

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### INITIAL STATEMENT OF 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<br>BLECH ISAAC   |   | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>10/14/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>Cerecor Inc. [CERC]   |  |
| (Last) (First) (Middle)<br>400 E. PRATT STREET, SUITE 606  | (Street)<br>BALTIMORE, MD 21202                       |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (City) (State) (Zip)   | 5. If Amendment, Date Original Filed (Month/Day/Year) |  |  |  |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |   |  |  |  |

#### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 197,500   | D  |   |

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

SEC 1473 (7-02)

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#### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Stock Option (Right to Buy)                | (1)  | 01/31/2022      | Common Stock  | 53,571                     | \$ 8.68  | D   |   |
| Stock Option (Right to Buy)                | 05/13/2014   | 04/30/2024      | Common Stock  | 10,714                     | \$ 10.08   | D   |   |
| Series A Convertible Preferred Stock       | (2)  | (2)             | Common Stock  | 5,952 (3)                  | \$ (2)   | D   |   |
| Series A Convertible Preferred Stock       | (2)  | (2)             | Common Stock  | 182,030 (3)                | \$ (2)   | I   | By Daniel Blech Trust DTD 8/3/2005 (4)                |
| Warrant (Right to Buy)                     | 03/30/2012   | 03/30/2017      | Common Stock  | 1,190                      | \$ 28  | D   |   |
| Warrant (Right to Buy)                     | 03/30/2012   | 03/30/2017      | Common Stock  | 36,406                     | \$ 28  | I   | By Daniel Blech Trust DTD 8/3/2005 (4)                |

# Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BLECH ISAAC<br>400 E. PRATT STREET, SUITE 606<br>BALTIMORE, MD 21202 | X             | X         |         |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Mariam E. Morris by Power of Attorney    |  | 10/14/2015          |
| <small>Signature of Reporting Person</small> |  | <small>Date</small> |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The Stock Option vested in equal one-third increments on February 23, 2013, 2014 and 2015.

(2) The shares of Series A Convertible Preferred Stock (the "Series A Shares") will convert automatically into Common Stock, on a 1-for-0.04464 basis, immediately prior to the closing of the Issuer's initial public offering, and have no expiration date.

(3) Reflects the conversion of the Series A Shares into shares of Common Stock.

The reporting person disclaims beneficial ownership of the securities held by the Daniel Blech Trust DTD 8/3/2005 except to the extent  
(4) of his pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

### Remarks:

Exhibit 24 - Power of Attorney

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.

**LIMITED POWER OF ATTORNEY  
FOR SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Blake M. Paterson, Chief Executive Officer and President of Cerecor Inc. (the “**Company**”), and Mariam E. Morris, Interim Chief Financial Officer of the Company, or either of them acting singly and with full power of substitution, the undersigned’s true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned’s capacity as an officer, director and/or beneficial owner of more than 10% of the outstanding equity securities of the Company, Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the “**SEC**”) and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 30th day of July, 2015.

Signed and acknowledged:

/s/ Isaac Blech

Name: Isaac Blech

[Signature Page to Limited Power of Attorney]