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

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		2. Issuer Name and Cerecor Inc. [CER	C]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_Director X_10% Owner Officer (virt till below) (Check Constitution)			
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR (Street) NEW YORK, NY 10022		 Date of Earliest Tr 12/06/2018 	ansaction (I	vionth	/Day/Yea	ır)	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			
		4. If Amendment, Da	te Original	Filed(Month/Day/	Year)				
(City) (State)	(Zip)		Table I - N	on-D	erivative	Securit	ies Acqui	ired, Disposed of, or Beneficially Owne	ed	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transact		4. Secur (A) or D	ties Acquired isposed of (D) 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	Beneficial
			Code	V	Amount	(A) or (D)	Price	,	or Indirect (I) (Instr. 4)	
Common Stock	12/06/2018		P		3,400	A	\$ 3.4432	18,007,000	D (1)	
Common Stock	12/06/2018		P		0	A	\$ 0	18,007,000	I	See Footnote
Common Stock	12/06/2018		P		0	A	\$ 0	18,007,000	I	See Footnote
Common Stock	12/06/2018		P		13,000	A	\$ 3.4452	18,020,000	D (1)	
Common Stock	12/06/2018		Р		0	A	\$ 0	18,020,000	I	See Footnote
Common Stock	12/06/2018		P		0	A	\$ 0	18,020,000	I	See Footnote
Common Stock	12/07/2018		P		4,000	A	\$ 3.4573	18,024,000	D (1)	
Common Stock	12/07/2018		P		0	A	\$ 0	18,024,000	I	See Footnote
Common Stock	12/07/2018		P		0	A	\$ 0	18,024,000	I	See Footnote
Common Stock	12/07/2018		P		2,185	A	\$ 3.398	18,026,185	D (1)	
Common Stock	12/07/2018		P		0	A	\$ 0	18,026,185	I	See Footnote
Common Stock	12/07/2018		P		0	A	\$ 0	18,026,185	I	See Footnote
Common Stock	12/10/2018		P		1,815	A	\$ 3.368	18,028,000	D (1)	
Common Stock	12/10/2018		P		0	A	\$ 0	18,028,000	I	See Footnote
Common Stock	12/10/2018		P		0	A	\$ 0	18,028,000	I	See Footnote
Common Stock	12/10/2018		P		8,000	A	\$ 3.358	18,036,000	D (1)	
Common Stock	12/10/2018		P		0	A	\$ 0	18,036,000	I	See Footnote
Common Stock	12/10/2018		P		0	A	\$ 0	18,036,000	I	See Footnote
Common Stock	12/10/2018		P		4,000	A	\$ 3.3551	18,040,000	D (1)	
Common Stock	12/10/2018		P		0	A	\$ 0	18,040,000	I	See Footnote

Common Stoc	ck		12/10/2018				F) A	\$ 0 18	3,040,000		I	Fo (2)	ootnote
Reminder: Repo	rt on a separa	ate line for each cla		erivativ	e Se	curiti	es Aco	Person this fo curren quired, Disp	rm are not re tly valid OM	equired to re B control nu eneficially Own	spond unles mber.		n contained i n displays a	n SEC 147	74 (9-02)
Security or (Instr. 3) Pr	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Code		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities		Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Form of Derivative Security: Direct (D) or Indirect	
				Code	v	(A)	(D)	Date Exercisable	Expiration 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							(3)	06/30/2022	COMMON STOCK	14,285,714		14,285,714	I	See Footnote
WARRANTS	\$ 0.4							(3)	06/30/2022	COMMON	14.285.714		14.285.714	I	See Footnote

Reporting Owners

Domontino Oromon Nome / 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	X						

Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member	12/10/2018
^{**} Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director	12/10/2018
**Signature of Reporting Person	Date
/s/ Steven Boyd	12/10/2018
**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.

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.