# 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

Form 5 obligations may continue. See
Instruction 1(b).

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  (Last) (First)		2. Issuer Name and Cerecor Inc. [CER	C]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_Director _X_Director Officer (give title below) Other (specify below)			
510 MADISON AVENUE, 7TH FLOOR (Street)	1	10/22/2018  I. If Amendment, Da						6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10022	4.	i. II Amendment, Da	te Originai	riiea(	Month/Day/	Year)		Form filed by One Reporting Person     X_ Form filed by More than One Reporting Person	Applicable Line	,
(City) (State)	(Zip)		Table I - N	on-D	erivative	Securit	ies Acqui	red, Disposed of, or Beneficially Owne	ed	
(Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	ion	(A) or D	ities Acquired Disposed of (D) , 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect	Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price		(I) (Instr. 4)	(Instr. 4)
Common Stock	10/22/2018		P		20,000	A	\$ 4.3145	17,550,000	D (1)	
Common Stock	10/22/2018		Р		0	A	\$ 0	17,550,000	I	See Footnote
Common Stock	10/22/2018		Р		0	A	\$ 0	17,550,000	I	See Footnote
Common Stock	10/23/2018		P		22,000	A	\$ 4.1984	17,572,000	D (1)	
Common Stock	10/23/2018		Р		0	A	\$ 0	17,572,000	I	See Footnote
Common Stock	10/23/2018		Р		0	A	\$ 0	17,572,000	I	See Footnote
Common Stock	10/24/2018		P		25,800	A	\$ 3.9452	17,597,800	D (1)	
Common Stock	10/24/2018		P		0	A	\$ 0	17,597,800	I	See Footnote
Common Stock	10/24/2018		P		0	A	\$ 0	17,597,800	I	See Footnote
Common Stock	10/24/2018		P		5,000	A	\$ 4.038	17,602,800	D (1)	
Common Stock	10/24/2018		Р		0	A	\$ 0	17,602,800	I	See Footnote
Common Stock	10/24/2018		P		0	A	\$ 0	17,602,800	I	See Footnote
Common Stock	10/24/2018		P		25,000	A	\$ 4.0714	17,627,800	D (1)	
Common Stock	10/24/2018		P		0	A	\$ 0	17,627,800	I	See Footnote
Common Stock	10/24/2018		Р		0	A	\$ 0	17,627,800	I	See Footnote
Common Stock	10/24/2018		P		20,000	A	\$ 4.1195	17,647,800	D (1)	
Common Stock	10/24/2018		Р		0	A	\$ 0	17,647,800	I	See Footnote
Common Stock	10/24/2018		Р		0	A	\$ 0	17,647,800	I	See Footnote
Common Stock	10/24/2018		P		4,000	A	\$ 4.308	17,651,800	D (1)	
Common Stock	10/24/2018		P		0	A	\$ 0	17,651,800	I	See Footnote

Common Stock	10/24/2018	P	0	A	\$ 0	17,651,800		Footnote (2)
Common Stock	10/24/2018	P	4,000		\$ 4.2566	17,655,800	D (1)	
Common Stock	10/24/2018	P	0	A	\$ 0	17,655,800	I	See Footnote
Common Stock	10/24/2018	P	0	A	\$ 0	17,655,800	I	See Footnote

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 SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, cans, warrants, options, convertible securities)															
1. Title of			3A. Deemed	4.			mber	6. Date Exer	rcisable and				9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	tion	of	of Expiration Date		Date	Underlying Securities		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivative (		(Month/Day/Year)		(Instr. 3 and 4)		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Secur	rities					(Instr. 5)	Beneficially	Derivative	Ownership
` ′	Derivative		` '	` ′		Acquired									(Instr. 4)
	Security					(A) o			l .			Following	Direct (D)	` /	
						Dispo								or Indirect	
						of (D							Transaction(s)		
						(Instr							( )	(Instr. 4)	
						4, and							(Insta. I)	(111541. 1)	
						,, ал			1		I				
								Date	Expiration		Amount or				
								Exercisable		Title	Number of				
				Code	V	(A)	(D)				Shares				
WARD AND	0.04							(2)	0.6/20/2022	COMMON	14205 514		14205 514	(1)	
WARRANTS	\$ 0.4							<u>(3)</u>	06/30/2022	STOCK	14,285,714		14,285,714	D (1)	
										BIOCK					
										COMMON					See
WARRANTS	\$ 0.4							<u>(3)</u>	06/30/2022	COMMON	14,285,714		14,285,714	I	Footnote
										STOCK	,,.		,,.		
															<u>(2)</u>
										COMMON					See
WARRANTS	\$ 0.4							<u>(3)</u>	06/30/2022	COMMON STOCK	14.285.714		14,285,714	I	Footnote
										STOCK	,,		,,,		(2)
															121

### **Reporting Owners**

Donouting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE 7TH 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, 7TH FLOOR NEW YORK, NY 10022		X				

## **Signatures**

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	10/25/2018	
**Signature of Reporting Person	Date	
Armistice Capital Master Fund, Ltd. By: /s/ Steven Boyd, Director	10/25/2018	
—Signature of Reporting Person	Date	
/s/ Steven Boyd	10/25/2018	
**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 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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