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 Re	esponses)															
1. Name and Address of Reporting Person * ARMISTICE CAPITAL, LLC				Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director _X_10% Owner					
(Last) (First) (Middle) 510 MADISON AVENUE, 22ND FLOOR				3. Date of Earliest Transaction (Month/Day/Year) 07/25/2018							Officer (give title below) Other (specify below)					
(Street) NEW YORK, NY 10022				. If Amendment,	, Date Orig	ginal File	ed(M	onth/Day/	Year)	6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person X_Form filed by More than One Reporting Person						
(City) (State) (Zip)			(Zip)		Table	I - Non-	-Der	rivative	Securit	ties Acqui	ired, Disposed of, or Beneficially Owned					
1.Title of Securit (Instr. 3)	Date			2A. Deemed Execution Date any (Month/Day/Ye	3. Tra Code (Instr.	. 8)	n 4 ((4. Securities Acqu (A) or Disposed o (Instr. 3, 4 and 5)		quired of (D)		curities Beneficially g Reported		Ownership Form: Direct (D) or Indirect I)	Beneficial Ownership	
Common Stoc	k		07/25/2018		Co P			Amount 7,700	(D)	Price \$ 4.3382	16,455,919			Instr. 4)		
Common Stoc	k		07/25/2018		P	,	C)	A	\$ 0	16,455,919		1		See Footnote	
Common Stoc	k		07/25/2018		P	,	C)	A	\$ 0	16,455,919]		See Footnote	
Common Stoc	k		07/26/2018		P	,	4	4,081	A	\$ 4.4845	16,460,000]) <u>(1)</u>		
Common Stoc	k		07/26/2018		P	•	C)	A	\$ 0	16,460,000		1		See Footnote (2)	
Common Stoc	k		07/26/2018		P	•	C)	A	\$ 0	16,460,000]		See Footnote	
Common Stoc	k		07/27/2018		P	•	1	10,000	A	\$ 4.4133	16,470,000]) <u>(1)</u>		
Common Stoc	k		07/27/2018		P	•	C)	A	\$ 0	16,470,000		1		See Footnote	
Common Stoc	k		07/27/2018		P	,	C)	A	\$ 0	16,470,000]		See Footnote	
Common Stock			07/27/2018		P	,	5	5,000	A	\$ 4.4415	16,475,000]) <u>(1)</u>		
Common Stock		07/27/2018		P	,	C)	A	\$ 0	16,475,000		1		See Footnote		
Common Stock		07/27/2018		F	,	C)	A	\$ 0	16,475,000]		See Footnote		
Common Stock			07/27/2018		P	,	2	2,145	A	\$ 4.4433	16,477,145]) <u>(1)</u>		
Common Stock 0			07/27/2018		P	Р)	A	\$ 0	16,477,145		l		See Footnote (2)	
Common Stoc	k		07/27/2018		P	•	C)	A	\$ 0	16,477,145		1		See Footnote (2)	
Reminder: Repor	t on a separa	te line for each cla	ass of securities ben	eficially owned	directly or			no vb -	rocna	nd to the	nollostian of i	nform of:	n contains	in SEC	1474 (0.02)	
						this	s fo	rm are	not re	quired to	e collection of in respond unles number.				14/4 (9-02)	
				Derivative Secu							Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Date, i	4. Transaction Code I (Instr. 8)	5. Number of	6. Date Expirat	Exe ion I	Day/Year) (Instr. 3 and 4) Security (Instr. 5) Benefi Ownee Follow Report				Ownersh Form of Derivati Security Direct (I or Indire	Ownershi (Instr. 4) Co			

			Code	V	(A)	Exercisable	Date	Title	Amount or Number of Shares			
WARRANTS	\$ 0.4					<u>(3)</u>	06/30/2022	COMMON STOCK	14,285,714	14,285,714	D (1)	
WARRANTS	\$ 0.4					<u>(3)</u>	06/30/2022	COMMON STOCK	14,285,714	14,285,714	I	See Footnote
WARRANTS	\$ 0.4					(3)	06/30/2022	COMMON STOCK	14,285,714	14,285,714	I	See Footnote

Reporting Owners

B (1 0 N (41)	Relationships							
Reporting Owner Name / Address	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	07/27/2018
Signature of Reporting Person	Date
Armistice Capital Master Fund, Ltd. By: /s/ Steven Boyd, Director	07/27/2018
Signature of Reporting Person	Date
/s/ Steven Boyd	07/27/2018
**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 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
- (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.

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.