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

^{1 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 Pers ARMISTICE CAPITAL, LLC	2. Issuer Name and Cerecor Inc. [CEI		radir	ng Symbo	1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
(Last) (First) 510 MADISON AVENUE, 7TH	3. Date of Earliest Tr 1/30/2018	ransaction (I	Montl	h/Day/Ye	ar)		er (specify below	v)			
(Street) NEW YORK, NY 10022	I. If Amendment, Da	ate Original	Filed	(Month/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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5)		(D)	Owned Following Reported Transaction(s)	6. Ownership Form:	Beneficial	
		(Month/Day/Year)	Code	v	Amount	(A) or ount (D) Price		(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/30/2018		Р		4,102	А	\$ 3.4985	17,981,905	D (1)		
Common Stock	11/30/2018		Р		0	А	\$ 0	17,981,905	Ι	See Footnote (2)	
Common Stock	11/30/2018		Р		0	А	\$0	17,981,905	Ι	See Footnote (2)	
Common Stock	12/03/2018		Р		19,495	A	\$ 3.5042 (<u>3)</u>	18,001,400	D (1)		
Common Stock	12/03/2018		Р		0	A	\$ 0	18,001,400	Ι	See Footnote (2)	
Common Stock	12/03/2018		Р		0	А	\$ 0	18,001,400	Ι	See Footnote (2)	
Common Stock	12/04/2018		Р		2,200	А	\$ 3.4037 (<u>4)</u>	18,003,600	D (1)		
Common Stock	12/04/2018		Р		0	А	\$0	18,003,600	I	See Footnote (2)	
Common Stock	12/04/2018		Р		0	А	\$ 0	18,003,600	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 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

1. Title of Derivative Scurity (nstr. 3) 3. Tansaction Or Version Pariation Par	(e.g., puts, calls, warrants, options, convertible securities)															
Security (Instr. 3)or Exercise Price of Derivative Security(Month/Day/Year) (Month/Day/Year)any (Month/Day/Year)Code (Instr. 3)Derivative Securities Acquired (A) or Disposed (Instr. 4)(Month/Day/Year)(Instr. 3) and 4)Security SecuritySecurities Beneficially Or Indirect (Instr. 4)Beneficial Ownership SecurityWARRANTS\$ 0.4Image: Constraint of the securities (Instr. 4) $Code$ (Instr. 4) $Code$	1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Nı	ımber	6. Date Exer	rcisable and	7. Title and A	mount of	8. Price of	9. Number of	10.	11. Nature
$ \begin{array}{ c $	Derivative	Conversion	Date	Execution Date, if	Transaction of		Expiration Date		Underlying Securities		Derivative	Derivative	Ownership	of Indirect		
Derivative SecurityDerivative SecurityAcquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Acquired (A) or Disposed (Instr. 4)Acquired (A) or Disposed (Instr. 4)Owned Following Reported Transaction(s) (Instr. 4)Security: (Instr. 4)Owned Following Reported Transaction(s) (Instr. 4)Security: (Instr. 4)Owned Following Reported (Instr. 4)Security: (Instr. 4)Owned Following Reported Transaction(s) (Instr. 4)Security: (Instr. 4)Security: Following Reported Transaction(s)Security: Following Reported Transaction(Security	or Exercise	(Month/Day/Year)	any	Code							Security	Securities	Form of	Beneficial	
SecuritySecuri	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Secu	rities					(Instr. 5)	Beneficially	Derivative	Ownership
MarkantsS 0.4Markants<		Derivative					Acquired						Owned	Security:	(Instr. 4)	
WARRANTS\$ 0.4 6.4		Security					(A) c			l I			Following	Direct (D)		
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$							Disp	isposed					Reported	or Indirect		
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$							of (D)						Transaction(s)	(I)	
WARRANTS\$ 0.4CodeVVVODate ExercisableExpiration DateTitleAmount or Number of SharesAmount or Number of SharesAmount or SharesAmount or Number of SharesAmount or Number of Shares<							(Instr. 3,					(Instr. 4)	(Instr. 4)			
MARRANTS\$ 0.4Image: Code of the constraint of the							4, and 5)									
WARRANTS\$ 0.4CodeV(A)(D)ExercisableDateIntleNumber of SharesIntleNumber of Integration <td></td> <td>Amount or</td> <td></td> <td></td> <td></td> <td></td>												Amount or				
WARRANTS \$ 0.4 Code V (A) (D) Code V (A) (D) Code Shares Code V (A) (D) (Title	Number of				
WARRANTS \$ 0.4 Image: Constraint of the system of the					Code	V	(A)	(D)	Exercisable	Date		Shares				
WARRANTS \$ 0.4 Image: Constraint of the state of	WADDANTS	£0.4							(5)	06/20/2022	COMMON	14 295 714		14 205 714	n (1)	
WARRANTS \$ 0.4	WARRANIS	\$ 0.4							151	06/30/2022	STOCK	14,285,714		14,285,714	Dm	
WARRANTS \$ 0.4																See
WARRANTS \$ 0.4 Solution Solution Stock	WARRANTS	\$04							(5)	06/30/2022		14 285 714		14 285 714		
WARRANTS \$ 0.4 (5) 06/30/2022 COMMON 14,285,714 I Footnote	Windditto	φ 0.4								00/30/2022	STOCK	14,205,714		14,205,714	1	
WARRANTS \$ 0.4 (5) 06/30/2022 COMMON 14,285,714 I Footnote																(2)
WARRANIS \$ 0.4 [15] 06/30/2022 STOCK [14,285,/14] 14,285,/14 1 Footnote											COMMON					See
STOCK 7 7	WARRANTS	\$ 0.4							(5)	06/30/2022		14,285,714		14,285,714	Ι	Footnote
											STOCK					

Reporting Owners

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	12/04/2018
**Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director	12/04/2018
**Signature of Reporting Person	Date
/s/ Steven Boyd	12/04/2018
**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) This constitutes the weighted average purchase price. The prices range from \$3.4579 to \$3.588. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (4) This constitutes the weighted average purchase price. The prices range from \$3.388 to \$3.408. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (5) 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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