FORM 4	1
--------	---

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

#### 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

1. Name and Address of Reporting ARMISTICE CAPITAL, LLC	2. Issuer Name <b>and</b> 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) 510 MADISON AVENUE, 71	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2019						Officer (give title below)	Other (specify b	pelow)	
(Street) NEW YORK, NY 10022	4. If Amendment, Date 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)	Tal	ble I - Non	-Der	ivative S	ecuriti	es Acqui	red, Disposed of, or Beneficially	Owned	
1. Title of Security 2. Transaction   (Instr. 3) Date   (Month/Day/Ye)		2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form:	7. Nature of Indirect Beneficial Ownership	
		(Woldin/Day/Tear)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	1
Common Stock	01/09/2019		Р		545	A	\$ 3.788	18,156,348	I	See Footnote ( <u>1)</u>
Common Stock	01/10/2019		Р		800	A	\$ 3.698	18,157,148	I	See Footnote (1)
Common Stock	01/11/2019		Р		6,651	А	\$ 3.9078	18,163,799	I	See Footnote (1)
Common Stock	01/11/2019		Р		2,500	A	\$ 3.8872	18,166,299	I	See Footnote (1)
Common Stock	01/11/2019		Р		2,500	А	\$ 3.878	18,168,799	I	See Footnote (1)
Common Stock	01/11/2019		Р		421	А	\$ 3.8933	18,169,220	I	See Footnote ( <u>1)</u>
Common Stock	01/11/2019		Р		579	А	\$ 3.92	18,169,799	Ι	See Footnote

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)													
2.	3. Transaction	3A. Deemed	4.	5. Nu	mber	6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
e Conversion	Date	Execution Date, if	Transaction	of		and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
or Exercise	(Month/Day/Year)	any	Code	Deriv	ative	(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
Price of		(Month/Day/Year)	(Instr. 8)	Secu	rities			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
Derivative				Acqu	ired			(Instr	. 3 and		Owned	Security:	(Instr. 4)
Security				(A) o	r			4)			Following	Direct (D)	
				Dispo	osed						Reported	or Indirect	
				of (D	)						Transaction(s)	(I)	
				(Instr	: 3,						(Instr. 4)	(Instr. 4)	
				4, and	d 5)								
									Amount				
						Date	Expiration	Title	Number				
						Exercisable	Date						
			Code V	$(\Lambda)$	$(\mathbf{D})$				-				
	e Conversion or Exercise Price of Derivative	Conversion Date or Exercise (Month/Day/Year) Price of Derivative	2. 3. Transaction 3A. Deemed Conversion Date Secution Date, if or Exercise (Month/Day/Year) Price of Derivative	2. 3. Transaction Date 3. Conversion or Exercise Price of Derivative Security 3. Transaction Date 4. Transaction (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8)	2. 3. Transaction Date 3. Learning and the conversion of Exercise (Month/Day/Year) (Month/Day/Year) any (Month/Day/Year) any (Month/Day/Year) any (Month/Day/Year) any (Month/Day/Year) (Instr. 8) Security Acquire (A) of Dispension of the conversion of the conversio	2. 3. Transaction Or Exercise Price of Derivative Security 2. 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. 5. Number Od Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2.   3. Transaction   3A. Deemed   4.   5. Number   6. Date Exer     Conversion   Date   (Month/Day/Year)   any   Code   fransaction   Derivative     Price of   Derivative   (Month/Day/Year)   (Month/Day/Year)   (Instr. 8)   5. Number   6. Date Exer     Security   Securities   (Month/Day/Year)   (Month/Day/Year)   (Instr. 8)   Securities     Acquired   (A) or   Disposed   of (D)   (Instr. 3, 4, and 5)	2.   3. Transaction Date   3A. Deemed   4.   5. Number   6. Date Exercisable and Expiration Date     Ocnversion or Exercise Price of Derivative Security   (Month/Day/Year)   (Month/Day/Year)   6. Date Exercisable and Expiration Date     Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   5. Number   6. Date Exercisable and Expiration Date     Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   Securities   Acquired     Month/Day   (Month/Day/Year)   (Month/Day/Year)   Securities   Acquired     Month/Day   (Month/Day/Year)   (Instr. 8)   Disposed   Of (D)     (Instr. 3, 4, and 5)   Date   Expiration	2.   3. Transaction Date   3A. Deemed Execution Date, if any (Month/Day/Year)   4.   5. Number of Code   6. Date Exercisable and Expiration Date (Month/Day/Year)   7. Tit Amou Unde Securities     2.   (Month/Day/Year)   3A. Deemed Execution Date, if any (Month/Day/Year)   4.   5. Number of Derivative Securities   6. Date Exercisable and Expiration Date (Month/Day/Year)   7. Tit Amou Unde Securities     Security   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   1.   (Month/Day/Year)   7. Tit Amou Unde Securities     Security   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   1.   <	2. 3. Transaction Date (Month/Day/Year) 3A. Deemed 4. 5. Number 6. Date Exercisable and Expiration Date (Month/Day/Year) (Mon	2.   3. Transaction Date   3A. Deemed Execution Date, if any (Month/Day/Year)   4.   5. Number of Derivative Securities   6. Date Exercisable and Expiration Date (Month/Day/Year)   7. Title and Amount of Derivative Securities   8. Price of Derivative Securities     Security   (Month/Day/Year)   (Month/Day/Year)   (Instr. 8)   5. Number of Derivative Securities   6. Date Exercisable and Expiration Date (Month/Day/Year)   7. Title and Amount of Underlying Securities (Instr. 3 and 4)   8. Price of Derivative Securities     Security   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   7. Title and Amount of Underlying Securities   8. Price of Derivative Securities     Security   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   8. Price of Derivative Securities     Security   (Instr. 8)   (Instr. 3)   (Month/Day/Year)   8. Price of Derivative     Instr. 3   (Month/Day/Year)   (Instr. 3, 4, and 5)   8. Price of Derivative   8. Price of Derivative	2.   3. Transaction Date   3A. Deemed   4.   5. Number of   6. Date Exercisable and Expiration Date   7. Title and Amount of Underlying Securities   8. Price of 9. Number of Derivative Securities     Price of Derivative Security   (Month/Day/Year)   (Month/Day/Year)   7. Title and Amount of Underlying Securities   8. Price of 9. Number of Operivative Securities     Security   Securities   (Month/Day/Year)   (Month/Day/Year)   7. Title and Amount of Underlying Securities   8. Price of 9. Number of Derivative Securities     Security   Securities   Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Nor   Securities   8. Price of 9. Number of Derivative Securities     Instr. 4)   Instr. 5)   Date   Expiration Date   Amount of Disposed of (D) (Instr. 4, and 5)   Instr. 4)	2.   3. Transaction   3A. Deemed   4.   5. Number   6. Date Exercisable and Expiration Date   7. Title and Amount of Underlying Securities   8. Price of 9. Number of Derivative Securities   10.     Price of Derivative Security   (Month/Day/Year)   (Month/Day/Year)   (Instr. 8)   5. Number of Code   0. Date   0. Date   0. Derivative Securities   0. Derivative Securities

## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		

ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR	Х	Х	
NEW YORK, NY 10022 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	01/11/2019
Signature of Reporting Person	Date
/s/ Steven Boyd	01/11/2019
**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).
- The reported securities are directly owned by certain investment advisory clients of Armistice Capital, LLC ("Armistice Capital"), and may be deemed to be indirectly beneficially owned by Armistice Capital as the investment manager of such advisory clients. The reported securities may also be deemed to be indirectly beneficially (1) owned by Steven Boyd as Managing Member of Armistice Capital. Armistice Capital 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.

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.