

# 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 * Apple Tree Partners IV, L.P.  (Last) (First) (Middle) 230 PARK AVENUE, SUITE 2800  (Street) NEW YORK, NY 10169  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/14/2015	3. Issuer Name <b>and</b> Ticker or Trading Symbol Cerecor Inc. [CERC]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)

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			
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	595,436 (2)	\$ (1)	D (3)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apple Tree Partners IV, L.P. 230 PARK AVENUE, SUITE 2800 NEW YORK, NY 10169	X	X		
ATP III GP, Ltd. 230 PARK AVENUE, SUITE 2800 NEW YORK, NY 10169	X	X		
Harrison Seth Loring 230 PARK AVENUE, SUITE 2800 NEW YORK, NY 10169	X	X		

# Signatures

By Seth L. Harrison, Director of ATP III GP, Ltd, general partner of Apple Tree Partners IV, L.P. /s/ Seth L. Harrison		10/14/2015
Signature of Reporting Person		Date
By Seth L. Harrison, Director of ATP III GP, Ltd. /s/ Seth L. Harrison		10/14/2015
Signature of Reporting Person		Date
/s/ Seth L. Harrison		10/14/2015
Signature of Reporting Person		Date

## 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 shares of Series B Convertible Preferred Stock (the "Series B Shares") will convert automatically into Common Stock, on a 1-for-0.03571 basis, immediately prior to the closing of the Issuer's initial public offering, and have no expiration date.

(2) Reflects the conversion of the Series B Shares into shares of Common Stock.

These shares are held by Apple Tree Partners IV, L.P. ("ATP IV"). ATP III GP, Ltd. (the "GP") is the sole general partner of ATP IV.

(3) Dr. Seth L. Harrison is the sole director of the GP. Dr. Seth L. Harrison disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

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.