

# FORM 4

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

OMB APPROVAL	
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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

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 * <b>ARMISTICE CAPITAL, LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>Cerecor Inc. [CERC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director                      ___X 10% Owner ___ Officer (give title below)     ___ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/23/2020</b>					
510 MADISON AVENUE, 7TH FLOOR,								
(Street)			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		
NEW YORK, NY 10022								
(City)                      (State)                      (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/23/2020		P		37,267	A	\$ 2.32 <a href="#">(2)</a>	30,051,552	D <a href="#">(1)</a>	
Common Stock	11/23/2020		P		0	A	\$ 0	30,051,552	I	See Footnote <a href="#">(1)</a>
Common Stock	11/24/2020		P		47,733	A	\$ 2.4 <a href="#">(3)</a>	30,099,285	D <a href="#">(1)</a>	
Common Stock	11/24/2020		P		0	A	\$ 0	30,099,285	I	See Footnote <a href="#">(1)</a>
Common Stock	11/25/2020		P		15,000	A	\$ 2.39 <a href="#">(4)</a>	30,114,285	D <a href="#">(1)</a>	
Common Stock	11/25/2020		P		0	A	\$ 0	30,114,285	I	See Footnote <a href="#">(1)</a>
Common Stock								412,442	D <a href="#">(5)</a>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		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		11/25/2020
**Signature of Reporting Person		Date
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director		11/25/2020
**Signature of Reporting Person		Date
/s/ Steven Boyd		11/25/2020
**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 (the "Shares") are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"), and may be deemed to be indirectly beneficially owned by: (i) Armistice Capital, LLC ("Armistice Capital"), as the investment manager of the Master Fund; and (ii) Steven Boyd, as the

- (1) 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 interests 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.
- (2) This constitutes the weighted average purchase price. The prices ranged from \$2.27 to \$2.35. 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.
- (3) This constitutes the weighted average purchase price. The prices ranged from \$2.36 to \$2.42. 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 ranged from \$2.35 to \$2.44. 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) The reported Shares are directly owned by Mr. Boyd in his personal capacity.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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