

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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 Person 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) (First) (Middle) 510 MADISON AVENUE, 22ND FLOOR | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/18/2017 | | | | | |
| (Street) NEW YORK, NY 10022 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/18/2017 | | P | | 6,000 | A | \$ 0.7778 | 15,919,136 | D (1) | |
| Common Stock | 09/18/2017 | | P | | 0 | A | \$ 0 | 15,919,136 | I | See Footnote (2) |
| Common Stock | 09/18/2017 | | P | | 0 | A | \$ 0 | 15,919,136 | I | See Footnote (2) |
| Common Stock | 09/19/2017 | | P | | 7,759 | A | \$ 0.7501 | 15,926,895 | D (1) | |
| Common Stock | 09/19/2017 | | P | | 0 | A | \$ 0 | 15,926,895 | I | See Footnote (2) |
| Common Stock | 09/19/2017 | | P | | 0 | A | \$ 0 | 15,926,895 | I | See Footnote (2) |
| Common Stock | 09/19/2017 | | P | | 22,360 | A | \$ 0.7428 | 15,949,255 | D (1) | |
| Common Stock | 09/19/2017 | | P | | 0 | A | \$ 0 | 15,949,255 | I | See Footnote (2) |
| Common Stock | 09/19/2017 | | P | | 0 | A | \$ 0 | 15,949,255 | I | See Footnote (2) |
| Common Stock | 09/20/2017 | | P | | 15,250 | A | \$ 0.7613 | 15,964,505 | D (1) | |
| Common Stock | 09/20/2017 | | P | | 0 | A | \$ 0 | 15,964,505 | I | See Footnote (2) |
| Common Stock | 09/20/2017 | | P | | 0 | A | \$ 0 | 15,964,505 | I | See Footnote (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| WARRANTS | \$ 0.4 | | | | | | | (3) | 06/30/2022 | COMMON STOCK | 14,285,714 | | 14,285,714 | D (1) | |
| WARRANTS | \$ 0.4 | | | | | | | (3) | 06/30/2022 | COMMON STOCK | 14,285,714 | | 14,285,714 | I | See Footnote (2) |

| | | | | | | | | | | | | | | | | |
|----------|-------|--|--|--|--|--|--|--|---------------------|------------|--------------|------------|--|------------|---|----------------------------------|
| WARRANTS | § 0.4 | | | | | | | | (3) | 06/30/2022 | COMMON STOCK | 14,285,714 | | 14,285,714 | I | See Footnote (2) |
|----------|-------|--|--|--|--|--|--|--|---------------------|------------|--------------|------------|--|------------|---|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARMISTICE CAPITAL, LLC 510 MADISON AVENUE 22ND FLOOR NEW YORK, NY 10022 | X | 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 | X | | |

Signatures

| | | |
|---|--|------------|
| Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member | | 09/20/2017 |
| <small>**Signature of Reporting Person</small> | | Date |
| Armistice Capital Master Fund, Ltd. By: /s/ Steven Boyd, Director | | 09/20/2017 |
| <small>**Signature of Reporting Person</small> | | Date |
| /s/ Steven Boyd | | 09/20/2017 |
| <small>**Signature of Reporting Person</small> | | 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 owned by Steven Boyd as Managing Member

(2) 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.

(3) These warrants are currently exercisable.

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

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