

ACORDA THERAPEUTICS INC  
Form S-8  
February 01, 2010

As filed with the Securities and Exchange Commission on February 1, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Acorda Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**15 Skyline Drive**  
**Hawthorne, New York**  
(Address of Principal Executive Offices)

**13-3831168**  
(I.R.S. Employer Identification No.)

**10532**  
(Zip Code)

**2006 Employee Incentive Plan**

(Full Title of the Plan)

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**Ron Cohen, M.D.**

**Chief Executive Officer**

**15 Skyline Drive**

**Hawthorne, New York 10532**

(Name and Address of Agent For Service)

**(914) 347-4300**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated

Non-Accelerated Filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
2006 Employee Incentive Plan, Common Stock, \$0.001 par value per share	1,525,554 shares	\$ 27.80(2)	\$ 42,410,401(2)	3,024

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and 457(c) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's common stock on January 29, 2010, as reported on the NASDAQ Global Market.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an aggregate of 1,525,554 shares of common stock of the Registrant to be issued pursuant to the Registrant's 2006 Employee Incentive Plan (the "Plan"). The shares being registered hereunder represent the number of shares by which the Plan was automatically increased on January 1, 2010, as provided by the terms of the Plan.

**Item 3. INCORPORATION BY REFERENCE**

Pursuant to General Instruction E to Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (File Nos. 333-131846, 333-149726 and 333-158085), filed with the Securities and Exchange Commission on February 14, 2006, March 14, 2008 and March 18, 2009, respectively, are incorporated by reference.

**Item 8. EXHIBITS.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hawthorne, State of New York, on February 1, 2010.

ACORDA THERAPEUTICS, INC.

By: */s/ Ron Cohen, M.D.*  
 Ron Cohen, M.D.  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<i>/s/ Ron Cohen, M.D.</i> Ron Cohen, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 1, 2010
<i>/s/ David Lawrence, M.B.A.</i> David Lawrence, M.B.A.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 1, 2010

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Acorda Therapeutics, Inc., hereby severally constitute and appoint Ron Cohen our true and lawful attorney with full power to him to sign for us and in our names in the capacities indicated below, this Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as directors to enable Acorda Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
<i>/s/ Barry Greene</i> Barry Greene	Director	February 1, 2010
<i>/s/ John Kelley</i> John Kelley	Director	February 1, 2010

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/s/ Sandra Panem, Ph.D.  
Sandra Panem, Ph.D.

Director

January 4, 2010

/s/ Lorin J. Randall  
Lorin J. Randall

Director

February 1, 2010

/s/ Steven M. Rauscher  
Steven M. Rauscher

Director

February 1, 2010

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/s/ Ian F. Smith  
Ian F. Smith

Director

February 1, 2010

/s/ Wise Young, Ph.D., M.D.  
Wise Young, Ph.D., M.D.

Director

January 21, 2010

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Covington & Burling LLP, counsel to the Registrant
23.1	Consent of Covington & Burling LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP
24.1	Power of Attorney of all directors of the board of directors of the Registrant except Sandra Panem (included on the signature pages of this registration statement)
24.2	Power of Attorney of Sandra Panem