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001-37590

William Slattery, CFA
Vice President
Listing Qualifications

Washington, DC 20549

Electronic Mail Only

October 12, 2015

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERTNAS

Dear Mr. Thomas:

This is to certify that on October 9, 2015 The Nasdaq Stock Market (the "Exchange") received from Cerecor Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

- Units, each consisting of one share of common stock, one class A warrant, and one class B warrant
- Common stock, \$0.001 par value per share
- Class A warrant, exercisable for one share of common stock
- Class B warrant, exercisable for one-half share of common stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery