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): March 25, 2021

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))

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. ☐

Item 1.01. Entry into a Material Definitive Agreement.

On March 25, 2021, Aevi Genomic Medicine, LLC, a wholly-owned subsidiary of the Cerecor (the " ***Company***"), entered into a License Agreement (the "***License Agreement***") with Kyowa Kirin Co., Ltd. (" ***KKC***" and, collectively with the Company, the "***Parties***") for exclusive worldwide rights to develop, manufacture and commercialize CERC-002, KKC's first-in-class fully human anti-LIGHT (tumor necrosis factor superfamily member 14, TNFSF14) monoclonal antibody for all indications. The License Agreement replaces the Amended and Restated Clinical Development and Option Agreement between the Parties dated May 28, 2020 (the "***CDOA***"), which was disclosed by Cerecor in a Current Report on Form 8-K filed with the United States Securities and Exchange Commission (the "***SEC***") on May 28, 2020 (the "***May 28, 2020 8-K***") and a redacted copy of which was filed with the SEC on August 6, 2020 as an exhibit to Cerecor's Quarterly Report on Form 10-Q for the fiscal quarter ending June 30, 2020.

Under the License Agreement, the Company will pay KKC an upfront license fee equal to $10 million. Aevi will also pay KKC milestone payments based on achievement of certain success-based regulatory milestones that equal, for each of three separate indications for CERC-002, mid teen millions of dollars or less depending on the territory to which the regulatory milestone achievement relates. In addition, Aevi will pay KKC (a) royalties during a country-by-country royalty term equal to a mid-teens percentage of the net sales of CERC-002 by Aevi and its affiliates and (b) a double digit percentage (less than 30%) of the payments that Aevi receives from sublicensing of its rights under the License Agreement, subject to certain exclusions. Subject to the option described below that allows, upon exercise, KKC to develop, manufacture and commercialize CERC-002 in Japan, the Company will be responsible for the development and commercialization of CERC-002 in all indications worldwide.

The Company granted KKC an option (the "***Option***") to exclude Japan from the scope of the worldwide rights granted to the Company such that, upon exercise of the Option, KKC can develop, manufacture and commercialize CERC-002 in Japan. Upon exercise of the Option, KKC will be required to (a) reimburse the Company for a pre-agreed percentage of certain of its costs incurred to develop CERC-002 as a condition to KKC accessing the Company's data that would be required to be included in an application for marketing authorization, (b) pay the Company for its services (such as transfer of data and regulatory support), (c) pay for all further development of CERC-002 in Japan and (d) pay any royalty due to the Company's licensors on sales of CERC-002 in Japan. KKC will also have the right to purchase CERC-002 from the Company for use in Japan. No other amounts would be payable by KKC to the Company such as license fees, royalties and milestone payments. The Option will expire if KKC does not exercise it within a set number of days after the FDA accepts for filing a Biologics License Application for a pre-defined indication for CERC-002.

The License Agreement will remain in effect while the Company and its affiliates and sublicensees develop and commercialize CERC-002 subject to customary termination rights.

The foregoing description of the License Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the License Agreement, a copy of which the Company expects to file as an exhibit to Cerecor's Quarterly Report on Form 10-Q for the fiscal quarter ending March 31, 2021 (the "***Form 10-Q***"). Cerecor intends to seek confidential treatment for certain terms of the License Agreement at the time of filing such agreement with the Form 10-Q.

A copy of the press release issued by Cerecor in connection with the License Agreement is included as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated March 29, 2021.

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: March 31, 2021

By: /s/ Schond L. Greenway
Schond L. Greenway
Chief Financial Officer

Cerecor Announces New Worldwide License Agreement with Kyowa Kirin for Anti-LIGHT Antibody CERC-002

- **Expanded agreement for exclusive, world-wide rights to develop, manufacture and commercialize CERC-002 for all indications including severe pediatric onset inflammatory bowel disease and ARDS (including COVID-19 ARDS)**
- **Kyowa Kirin Co. has an option to retain the rights for all indications in Japan**

ROCKVILLE, Md., March 29, 2021 -- Cerecor Inc. (NASDAQ: CERC), a biopharmaceutical company focused on becoming a leader in the development and commercialization of treatments for rare and orphan diseases, today announced that its wholly-owned subsidiary, Aevi Genomic Medicine, LLC ("Cerecor"), has entered into an expanded agreement with Kyowa Kirin Co., for exclusive worldwide rights to develop, manufacture and commercialize CERC-002, Kyowa Kirin's first-in-class fully human anti-LIGHT (tumor necrosis factor superfamily member 14, TNFSF14) monoclonal antibody for all indications.

"*We are pleased to expand our agreement for this promising first-in-class asset with Kyowa Kirin, a global leader in innovative antibody engineering technology*," said Mike Cola, Chief Executive Officer of Cerecor. *We have recently demonstrated clinically meaningful and statistically significant results with CERC-002 in patients with COVID-19 ARDS and will continue to explore the role of LIGHT in additional inflammatory disorders. We believe the expansion of this agreement enables us to potentially develop this innovative therapy to fill a significant unmet medical need for a growing number of patients worldwide."*

Under the terms of the agreement, Cerecor will receive exclusive rights for the development, manufacturing and commercialization of the antibody for all indications worldwide including the United States, Europe and Japan. Kyowa Kirin has an option to retain the rights in Japan. Kyowa Kirin will receive an up-front payment from Cerecor and is also eligible to receive additional payments based on achievement of regulatory and commercial milestones, as well as sales-based royalties and a share of sublicensing income.

CERC-002 (anti-LIGHT monoclonal antibody)

CERC-002 is a fully human anti-LIGHT or tumor necrosis factor superfamily member 14 (TNFSF14) monoclonal antibody licensed from Kyowa Kirin Co., Ltd. It is the only clinical stage anti-LIGHT therapy and has the potential to treat a number of LIGHT-associated immune diseases including cytokine storm-induced COVID-19 ARDS. It is currently in development for pediatric onset Crohn's disease and cytokine storm induced COVID-19 ARDSCerecor has also developed a validated, high sensitivity serum/plasma free LIGHT assay in collaboration with Myriad RBM.

Role of LIGHT in Acute Inflammatory Response

LIGHT (homologous to **L**ymphotoxin, exhibits **i**nducible expression and competes with HSV **g**lycoprotein D for binding to **h**erpesvirus entry mediator, a receptor expressed on **T** lymphocytes) is a cytokine with inflammatory actions encoded by the TNFSF14 gene.LIGHT plays an important role in regulating immune responses in the lung, gut and skin. It stimulates T Cell and B Cell response as well as induces the release of other cytokines such as IL-1, IL-6, IL-8, IL-10, TNF and GM-CSF. Therefore, LIGHT potentially plays a key role in immune responses to viral pneumonia and other diseases.

About Cerecor

Cerecor is a biopharmaceutical company focused on becoming a leader in the 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, which are in development for congenital disorders of glycosylation and CERC-006, an oral mTORc1/c2 inhibitor in development for the treatment of complex lymphatic malformations.The company is also developing two monoclonal antibodies, CERC-002, and CERC-007. CERC-002 targets the cytokine LIGHT (TNFSF14) and is in clinical development for treatment of severe pediatric-onset Crohn's disease, and COVID-19 acute respiratory distress syndrome. CERC-007 targets the cytokine IL-18 and is in clinical development for the treatment of Still's disease (adult onset Still's disease (AOSD) and systemic juvenile idiopathic arthritis (sJIA)), and multiple myeloma (MM). CERC-006, 801, 802 and 803 have all received Orphan Drug Designation and Rare Pediatric Disease Designation, which makes all four eligible for a priority review voucher upon FDA approval.

For more information about Cerecor, please visit www.cerecor.com.

About Kyowa Kirin

Kyowa Kirin strives to create and deliver novel medicines with life-changing value. As a Japan-based Global Specialty Pharmaceutical Company with over 70-year heritage, they apply cutting-edge science including an expertise in antibody research and engineering, to address the needs of patients and society across multiple therapeutic areas including Nephrology, Oncology, Immunology/Allergy and Neurology. Across their four regions – Japan, Asia Pacific, North America and EMEA/International – they focus on their purpose, to make people smile, and are united by their shared values of commitment to life, teamwork, innovation, and integrity. You can learn more about the business of Kyowa Kirin at: https://www.kyowakirin.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," "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; 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 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 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

Chris Brinzey
Westwicke, an ICR Company
chris.brinzey@westwicke.com
339-970-2843

or

Schond L. Greenway
Investor Relations
Chief Financial Officer
Cerecor Inc.
sgreenway@cerecor.com
610-522-6200 office