

ACORDA THERAPEUTICS INC
Form S-8
March 14, 2008

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As filed with the Securities and Exchange Commission on March 14, 2008

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)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|---------------------------------------|--|--|---------------------------------------|
| | 1,144,576 shares | \$19.54(2) | \$22,365,015(2) | \$878.95 |

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2006 Employee Incentive Plan, Common
Stock, \$0.001 par value per share

- (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 13, 2008, 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 1,144,576 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, 2008, 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 Statement on Form S-8 (File No. 333-131846), filed with the Securities and Exchange Commission on February 14, 2006, are incorporated by reference.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Covington & Burling LLP has opined to the legality of the securities being offered by this registration statement.

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 of 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 Hawthorne, New York on this 14th day of March, 2008.

ACORDA THERAPEUTICS, INC.

By: /s/ RON COHEN

 Ron Cohen, M.D.
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Acorda Therapeutics, Inc., hereby severally constitute and appoint Ron Cohen and David Lawrence, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the 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 officers and 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 attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|----------------|
| /s/ RON COHEN _____ Ron Cohen, M.D. | President, Chief Executive Officer and Director (Principal Executive Officer) | March 14, 2008 |
| /s/ DAVID LAWRENCE _____ David Lawrence, M.B.A. | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 14, 2008 |
| /s/ BARRY GREENE _____ Barry Greene | Director | March 14, 2008 |
| /s/ SANDRA PANEM _____ Sandra Panem, Ph.D. | Director | March 14, 2008 |
| /s/ BARCLAY A. PHILLIPS _____ Barclay A. Phillips | Director | March 14, 2008 |
| /s/ LORIN J. RANDALL _____ Lorin J. Randall | Director | March 14, 2008 |

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/s/ STEVEN M. RAUSCHER

Steven M. Rauscher, M.B.A.

Director

March 14, 2008

/s/ IAN F. SMITH

Ian F. Smith

Director

March 14, 2008

/s/ WISE YOUNG

Wise Young, Ph.D., M.D.

Director

March 14, 2008

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 KPMG LLP |
| 24.1 | Power of Attorney (included on the signature pages of this registration statement) |

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EXPLANATORY NOTE

Item 3. INCORPORATION BY REFERENCE

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Item 8. EXHIBITS.

SIGNATURES

POWER OF ATTORNEY AND SIGNATURES

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