FOR	M 4

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

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

^{may} 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 Cerecor Inc. [CEF		radin	g Symbo	1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director _X_ 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person				
(Last) (First) 510 MADISON AVENUE, 7TH FI	3. Date of Earliest Tr 1/13/2018	ansaction (N	Month	/Day/Yea	ar)					
(Street) NEW YORK, NY 10022	If Amendment, Da	te Original	Filed	Month/Day/	Year)					
(City) (State)	(Zip)		Table I - N	Non-Derivative Securities Acqu				red, Disposed of, or Beneficially Own	ed	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)	tion	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price		(I) (Instr. 4)	(msu: I)
Common Stock	11/13/2018		Р		15,287	A	\$ 3.9017	17,784,873	D (1)	
Common Stock	11/13/2018		Р		0	А	\$ 0	17,784,873	I	See Footnote (2)
Common Stock	11/13/2018		Р		0	А	\$ 0	17,784,873	Ι	See Footnote (2)
Common Stock	11/14/2018		Р		4,809	А	\$ 3.8078	17,789,682	D (1)	
Common Stock	11/14/2018		Р		0	А	\$ 0	17,789,682	I	See Footnote (2)
Common Stock	11/14/2018		Р		0	А	\$ 0	17,789,682	I	See Footnote (2)
Common Stock	11/15/2018		Р		10,313	А	\$ 3.8006	17,799,995	D (1)	
Common Stock	11/15/2018		Р		0	А	\$ 0	17,799,995	Ι	See Footnote (2)
Common Stock	11/15/2018		Р		0	А	\$ 0	17,799,995	I	See Footnote (2)
Common Stock	11/15/2018		Р		5	А	\$ 3.8	17,800,000	D (1)	
Common Stock	11/15/2018		Р		0	А	\$ 0	17,800,000	Ι	See Footnote (2)
Common Stock	11/15/2018		Р		0	А	\$ 0	17,800,000	I	See Footnote (2)
Common Stock	11/15/2018		Р		900	А	\$ 3.7847	17,800,900	D (1)	
Common Stock	11/15/2018		Р		0	А	\$ 0	17,800,900	I	See Footnote (2)
Common Stock	11/15/2018		Р		0	А	\$ 0	17,800,900	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 $\rm SEC~1474~(9-02)$ 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, calls, warrants, options, convertible securities)

(cg., puts, cans, warrants, options, convertible securities)												
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Numbe	6. Date Exercisable and	7. Title and A	mount of	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of	Expiration Date	Underlying Se	ecurities	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)	Securities				(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Acquired					Owned	Security:	(Instr. 4)
	Security				(A) or					Following	Direct (D)	
					Disposed					Reported	or Indirect	
					of (D)					Transaction(s)	(I)	
					(Instr. 3,					(Instr. 4)	(Instr. 4)	
					4, and 5)							
								Amount or				
								i into ant or				

			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	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		See Footnote (2)
WARRANTS	\$ 0.4						<u>(3)</u>	06/30/2022	COMMON STOCK	14,285,714	14,285,714	Ι	See Footnote (2)

Reporting Owners

Demosting 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	х	х						
Armistice Capital Master Fund Ltd. C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314 GRAND CAYMAN, E9 KY1-1104		х						
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022	х	х						

Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	11/15/2018
**Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director	11/15/2018
Signature of Reporting Person	Date
/s/ Steven Boyd	11/15/2018
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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