

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 001-37590

Cerecor Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

45-0705648

(I.R.S. Employer
Identification No.)

**400 E. Pratt Street, Suite 606
Baltimore, Maryland 21202**

(Address of principal executive offices)

Telephone: (410) 522-8707

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001, par value	
Class A Warrants, consisting of the right to purchase one share of common stock at an exercise price of \$4.55 per share	NASDAQ Stock Market
Class B Warrants, consisting of the right to purchase one-half share of common stock at an exercise price of \$3.90 per share	

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes
No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes
No

Indicate by check mark whether the registrant (1) has filed reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§299.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company
(Do not check if a
smaller reporting 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's shares of common stock held by non-affiliates of the registrant as of June 30, 2017

(based on the closing price of \$0.573 on that date) was \$5,882,756. Shares of common stock held by each officer and directors and by each person known to be the registrant who owned 10% or more of the outstanding common stock have been excluded in that such person may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 16, 2018, there were 31,379,778 outstanding shares of the registrant's common stock, par value \$0.001 per share.

Documents Incorporated by Reference: Portions of the registrant's Definitive Proxy Statement to be filed with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year ended December 31, 2017, are incorporated by reference in Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

Cerecor Inc. (the "Company") is filing this Amendment No. 2 ("Amendment No. 2") to its Annual Report on Form 10-K for the year ended December 31, 2017, originally filed with the Securities and Exchange Commission ("SEC") on April 2, 2018 (the "Original Filing"), as amended by Form 10-K/A (Amendment No. 1) filed on May 25, 2018 (together with the Original Filing, the "Amended Original Filing") for the sole purpose of providing a new consent of the Company's independent registered public accounting firm to provide a full list of references to registration statements into which the independent registered accounting firm's report, dated April 2, 2018, may be incorporated by reference.

In accordance with applicable SEC rules, this Amendment No. 2 includes new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 from the Company's principal executive officer and principal financial officer dated as of the date of filing of this Amendment No. 2. Because no financial statements have been included in this Amendment No. 2 and this Amendment No. 2 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

This Amendment No. 2 consists solely of the preceding cover page, this explanatory note, Part IV, Item 15, "Exhibits and Financial Statement Schedules," in its entirety, the signature page, Exhibit 23.1, and the new certifications from the Company's Principal Executive Officer and Principal Financial Officer, which are Exhibits 31.1 and 31.2, respectively.

Except as set forth above, the Amended Original Filing has not been amended, updated or otherwise modified, and does not reflect events occurring after April 2, 2018, the date of the Original Filing, or modify or update those disclosures that may have been affected by subsequent events. Accordingly, this Amendment No. 2 should be read in conjunction with the Original Filing, the Amended Original Filing and the Company's filings made with the SEC subsequent to the filing of the Original Filing.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(b) *Exhibits.*

The following is a list of exhibits filed as part of this Annual Report on Form 10-K. Where so indicated by footnote, exhibits that were previously filed are incorporated by reference. For exhibits incorporated by reference, the location of the exhibit in the previous filing is indicated.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
2.1*	Asset Purchase Agreement, dated as of August 14, 2017, by and among Cerecor, Inc. and Janssen Pharmaceuticals (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on August 14, 2017).
2.2*	Equity Interest Purchase Agreement, dated as of November 17, 2017, by and among Cerecor, Inc., TRx Pharmaceuticals, LLC, Fremantle Corporation, LRS International LLC, the selling members of TRx Pharmaceuticals, LLC, and solely for limited purposes stated therein, Randal O. Jones and Robert C. Moscato, Jr. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on November 17, 2017).
2.3*	Agreement and Plan of Merger and Reorganization, dated as of November 17, 2017, by and among Cerecor, Inc., ZPC Merger Corp., a direct wholly owned subsidiary of Cerecor, Inc., Zylera Pharma Corp., Zylera Pharmaceuticals, LLC, Fremantle Corporation and LRS International LLC (incorporated by reference to Exhibit 2.2 to the Current Report on Form 8-K filed on November 17, 2017).
3.1	Amended and Restated Certificate of Incorporation of Cerecor Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on October 20, 2015).

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1.1	Form of Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock of

- [Cerecor Inc. \(incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on April 28, 2017\).](#)
- 3.2 [Amended and Restated Bylaws of Cerecor Inc. \(incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Current Report on Form 8-K filed on October 20, 2015\).](#)
- 4.1 [Second Amended and Restated Investors' Rights Agreement, dated as of July 11, 2014 \(incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 4.2 [Form of Warrant to Purchase Shares of Common Stock issued in connection with the sale of Series A Convertible Preferred Stock \(incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 4.3 [Form of Warrant to Purchase Shares of Common Stock issued in connection with the sale of Series A-1 Convertible Preferred Stock, as amended by the Amendment to Common Stock Warrants, dated as of July 11, 2014 \(incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 4.4 [Form of Warrant to Purchase Shares of Common Stock, issued to CIFCO International Group and its affiliate \(incorporated by reference to Exhibit 4.5 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 4.5 [Form of Warrant to Purchase Shares of Common Stock issued in connection with the issuance of convertible promissory notes from April 2014 through June 2014 \(incorporated by reference to Exhibit 4.6 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 4.6 [Warrant Agreement, dated as of August 19, 2014, issued to Hercules Technology Growth Capital, Inc. \(incorporated by reference to Exhibit 4.7 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 4.7 [Form of Unit Purchase Option \(incorporated by reference to Annex IV of Exhibit 1.1 to the Registration Statement on Form S-1 filed on October 13, 2015\).](#)
- 4.9 [Form of Class A Warrant Agreement \(incorporated by reference to Exhibit 4.9 to the Registration Statement on Form S-1 filed on October 13, 2015\).](#)
- 4.10 [Specimen Class A Warrant Certificate \(incorporated by reference to Exhibit 4.10 to the Registration Statement on Form S-1 filed on October 13, 2015\).](#)
- 4.11 [Form of Class B Warrant Agreement \(incorporated by reference to Exhibit 4.11 to the Registration Statement on Form S-1 filed on October 13, 2015\).](#)
- 4.12 [Specimen Class B Warrant Certificate \(incorporated by reference to Exhibit 4.12 to the Registration Statement on Form S-1 filed on October 13, 2015\).](#)
- 4.13 [Specimen Unit Certificate \(incorporated by reference to Exhibit 4.13 to the Registration Statement on Form S-1 filed on October 13, 2015\).](#)
- 4.14 [Registration Rights Agreement, dated as of September 8, 2016, by and between Aspire Capital Fund, LLC and Cerecor Inc. \(incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on September 12, 2016\).](#)

Exhibit Number	Description of Exhibit
4.15	Form of Warrant to Purchase Common Stock of Cerecor Inc. issued to Armistice Capital Master Fund Ltd. (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on April 28, 2017).
10.1 #	Exclusive Patent and Know-How License Agreement, effective as of March 19, 2013, by and between Essex Chemie AG and Cerecor Inc. (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1 filed on June 12, 2015).
10.2 #	Exclusive Patent and Know-How License Agreement, effective as of March 19, 2013, by and between Essex Chemie AG and Cerecor Inc. (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form S-1 filed on June 12, 2015).
10.3 #	Exclusive Patent and Know-How License Agreement, effective as of February 18, 2015, by and between Eli Lilly and Company and Cerecor Inc. (incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-1 filed on June 12, 2015).
10.4 +	Cerecor Inc. 2011 Stock Incentive Plan, as amended, including forms of Incentive Stock Option Agreements and Nonqualified Stock Option Agreements thereunder (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-1 filed on June 12, 2015).

- 10.5 + [Cerecor Inc. 2015 Omnibus Incentive Plan, including form of Nonqualified Stock Option Agreements thereunder \(incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-1 filed on September 8, 2015\).](#)
- 10.6 + [Offer Letter Agreement by and between Cerecor Inc. and John Kaiser, dated as of September 12, 2012 \(incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 10.7 + [Offer Letter Agreement by and between Cerecor Inc. and James Vornov, dated as of September 18, 2012 \(incorporated by reference to Exhibit 10.8 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 10.8 + [Offer Letter Agreement by and between Cerecor Inc. and Ronald Marcus, dated as of May 5, 2015 \(incorporated by reference to Exhibit 10.9 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 10.8.1+ Amendment to Offer Letter Agreement by and between Cerecor Inc. and Ronald Marcus, effective as of March 9, 2017.
- 10.9 + [Offer Letter Agreement by and between Cerecor Inc. and Uli Hacksell, dated as of May 20, 2015 \(incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1 filed on June 12, 2015\).](#)
- 10.10 + [Offer Letter Agreement by and between Cerecor Inc. and Mariam Morris, effective as of August 24, 2015 \(incorporated by reference to Exhibit 10.11 to the Registration Statement on Form S-1 filed on September 8, 2015\).](#)
- 10.10 .1+ Amendment to Offer Letter Agreement by and between Cerecor Inc. and Mariam Morris, effective as of March 9, 2017.
- 10.11 + [Employment Agreement by and between Cerecor Inc. and Uli Hacksell, effective January 1, 2016 \(incorporated by reference to Exhibit 10.11 to the Annual Report on Form 10-K filed on March 23, 2016\).](#)
- 10.12 + [Separation Agreement by and between Cerecor Inc. and Blake Paterson, effective January 9, 2016 \(incorporated by reference to Exhibit 10.12 to the Annual Report on Form 10-K filed on March 23, 2016\).](#)

Exhibit Number	Description of Exhibit
10.13 +	Form of Director Indemnification Agreement (incorporated by reference to Exhibit 10.12 to the Registration Statement on Form S-1 filed on September 8, 2015).
10.14	List of current directors with a Director Indemnification Agreement in the form provided as Exhibit 10.12 (incorporated by reference to Exhibit 10.13 to the Registration Statement on Form S-1 filed on September 8, 2015).
10.15	Lease Agreement by and between Cerecor Inc. and PDL Pratt Associates, LLC, dated as of August 8, 2013 (incorporated by reference to Exhibit 10.14 to the Registration Statement on Form S-1 filed on June 12, 2015).
10.16	Loan and Security Agreement, dated as of August 19, 2014, by and between Cerecor Inc. and Hercules Technology Growth Capital, Inc. (incorporated by reference to Exhibit 10.15 to the Registration Statement on Form S-1 filed on June 12, 2015).
10.17	Non-Employee Director Compensation Plan (incorporated by reference to Exhibit 10.17 to the Annual Report on Form 10-K filed on March 23, 2016).
10.18 +	Cerecor Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 20, 2016).
10.19 +	Cerecor Inc. 2016 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on May 20, 2016).
10.20	Common Stock Purchase Agreement, dated as of September 8, 2016, by and between Aspire Capital Fund, LLC and Cerecor Inc. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on September 12, 2016).
10.21 #	Exclusive License Agreement, dated as of September 8, 2016, by and between Cerecor Inc. and Eli Lilly and Company (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on November 8, 2016).
10.21.1	Addendum to Exclusive License Agreement, dated as of October 13, 2016, by and between Cerecor Inc. and Eli Lilly and Company (incorporated by reference to Exhibit 10.1.1 to the Quarterly Report on Form 10-Q filed on November 8, 2016).
10.22	Equity Distribution Agreement, dated as of January 27, 2017, by and between Cerecor Inc. and Maxim Group LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on January 27, 2017).
10.23#	Securities Purchase Agreement, dated as of April 27, 2017, by and between Cerecor, Inc. and Armistice Capital Master Fund Ltd. (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on April 28, 2017).

- 10.24 [Registration Rights Agreement, dated as of April 27, 2017, by and between Cerecor, Inc. and Armistice Capital Master Fund Ltd. \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on April 28, 2017\).](#)
- 10.25+ [Employment Agreement by and between Cerecor Inc. and Robert C. Moscato, Jr., effective November 21, 2017 \(incorporated by reference to exhibit 10.25 to the Annual Report on Form 10-K on April 2, 2018\).](#)

4

Exhibit Number	Description of Exhibit
21.1	List of Subsidiaries of the Registrant (incorporated by reference to exhibit 21.1 to the Annual Report on Form 10-K on April 2, 2018).
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 **	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (incorporated by reference to exhibit 32.1 to the Annual Report on Form 10-K on April 2, 2018).
101.INS	XBRL Instance Document (incorporated by reference to exhibit 23.1 to the Annual Report on Form 10-K on April 2, 2018).
101.SCH	XBRL Taxonomy Extension Schema Document (incorporated by reference to the Annual Report on Form 10-K on April 2, 2018).
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (incorporated by reference to the Annual Report on Form 10-K on April 2, 2018).
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (incorporated by reference to the Annual Report on Form 10-K on April 2, 2018).
101.LAB	XBRL Taxonomy Extension Label Linkbase Document. (incorporated by reference to the Annual Report on Form 10-K on April 2, 2018).
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document. (incorporated by reference to the Annual Report on Form 10-K on April 2, 2018).

* The schedules to these agreements have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish a copy of any schedule omitted from the agreements to the SEC upon request.

Confidential treatment requested under 17 C.F.R. §§ 200.80(b)(4) and 230.406. The confidential portions of this exhibit have been omitted and are marked accordingly. The confidential portions have been filed separately with the Securities and Exchange Commission.

+ Management contract or compensatory agreement.

** This certification is being furnished solely to accompany this Annual Report pursuant to 18 U.S.C. Section 1350, and are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

5

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cerecor Inc.

/s/ Peter Greenleaf

Peter Greenleaf

Chief Executive Officer

Date: September 7, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-1 No. 333-204905) as filed on June 12, 2015, and amended on September 8, 2015, September 22, 2015, October 1, 2015, and October 13, 2015,
- (2) Registration Statement (Form S-8 No. 333-207949) pertaining to the 2015 Omnibus Incentive Compensation Plan,
- (3) Registration Statement (Form S-8 No. 333-211490) pertaining to the 2016 Equity Incentive Plan,
- (4) Registration Statement (Form S-8 No. 333-211491) pertaining to the 2016 Employee Stock Purchase Plan,
- (5) Registration Statement (Form S-1 No. 333-213676) as filed on September 16, 2016,
- (6) Registration Statement (Form S-3 No. 333-214507) as filed on November 8, 2016; and
- (7) Registration Statement (Form S-3 No. 333-218252) as filed on May 26, 2017.

of our report dated April 2, 2018, with respect to the consolidated financial statements of Cerecor Inc. included in its Form 10-K/A for the year ended December 31, 2017.

/s/ Ernst & Young LLP
Baltimore, Maryland
September 7, 2018

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Peter Greenleaf, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Cerecor Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: September 7, 2018

/s/ Peter Greenleaf

Peter Greenleaf

Chief Executive Officer

(Registrant's Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joseph M. Miller, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Cerecor Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: September 7, 2018

/s/ Joseph M. Miller

Joseph M. Miller

Chief Financial Officer

(Registrant's Principal Financial and Accounting Officer)
