## 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) 05/29/2019					Office	er (give title belo	ow)	Other (specify	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 Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	(Instr. 8)		(A) or Disposed of (Instr. 3, 4 and 5)		of (D)	of (D) Beneficially		of Securities y Owned Following 'ransaction(s) d 4)		7. Nature of Indirect Beneficial Ownership	
					Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock		05/29/2019		P		19,000	A	\$ 4.63 (3)	18,382,285		D (1)			
Common Stock		05/29/2019		P		0	A	\$ 0	18,382,285		I	See Footnote		
Common Stock		05/30/2019		P		18,200	A	\$ 4.64 (4)	18,400,485			D (1)		
Common Stock		05/30/2019		P		0	A	\$ 0	18,400,485		I	See Footnote		
Common Stock		05/31/2019		P		13,800	A	\$ 4.91 (5)	18,414,285		D (1)			
Common	Stock		05/31/2019		P		0	A	\$ 0	18,414,	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 direc	tly or	indirectly							
	·	1				Pers	sons who	respo	orm are	e not requ		formation spond unle trol numbe	ess	1474 (9-02)
				Derivative Securi										
Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	on 3A. Deemed Execution Da any	(e.g., puts, calls, v 4. Transaction Code Year) (Instr. 8)	5.	6. D and (Mc	ions, convertible secur 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. T Am Und Sec	Title and ount of derlying urities our. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh Form of Derivati Security Direct (I or Indire	Ownershiv: (Instr. 4) D) ect
						Date Exe	e I rcisable I	Expiration	on Title	Amount or Number				

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	05/31/2019
**Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director	05/31/2019
**Signature of Reporting Person	Date
/s/ Steven Boyd	05/31/2019
**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 \$4.46 to \$4.76. 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 \$4.59 to \$4.88. 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 \$4.85 to \$4.95. 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.