dr. Kaplan brings with her over 30 years of academic and industry experience specializing in various aspects of the host immune response to mycobacterial pathogens, including the causative agents of leprosy and tuberculosis.
- The Company's pipeline of novel, first-in-class compounds remains on track with all clinical development timelines and anticipates the following milestones:
 - CERC-002: Anti-LIGHT monoclonal antibody in clinical studies for COVID-19 ARDS and severe pediatric onset Crohn's disease.
 - Completion of the multi-center, randomized, double-blinded, placebo-controlled Phase 1 proof-of-concept study of CERC-002 in cytokine storm-induced COVID-19 ARDS is anticipated by year end 2020.
 - Initial data from the open-label Phase 1b clinical study designed to assess the safety, tolerability and short-term efficacy of CERC-002 in anti-TNF refractory adult subjects with moderate-to-severe Crohn's disease is anticipated in the first quarter of 2021.
 - CERC-007: Anti-IL-18 monoclonal antibody for the treatment of multiple myeloma (MM) and Adult-onset Still's Disease (AOSD).
 - Initial data anticipated from proof-of-concept studies for multiple myeloma in the first quarter of 2021 and in Adult-onset Still's disease in the second quarter of 2021.
 - CERC-006: Dual mTORC1 and mTORC2 small molecule inhibitor for complex lymphatic malformations.
 - Initial data anticipated from proof-of-concept study in the first half of 2021.

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- CERC-800 programs (CERC-801, CERC-802, and CERC-803): Restorative monosaccharide therapies for congenital disorders of glycosylation (CDGs).
 - CERC-801 data anticipated from the pivotal trial evaluating the safety and efficacy of CERC-801 in patients suffering from Phosphoglucomutase-1 deficiency related congenital disorders of glycosylation (PGM1-CDG) in 2021
 - CERC-802 data anticipated from the pivotal trial evaluating the safety and efficacy of CERC-802 in patients suffering from Mannose phosphate isomerase deficiency related CDG (MPI-CDG) in 2021.
 - CERC-803 clearance to proceed on the Investigational New Drug Application from the FDA anticipated in the fourth quarter 2020.

Third Quarter Financial Update

Cerecor reported a cash balance of \$33.4 million as of September 30, 2020, representing a \$12 million decrease as compared to June 30, 2020. The decrease was primarily due to operational spend.

Cerecor recognized \$8.9 million of research and development expenses and \$4.6 million of general and administrative expenses during the quarter, which were the primary reasons for the increase in operating expenses, net loss and net loss per share as compared to the same period in 2019. The \$7.1 million increase in research and development expenses as compared to the same period in 2019 primarily resulted from Cerecor's continuing advancement of its expanded pipeline, including costs related to the ongoing clinical trial for COVID-19 ARDS and other programs acquired in the merger with Aevi Genomic Medicine, Inc.

Condensed Consolidated Balance Sheets

Name		•	mber 30, 2020 (a) (unaudited)	December 31, 2019 (a)		
Current assers: \$ 3,3,39 \$ 3,00 \$ 1,00 Accounts receivable, net 1,671 1,00 1,00 Other receivables 4,285 4,241 1,00 Inventory, net 9 2 1 Prepaid expenses and other current assets 1,544 70 70 Restricted cash, current portion 1,22 1 1,70 Investment in Aytu — 4,00 Current assets of discontinued operations 1,708 1,00 1,708 Total current assets 1,708 1,00 1,408 Property and equipment, net 1,80 2,10 1,409 Property and equipment, net 1,409 1,409 Restricted cash, net of current portion 14,90 1,00 Restricted assets, net 8,11 1,00 Restricted assets 5,913 3,0 Account payable 8,11 5 Account face spayable 8,811 5,60 Account payable 8,811 5,60 Account payable 1,6,571 1,6,71 Royal yo higation 1,6,571 2,07 <th></th> <th></th> <th>(in tho</th>			(in tho			
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Inventory, net	Accounts receivable, net		1,671		1,002	
Prepaid expenses and other current assets 1,544 707 Restricted cash, current portion 132 17 Investment in Aytu — 7,629 Current assets of discontinued operations — 498 Total current assets 41,032 17,724 Property and equipment, net 1,708 1,448 Intagable assets, net 1,889 2,426 Goodwill 14,009 14,009 Restricted cash, net of current portion 14 100 Restricted cash, net of current portion 19 10 Current labilities 1,927 \$ 36,009 Libribilities 1,927 \$ 2,078 Accounts payable \$ 1,927 \$ 2,078 Accrued expenses and other current liabilities 8,811 5,640 Income taxes payable \$ 1,927 \$ 2,33 3,891 Current liabilities of discontinued operations 15,571 12,161 Royal poligation 2,000 — Deferred tax liability, net 115 86 Other long-term liabilities of discon	Other receivables		4,285		4,241	
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Process and state of discontinued operations 1,702 1,702 1,702 1,702 1,703	Prepaid expenses and other current assets		1,544		707	
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Property and equipment, net 1,708 1,488 Intangible assets, net 1,889 2,426 Goodwill 14,409 14,409 Restricted eash, net of current portion 149 102 Total assets \$ 59,187 \$ 36,109 Itabilities We return liabilities Accounts payable \$ 1,927 \$ 2,078 Accrued expenses and other current liabilities \$ 8,811 5,640 Income taxes payable \$ 5,83 3,891 Total current liabilities of discontinued operations \$ 16,571 12,161 Royalty obligation 16,571 12,161 Royalty obligation 1,934 1,112 Cong-term liabilities of discontinued operations 1,934 1,112 Cong-term liabilities of discontinued operations 1,934 1,112 Long-term liabilities of discontinued operations 2,062 15,144 Congeture liabilities of discontinued operations 20,620 15,145 Total liabilities 2,062 15,145 Total liabilities 20,620 <td>Current assets of discontinued operations</td> <td></td> <td>_</td> <td></td> <td>498</td>	Current assets of discontinued operations		_		498	
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Total assets	Goodwill		14,409		14,409	
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Current liabilities: Accounts payable \$ 1,927 \$ 2,078 Accrued expenses and other current liabilities 8,811 \$ 5,640 Income taxes payable — 552 Current liabilities of discontinued operations 5,833 \$ 3,891 Total current liabilities 16,571 \$ 12,161 Royalty obligation 2,000 \$ — Deferred tax liability, net 115 \$ 86 Other long-term liabilities 1,934 \$ 1,112 Long-term liabilities of discontinued operations — 1,755 Total liabilities 20,620 \$ 15,114 Stockholders' equity: Total current liabilities 20,620 \$ 15,114 Stockholders' equity: Total preferred tax (application and preferred tax) (application and preferred atx) (application and application and atx) (application and application and atx) (application and application and atx) (application application and application and atx) (application application and application application application application application and atx (application application applicati	Total assets	\$	59,187	\$	36,109	
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Total current liabilities 16,571 12,161 Royalty obligation 2,000 — Deferred tax liability, net 115 86 Other long-term liabilities 1,934 1,112 Long-term liabilities of discontinued operations — 1,755 Total liabilities 20,620 15,114 Stockholders' equity: Stockholders' equity: Total prespectively 75 44 Preferred stock—\$0.001 par value; 200,000,000 shares authorized at September 30, 2020 and December 31, 2019; respectively 75 44 Preferred stock—\$0.001 par value; 5,000,000 shares authorized at September 30, 2020 and December 31, 2019; respectively 1 3 Additional paid-in capital 200,639 135,239 Accumulated deficit (162,148) (114,291) Total stockholders' equity 38,567 20,995	Income taxes payable		_		552	
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Stockholders' equity: Common stock—\$0.001 par value; 200,000,000 shares authorized at September 30, 2020 and December 31, 2019; 74,900,047 and 44,384,222 shares issued and outstanding at September 30, 2020 and December 31, 2019; respectively Preferred stock—\$0.001 par value; 5,000,000 shares authorized at September 30, 2020 and December 31, 2019; 1,257,143 and 2,857,143 shares issued and outstanding at September 30, 2020 and December 31, 2019; respectively Additional paid-in capital 200,639 135,239 Accumulated deficit (162,148) (114,291) Total stockholders' equity 38,567 20,995	Long-term liabilities of discontinued operations		_		1,755	
Common stock—\$0.001 par value; 200,000,000 shares authorized at September 30, 2020 and December 31, 2019; 74,900,047 and 44,384,222 shares issued and outstanding at September 30, 2020 and December 31, 2019, respectively 75 44 Preferred stock—\$0.001 par value; 5,000,000 shares authorized at September 30, 2020 and December 31, 2019; 1,257,143 and 2,857,143 shares issued and outstanding at September 30, 2020 and December 31, 2019, respectively 1 3 Additional paid-in capital 200,639 135,239 Accumulated deficit (162,148) (114,291) Total stockholders' equity 38,567 20,995	Total liabilities		20,620		15,114	
2019; 74,900,047 and 44,384,222 shares issued and outstanding at September 30, 2020 and December 31, 2019, respectively 75 44 Preferred stock—\$0.001 par value; 5,000,000 shares authorized at September 30, 2020 and December 31, 2019; 1,257,143 and 2,857,143 shares issued and outstanding at September 30, 2020 and December 31, 2019, respectively 1 3 Additional paid-in capital 200,639 135,239 Accumulated deficit (162,148) (114,291) Total stockholders' equity 38,567 20,995	Stockholders' equity:					
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Accumulated deficit (162,148) (114,291) Total stockholders' equity 38,567 20,995	1,257,143 and 2,857,143 shares issued and outstanding at September 30, 2020 and December 31, 2019,		1		3	
Accumulated deficit (162,148) (114,291) Total stockholders' equity 38,567 20,995			200,639		135,239	
Total stockholders' equity 38,567 20,995			(162,148)			
	Total stockholders' equity		38,567			
	Total liabilities and stockholders' equity	\$	59,187	\$	36,109	

⁽a) The condensed consolidated balance sheets as of September 30, 2020 and December 31, 2019 have been derived from the reviewed and audited financial statements but do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

Condensed Consolidated Statements of Operations

Net loss per share of preferred stock, basic and diluted

		111100 1110				11110111011		
	September 30,			September 30,				
	-	2020 (a)		2019 (a)		2020 (a)		2019 (a)
		in thousands, exc	ept per sk	hare data)		(in thousands, exc	ept per s	hare data)
Revenues:								
Product revenue, net	\$	1,111	\$	2,101	\$	5,202	\$	6,070
License and other revenue				100				100
Total revenues, net		1,111		2,201		5,202		6,170
Operating expenses:								
Cost of product sales		77		132		221		(612)
Research and development		8,872		1,744		19,556		8,858
Acquired in-process research and development		_		_		25,549		_
General and administrative		4,573		2,638		13,350		7,654
Sales and marketing		462		214		1,792		936
Amortization expense		404		335		1,238		1,004
Change in fair value of contingent consideration								(1,256)
Total operating expenses		14,388	·	5,063		61,706		16,584
Loss from continuing operations		(13,277)		(2,862)		(56,504)		(10,414)
Other income:								
Change in fair value of Investment in Aytu		_		_		5,208		_
Other income, net		19		53		447		83
Total other income, net from continuing operations		19	,	53		5,655		83
Loss from continuing operations before taxes		(13,258)		(2,809)		(50,849)		(10,331)
Income tax expense (benefit)		3		121		(2,607)		306
Loss from continuing operations	\$	(13,261)	\$	(2,930)	\$	(48,242)	\$	(10,637)
(Loss) income from discontinued operations, net of tax		(198)		(1,086)		385		(7,057)
Net loss	\$	(13,459)	\$	(4,016)	\$	(47,857)	\$	(17,694)
Net (loss) income per share of common stock, basic and diluted:								
Continuing operations	\$	(0.16)	\$	(0.05)	\$	(0.68)	\$	(0.19)
Discontinued operations		(0.01)		(0.02)		0.00		(0.12)
Net loss per share of common stock, basic and diluted	\$	(0.17)	\$	(0.07)	\$	(0.68)	\$	(0.31)
Net (loss) income per share of preferred stock, basic and diluted:								
Continuing operations	\$	(0.82)	\$	(0.26)	\$	(3.40)	\$	(0.94)
Discontinued operations		(0.01)		(0.09)		0.02		(0.62)

Three Months Ended

Nine Months Ended

(0.83)

(0.35)

(3.38)

(1.56)

⁽a) The unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2020 and 2019 have been derived from the reviewed financial statements but do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

About Cerecor

Cerecor is a biopharmaceutical company focused on becoming a leader in development and commercialization of treatments for rare and orphan diseases. The company is advancing its clinical-stage pipeline of innovative therapies that address unmet patient needs within rare and orphan diseases. The company's rare disease pipeline includes CERC-801, CERC-802 and CERC-803 ("CERC-800 compounds"), which are therapies for inherited metabolic disorders known as congenital disorders of glycosylation. The U.S. Food and Drug Administration ("FDA") granted Rare Pediatric Disease Designation ("RPDD") and Orphan Drug Designation ("ODD") to all three CERC-800 compounds, thus potentially qualifying the Company to receive a Priority Review Voucher ("PRV") upon approval of each new drug application ("NDA"). The company is also developing CERC-002, CERC-006 and CERC-007. CERC-002 is an anti-LIGHT monoclonal antibody being developed for the treatment of COVID-19 acute respiratory distress syndrome and for severe pediatric-onset Crohn's disease. CERC-006 is a dual mTOR inhibitor being developed for the treatment of complex lymphatic malformations and has been granted ODD and RPDD by the FDA, thus potentially qualifying the company to receive a fourth PRV upon approval of an NDA. CERC-007 is an anti-IL-18 monoclonal antibody being developed for the treatment of autoimmune inflammatory diseases such as adult onset Stills disease, and multiple myeloma.

For more information about Cerecor, please visit 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," "might," "will," "could," "would," "should," "continue," "seeks," "aims," "predicts," "believes," "expects," "anticipates," "estimates," "intends," "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; potential attributes and benefits of product candidates; 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: drug development costs, timing and other risks, including reliance on investigators and enrollment of patients in clinical trials, which might be slowed by the COVID-19 pandemic; regulatory risks; Cerecor's cash position and the potential need for it to raise additional capital; general economic and market risks and uncertainties, including those caused by the COVID-19 pandemic; 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 forwardlooking 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.

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