

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

May 13, 2020

Christopher Sullivan Interim Chief Financial Officer Cerecor Inc. 540 Gaither Road, Suite 400 Rockville, Maryland 20850

Re: Cerecor Inc.

Registration Statement on Form S-3

Filed May 12, 2020

File No. 333-238197

Dear Mr. Sullivan:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Tim Buchmiller at (202) 551-3635 with any questions.

Sincerely,

Division of Corporation Finance Office of Life Sciences

cc: Donald R. Reynolds, Esq.