FORM 4

(Print or Type Responses)

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

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

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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

ARMISTICE CAPITAL, LLC				Cerecor Inc. [CERC]						(Check all applicable) X Director X 10% Owner					
(Last) (First) (Middle) 510 MADISON AVENUE, 7TH FLOOR,				3. Date of Earliest Transaction (Month/Day/Year) 05/10/2019							er (give title belo		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)	Table I - Non-Derivative Securities Acqui					ired, Disp	osed of, or I	Beneficially	Owned			
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	f Cod (Ins	(Instr. 8)		4. Securities Acquir (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	Beneficia	at of Securities Ily Owned Following Transaction(s) nd 4)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				(ode	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	
Common	Stock		05/10/2019			P		2,504	A	\$ 4.95	18,306,	789		D (1)	
Common Stock		05/10/2019			P		0	A	\$ 0	18,306,789		I	See Footnote		
Common	Common Stock		05/13/2019			P		12,587	A	\$ 4.85 (3)	18,319,376		D (1)		
Common Stock		05/13/2019			P		0	A	\$ 0	18,319,376		I	See Footnote		
Common Stock		05/14/2019			P		4,909	A	\$ 5.27 (4)	18,324,285		D (1)			
Common	Stock		05/14/2019			P		0	A	\$ 0	18,324,	285		I	See Footnote
Common	Stock										290,000)		I	See Footnote
Reminder:	Report on a s	separate line f	for each class of secu	rities beneficially	owned		•	•							
							cont	tained in	this fo	orm are	e not requ		formation spond unle trol numbe	ss	1474 (9-02)
				Derivative Securi							lly Owned				
Security	2. 3. Transaction Date (Month/Day). Price of Derivative Security		on 3A. Deemed Execution Da any	4. Transactior Code Year) (Instr. 8)	5. Num of Deriv Secur Acqu (A) o Dispo of (D (Instr	5. Number		i. Date Exercisable nd Expiration Date Month/Day/Year)		7. T Am Und Sec	ritle and ount of lerlying urities tr. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owners. Form of Derivati Security Direct (or Indire	O) ct
				Cada	(4)	(D)	Date Exer	e I rcisable I	Expirati Date	on Title	Amount or Number of				

Reporting Owners

	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	05/14/2019
**Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director	05/14/2019
Signature of Reporting Person	Date
/s/ Steven Boyd	05/14/2019
**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 Armistice Capital Master Fund Ltd., a Cayman Islands corporation (the "Master Fund"), and may be deemed to be indirectly beneficially owned by Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund. The reported securities may also be deemed to be
- (1) indirectly beneficially 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.
 - The reported securities are directly owned by a separately managed account client of Armistice Capital, and may be deemed to be indirectly beneficially owned by Armistice Capital as the investment manager of such separately managed account. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as
- (2) 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.
- (3) This constitutes the weighted average purchase price. The prices range from \$4.77 to \$4.87. 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 \$4.86 to \$5.29. 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.

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.