

# 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>Phillips Matthew V</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Commercial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/23/2019</b>					
C/O CERECOR INC., 540 GAITHER ROAD, SUITE 400								
(Street)			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		
ROCKVILLE, MD 20850								
(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	08/23/2019		A		512,500	A	\$ 1.07	512,500	I	By LLC
Common Stock								1,020	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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					
Stock Option (Right to Buy)	\$ 1.13							(3)	11/17/2027	Common Stock	100,000	100,000	D	
Stock Option (Right to Buy)	\$ 3.21							(4)	01/22/2028	Common Stock	100,000	100,000	D	
Stock Option (Right to Buy)	\$ 6.22							(5)	04/01/2029	Common Stock	145,000	145,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Phillips Matthew V C/O CERECOR INC. 540 GAITHER ROAD, SUITE 400 ROCKVILLE, MD 20850			Chief Commercial Officer	
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## Signatures

/s/ Donald R. Reynolds, by Power of Attorney		10/21/2019
<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) Acquired pursuant to the Settlement Agreement effective August 23, 2019 by and among MVP Ventures, LLC, Freemantle LLC and LRS International LLC, in exchange for the settlement and termination of Freemantle LLC's and LRS International LLC's certain interests in the Issuer.
- (2) MVP Ventures LLC ("MVP") is the record holder of the securities. The reporting person is the founder and principal of MVP and may be deemed to beneficially own the securities held by MVP. The reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (3) One fourth of the shares subject to the stock option will vest on November 17, 2018, and the remaining three-fourths of the shares subject to the stock option will vest in substantially equal monthly installments over the following 36 months, provided the Reporting Person is then still providing continuous service as an employee, director or consultant.
- (4) One fourth of the shares subject to the stock option will vest on January 22, 2019, and the remaining three-fourths of the shares subject to the stock option will vest in substantially equal monthly installments over the following 36 months, provided the Reporting Person is then still providing continuous service as an employee, director or consultant.
- (5) One fourth of the shares subject to the stock option will vest on April 1, 2020, and the remaining three-fourths of the shares subject to the stock option will vest in substantially equal monthly installments over the following 36 months, 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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