

ACORDA THERAPEUTICS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/05/12

Address	420 SAW MILL RIVER ROAD ARDSLEY, NY 10502
Telephone	914-347-4300
CIK	0001008848
Symbol	ACOR
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

**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

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

Accelerated

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

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.

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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ron Cohen, M.D.</u> Ron Cohen, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 5, 2012
<u>/s/ David Lawrence, M.B.A.</u> 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.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Barry Greene</u> Barry Greene	Director	March 5, 2012
<u>/s/ Peder K. Jensen</u> Peder K. Jensen	Director	March 5, 2012
<u>/s/ John Kelley</u> John Kelley	Director	March 5, 2012
<u>/s/ Sandra Panem, Ph.D.</u> Sandra Panem, Ph.D.	Director	March 5, 2012
<u>/s/ Lorin J. Randall</u> Lorin J. Randall	Director	March 5, 2012
<u>/s/ Steven M. Rauscher</u> Steven M. Rauscher	Director	March 5, 2012
<u>/s/ Ian F. Smith</u> Ian F. Smith	Director	March 5, 2012

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
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)

March 5, 2012

Acorda Therapeutics, Inc.
15 Skyline Drive
Hawthorne, New York 10532

Ladies and Gentlemen:

We have acted as counsel to Acorda Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “*Act*”), of 1,587,722 shares of the Company’s Common Stock, par value \$0.001 per share (the “*Shares*”), issuable under the Company’s 2006 Employee Incentive Plan (as amended, the “*Plan*”), pursuant to the registration statement on Form S-8 filed with the Securities and Exchange Commission on March 5, 2012 (such registration statement is referred to herein as the “*Registration Statement*”).

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and paid for in accordance with the terms of the Company’s Certificate of Incorporation, the Plan and any individual agreements relating to such Shares, will be validly issued, fully paid and nonassessable.

We are members of the bar of the State of New York. We do not express any opinion herein on any laws other than the General Corporation Law of the State of Delaware and applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Sincerely,

/s/Covington & Burling LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Acorda Therapeutics, Inc.:

We consent to the incorporation by reference in this Registration Statement pertaining to the 2006 Employee Incentive Plan of Acorda Therapeutics, Inc. of our report dated February 28, 2012, with respect to the consolidated financial statements of Acorda Therapeutics, Inc. and the effectiveness of internal control over financial reporting of Acorda Therapeutics, Inc. included in its Annual Report (Form 10-K) for the years ended December 31, 2011 and 2010 filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

MetroPark, New Jersey
February 28, 2012

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Acorda Therapeutics, Inc.:

We consent to the use of our report dated February 26, 2010, with respect to the consolidated statements of operations, changes in stockholders' equity, and cash flows of Acorda Therapeutics, Inc. for the year ended December 31, 2009 , incorporated herein by reference.

/s/KPMG LLP

Short Hills, New Jersey
February 28, 2012