

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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### 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Pedder Simon</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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Chairman of the Bd</b>	
(Last) (First) (Middle) <b>C/O CERECOR INC., 540 GAITHER ROAD, SUITE 400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/24/2019</b>			
(Street) <b>ROCKVILLE, MD 20850</b>		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)		<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	05/24/2019		A		250,000 <u>(1)</u>	A	\$ 0	256,000	D	

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 4.98	05/24/2019		A		300,000	<u>(2)</u>	05/24/2029	Common Stock	300,000	\$ 0	300,000	D	
Stock Option (Right to Buy)	\$ 5.17						<u>(3)</u>	04/15/2029	Common Stock	300,000		300,000	D	
Stock Option (Right to Buy)	\$ 5.84						<u>(4)</u>	03/29/2029	Common Stock	882		882	D	
Stock Option (Right to Buy)	\$ 3.23						<u>(4)</u>	12/31/2028	Common Stock	1,504		1,504	D	
Stock Option (Right to Buy)	\$ 4.67						<u>(4)</u>	09/28/2028	Common Stock	990		990	D	
Stock Option (Right to Buy)	\$ 4.34						<u>(4)</u>	06/29/2028	Common Stock	1,012		1,012	D	

Stock Option (Right to Buy)	\$ 3.71							(4)	05/14/2028	Common Stock	8,357		8,357	D
Stock Option (Right to Buy)	\$ 4.14							(5)	04/06/2028	Common Stock	16,714		16,714	D

## Reporting Owners

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 the Bd	

## Signatures

/s/ Donald R. Reynolds, by Power of Attorney		05/29/2019
<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) The restricted stock units vest 50,000 shares immediately and the tax burden of this vest is to be covered by the Issuer and the remaining shares will vest in three substantially equal installments on April 10, 2020, 2021 and 2022, provided the Reporting Person is then still providing continuous service as an employee, director or consultant.  
The stock option was granted on May 24, 2019. One-third of the shares subject to the option will vest upon the Issuer's common stock closing at or above \$8.00 per share for three consecutive trading days. The next one-third of the shares subject to the option will vest upon the Issuer's common stock closing at or above \$10.50 per share for three consecutive trading days. The final one-third of the shares subject to the option will vest upon the Issuer's common stock closing at or above \$13.00 per share for three consecutive trading days.
- (2) The stock option was granted on April 15, 2019. 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, provided the Reporting Person is then still providing continuous service as an employee, director or consultant.
- (3) The stock option is fully vested.
- (4) The stock option will vest in three substantially equal installments on April 6, 2019, 2020 and 2021, provided the Reporting Person is then still providing continuous service as an employee, director or consultant.

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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