

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* Pedder Simon		2. Issuer Name and Ticker or Trading Symbol Cerecor Inc. [CERC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Chairman of Board	
(Last) (First) (Middle) C/O CERECOR INC., 540 GAITHER ROAD, SUITE 400		3. Date of Earliest Transaction (Month/Day/Year) 04/15/2019			
(Street) ROCKVILLE, MD 20850		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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, 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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 5.17	04/15/2019		A		300,000		(1)	04/15/2029	Common Stock	300,000	\$ 0	300,000	D	
Stock Option (Right to Buy)	\$ 5.84								03/29/2019	03/29/2029	Common Stock	882	882	D	
Stock Option (Right to Buy)	\$ 3.23								12/31/2018	12/31/2028	Common Stock	1,504	1,504	D	
Stock Option (Right to Buy)	\$ 4.67								09/28/2018	09/28/2028	Common Stock	990	990	D	
Stock Option (Right to Buy)	\$ 4.34								06/29/2018	06/29/2028	Common Stock	1,012	1,012	D	
Stock Option (Right to Buy)	\$ 3.71								05/15/2019(2)	05/14/2028	Common Stock	8,357	8,357	D	
Stock Option (Right to Buy)	\$ 4.14								(3)	04/06/2028	Common Stock	16,714	16,714	D	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pedder Simon C/O CERECOR INC. 540 GAITHER ROAD, SUITE 400 ROCKVILLE, MD 20850	X		Executive Chairman of Board	

Signatures

/s/ Donald R. Reynolds, by Power of Attorney		04/17/2019
<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 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).

- (1) One-third of the shares subject to the stock option will vest on the first anniversary of the date of grant, and the remaining two-thirds of the shares subject to the stock option will vest in equal monthly installments over the following 24 months.
- (2) The stock options will vest in full on May 15, 2019, subject to the grantee's continued service on such vesting date.
- (3) The grant shall vest one-third on each of the first, second and third anniversaries of the date of grant, provided Dr. Pedder is then a director of the Company.

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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