FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Reporting ARMISTICE CAPITAL, LLC	2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			
510 MADISON AVENUE, 22	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2017						Officer (give title below)	Other (specify l	below)	
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filin Form filed by One Reporting Person	g(Check Applic	able Line)	
NEW YORK, NY 10022	(Zip)							_X_ Form filed by More than One Reporting	g Person	
(City) (State)	Table I - Non-Derivative Securities Acqu									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	etion	4. Securit (A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price	, ,	or Indirect (I) (Instr. 4)	
Common Stock	04/28/2017		P		450,000	A	\$ 0.44	2,795,714	D (1)	
Common Stock	04/28/2017		P		450,000	A	\$ 0.44	2,795,714	I	See Footnote
Common Stock	04/28/2017		P		450,000	A	\$ 0.44	2,795,714	I	See Footnote
Common Stock	05/01/2017		P		105,620	A	\$ 0.5	2,901,334	D (1)	
Common Stock	05/01/2017		P		105,620	A	\$ 0.5	2,901,334	I	See Footnote
Common Stock	05/01/2017		P		105,620	A	\$ 0.5	2,901,334	I	See Footnote
Common Stock	05/02/2017		P		146,095	A	\$ 0.53	3,047,429	D (1)	
Common Stock	05/02/2017		P		146,095	A	\$ 0.53	3,047,429	I	See Footnote
Common Stock	05/02/2017		P		146,095	A	\$ 0.53	3,047,429	I	See Footnote
Common Stock	05/03/2017		P		68,359	A	\$ 0.55	3,115,788	D (1)	
Common Stock	05/03/2017		P		68,359	A	\$ 0.55	3,115,788	Ι	See Footnote
Common Stock	05/03/2017		P		68,359	A	\$ 0.55	3,115,788	I	See Footnote
Common Stock	05/04/2017		P		28,413	A	\$ 0.63	3,144,201	D (1)	
Common Stock	05/04/2017		P		28,413	A	\$ 0.63	3,144,201	I	See Footnote
Common Stock	05/04/2017		P		28,413		0.63	3,144,201	I	See Footnote
Common Stock	05/05/2017		P		15,798	A	\$ 0.63	3,159,999	D (1)	
Common Stock	05/05/2017		P		15,798	A	\$ 0.61	3,159,999	I	See Footnote
										See

Common	Stock	05/0	05/2017		P	15,798		\$ 0.61	3,159,99	9	I	F6 (2	ootnote
Common	Stock	05/0	08/2017		P	50,001	A	\$ 0.65	3,210,00	00	D	(1)	
Common	Stock	05/0	08/2017		P	50,001	A	\$ 0.65	3,210,00	00	I		ee ootnote
Common	Stock	05/0	08/2017		P	50,001	A	\$ 0.65	3,210,00	00	I	Se Fe (2	ootnote
						ersons who							1474 (9-
			Table II - De	rivative Securiti	tl	he form disp	olays a	curre	ntly valid	I OMB cor	spond unles itrol number		02)
				erivative Securiti	th ies Acquired	he form disp I, Disposed of	olays a , or Ben	curre eficial	ntly valid	I OMB cor			02)
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date	g., puts, calls, wa 4. Transaction Code	tes Acquired arrants, option 5. Number of	he form disp I, Disposed of	olays a one of the secun sable	rities) 7. Ti Amo Und Secu	ly Owned	8. Price of Derivative Security (Instr. 5)	9. Number of	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nat of Indir Benefic Owners (Instr. 4

of Shares

Reporting Owners

Burnet's Owner Name / Addison	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE 22ND FLOOR NEW YORK, NY 10022		X					
Armistice Capital Master Fund Ltd. C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314 GRAND CAYMAN, E9 KY1-1104		X					
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 22ND FLOOR NEW YORK, NY 10022		X					

Signatures

Armistice Capital, LLC By: Steven Boyd, Managing Member	05/09/2017
**Signature of Reporting Person	Date
Armistice Capital Master Fund, Ltd. By: Steven Boyd, Director	05/09/2017
**Signature of Reporting Person	Date
Steven Boyd	05/09/2017
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported securities are directly owned by Armistice Capital Master Fund, Ltd.

The reported securities are directly owned by Armistice Capital Master Fund, Ltd., a Cayman Islands corporation, and may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of Armistice Capital Master Fund, Ltd. The reported securities may also be deemed to be indirectly beneficially

(2) owned by Steven Boyd as Managing Member of Armistice Capital, LLC and Director of Armistice Capital Master Fund, Ltd. Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.