

# FORM 4

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

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

### 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

(Print or Type Responses)

1. 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Last) (First) (Middle) C/O CERECOR INC., 540 GAITHER ROAD, SUITE 400			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020						
(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)			<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		

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
Stock Option (Right to Buy)	\$ 2.48	03/31/2020		A		4,310		(1)	03/31/2030	Common Stock	4,310	\$ 0	4,310	D	
Stock Option (Right to Buy)	\$ 5.39							(1)	12/31/2029	Common Stock	2,375		2,375	D	
Stock Option (Right to Buy)	\$ 3.29							(1)	09/30/2029	Common Stock	3,907		3,907	D	
Stock Option (Right to Buy)	\$ 2.93							(2)	08/07/2029	Common Stock	25,000		25,000	D	
Stock Option (Right to Buy)	\$ 5.44							(1)	06/28/2029	Common Stock	2,323		2,323	D	
Stock Option (Right to Buy)	\$ 5.84							(1)	03/29/2029	Common Stock	1,916		1,916	D	

Stock Option (Right to Buy)	\$ 3.23								(1)	12/31/2028	Common Stock	3,439		3,439	D	
Stock Option (Right to Buy)	\$ 4.67								(1)	09/28/2028	Common Stock	2,351		2,351	D	
Stock Option (Right to Buy)	\$ 4.34								(1)	06/29/2028	Common Stock	2,544		2,544	D	
Stock Option (Right to Buy)	\$ 3.71								(1)	05/14/2028	Common Stock	8,357		8,357	D	
Stock Option (Right to Buy)	\$ 4.29								(1)	03/30/2028	Common Stock	2,350		2,350	D	
Stock Option (Right to Buy)	\$ 3.20								(1)	12/30/2027	Common Stock	3,179		3,179	D	
Stock Option (Right to Buy)	\$ 0.85								(1)	09/29/2027	Common Stock	10,600		10,600	D	
Stock Option (Right to Buy)	\$ 0.57								(1)	06/29/2027	Common Stock	8,357		8,357	D	
Stock Option (Right to Buy)	\$ 0.57								(1)	06/29/2027	Common Stock	14,224		14,224	D	
Stock Option (Right to Buy)	\$ 0.68								(1)	03/30/2027	Common Stock	10,131		10,131	D	
Stock Option (Right to Buy)	\$ 0.88								(1)	12/30/2026	Common Stock	3,793		3,793	D	
Stock Option (Right to Buy)	\$ 4.23								(1)	09/29/2026	Common Stock	886		886	D	
Stock Option (Right to Buy)	\$ 2.20								(1)	06/29/2026	Common Stock	1,638		1,638	D	
Stock Option (Right to Buy)	\$ 3.52								(1)	05/17/2026	Common Stock	8,357		8,357	D	
Stock Option (Right to Buy)	\$ 5.80								(1)	11/08/2025	Common Stock	16,714		16,714	D	

## Reporting Owners

Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Gutry Phil C/O CERECOR INC. 540 GAITHER ROAD, SUITE 400 ROCKVILLE, MD 20850	X			

## Signatures

/s/ Donald R. Reynolds, by Power of Attorney		04/02/2020
<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 stock option is fully vested.
- (2) The stock option will vest in full on August 7, 2020, subject to the Reporting Person's continued service on such vesting date.

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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