## 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).

(Print or Type Responses)

#### 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 Person * ARMISTICE CAPITAL, LLC					2. Issuer Name and 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) (Middle) 510 MADISON AVENUE, 7TH FLOOR,				,	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2019						Offic	eer (give title bel	ow)	Other (specify	below)		
(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 Acqu						uired, Disp	ired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)		Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)			4. Securitie (A) or Disp (Instr. 3, 4		l of (D) 5)	5. Amount of Securities		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	ommon Stock		05/23/201	5/23/2019				ode P	V	14,100	(D)	\$ 5.05		18,348,385		(Instr. 4)	
Common Stock		05/23/201	05/23/2019			I	P		0	A	\$ 0	18,348	18,348,385		I	See Footnote (1)	
Common Stock		05/24/2019				I	P		11,400	A	\$ 5.01 (4)	18,359	18,359,785		D (1)		
Common Stock		05/24/2019				I	P		0	A	\$ 0	18,359	18,359,785		I	See Footnote (1)	
Common Stock		05/28/2019				I	P		3,500	A	\$ 4.92 (5)	18,363	18,363,285		D (1)		
Common Stock		05/28/2019				I	P		0	A	\$ 0	18,363,285			I	See Footnote (1)	
Common Stock												290,00	0		I	See Footnote (2)	
Reminder: F	Report on a s	separate line f	or each class o					1	Pers cont the f	ons who ained in form disp	resp this fo	orm ar a curre	re not req	ection of in uired to re d OMB con	spond unle	ess	C 1474 (9-02)
II		1		(4				ts, opt	tions	, converti	ble sec	urities	)	_			
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise (Month/Day/Year) Derivative Security  3. Transaction Date Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)		Cod	Transaction Number of		and	nd Expiration Date Month/Day/Year) Am Und Sec			itle and ount of Derivative Security (Instr. 5)  It is and Security (Instr. 5)  It is and Security Securities Beneficial Owned Following Reported Transactio (Instr. 4)		Owners Form of Derivat Securit Direct or India	Beneficia Ownershi (y: (Instr. 4)					
									Date Exer		Expirati Date	ion Tit	Amoun or le Number of				

Code V (A) (D)

Shares

#### **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	05/28/2019
**Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director	05/28/2019
**Signature of Reporting Person	Date
/s/ Steven Boyd	05/28/2019
**Signature of Reporting Person	Date
**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 \$5.00 to \$5.07. 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 \$4.96 to \$5.06. 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) This constitutes the weighted average purchase price. The prices range from \$4.89 to \$4.96. 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.