

ACORDA THERAPEUTICS INC
Form S-8
March 05, 2012

As filed with the Securities and Exchange Commission on March 5, 2012

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)

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

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

10532
(Zip Code)

2006 Employee Incentive Plan
(Full Title of the Plan)

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

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| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--|-------------------------------|---|---|-------------------------------|
| 2006 Employee Incentive Plan, Common Stock, \$0.001 par value per share | 1,587,722 shares | \$26.95 | \$42,789,108 | \$4,904 |

- (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 March February 29, 2012, as reported on the NASDAQ Global Market.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an aggregate of 1,587,722 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, 2012, 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, 333-158085, 333-164626, and 333-174785), filed with the Securities and Exchange Commission on February 14, 2006, March 14, 2008, March 18, 2009, February 1, 2010, and June 8, 2011 respectively, are incorporated herein 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 March 5, 2012.

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 |
|--|--|---------------|
| /s/ Ron Cohen, M.D. Ron Cohen, M.D. | President, Chief Executive Officer and Director (Principal Executive Officer) | March 5, 2012 |
| /s/ David Lawrence, M.B.A. David Lawrence, M.B.A. | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 5, 2012 |

POWER OF ATTORNEY

We, the undersigned 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 |
|--|----------|---------------|
| /s/ Barry Greene Barry Greene | Director | March 5, 2012 |
| /s/ Peder K. Jensen Peder K. Jensen | Director | March 5, 2012 |
| /s/ John Kelley John Kelley | Director | March 5, 2012 |
| /s/ Sandra Panem, Ph.D. Sandra Panem, Ph.D. | Director | March 5, 2012 |
| /s/ Lorin J. Randall Lorin J. Randall | Director | March 5, 2012 |
| /s/ Steven M. Rauscher Steven M. Rauscher | Director | March 5, 2012 |
| /s/ Ian F. Smith Ian F. Smith | Director | March 5, 2012 |

INDEX TO EXHIBITS

| Number | Description |
|--------|---|
| 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 Ernst & Young LLP |
| 23.3 | Consent of KPMG LLP |
| 24.1 | Power of Attorney of all directors of the board of directors of the Registrant (included on the signature pages of this registration statement) |