Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name an Gutry Phi	. Name and Address of Reporting Person * Gutry Phil			2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
C/O CER	(Last) (First) (Middle) C/O CERECOR INC., 400 EAST PRATT STREET,SUITE 606			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018							re title below)		er (specify below	,
(Street) BALTIMORE, MD 21202			4. If Amendment, Date Original Filed(Month/Day/Year)					_X_1	6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person				e)	
	(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu					ired, Disposed of, or Beneficially Owned				
1.Title of S (Instr. 3)				Execution Date, if Code			(A	nstr. 3, 4 and 5)	of (D) Own Tran	Amount of Securities Beneficia wned Following Reported ransaction(s) nstr. 3 and 4)		ed C	Ownership of Sorm: Direct (D) Or Indirect (I	Beneficial Ownership
						Co	de V A	mount (A) or (D)	Price				I) Instr. 4)	
								ed in this for					e	
Security	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transact	5. Nu ion of Deriv	mber ative ities ired r osed )	form di	splays a curresed of, or Benominated and bate	ently valid	d OMB co	8. Price of Derivative Security (Instr. 5)		f 10. Ownershi Form of Derivative Security: Direct (D) or Indirec	
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Transact	5. Nu ion Deriv Secur Acqu (A) or Dispo	mber ative ities ired r osed )	form di quired, Dispo s, options, co 6. Date Exer Expiration I (Month/Day  Date Exercisable	splays a curresed of, or Benominated and bate	eficially Overities)  7. Title and Amount of Underlying Securities	d OMB co	8. Price of Derivative Security (Instr. 5)	9. Number o Derivative Securities Beneficially Owned Following Reported Transaction(	f 10. Ownershi Form of Derivative Security: Direct (D' or Indirec	of Indirect Beneficial Ownersh (Instr. 4)

## Reporting Owners

B ( 0 N / 11)	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Gutry Phil C/O CERECOR INC. 400 EAST PRATT STREET,SUITE 606 BALTIMORE, MD 21202	X					

# **Signatures**

/s/ Donald R. Reynolds, by Power of Attorney	01/02/2019
**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).

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

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.

### POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joseph Miller, Robert Swedberg, Chris Sullivan and Donald R. Reynolds, and each of them acting alone, signing singly, 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 10% or more stockholder of Cerecor Inc. (the "Company"), Forms ID, 3, 4 and 5, Update Passphrase Acknowledgement (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and Schedule 13D and/or Schedule 13G (and any amendment thereto) in accordance with the 1934 Act, and the rules promulgated 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 ID, 3, 4 and 5, Update Passphrase Acknowledgement and Schedule 13D and/or Schedule 13G (and any amendments thereto) and to file timely such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which in the opinion of such attorney-infact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-infact full power and authority to do and perform any and every act and thing whatsoever requisite, 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 have done, do or cause to be done by virtue of this 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 of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 and Schedule 13D and Schedule 13G 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.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of August 2018.

/s/ Phil Gutry Phil Gutry