

ACORDA THERAPEUTICS INC

Form S-8

August 04, 2016

As filed with the Securities and Exchange Commission on August 4, 2016

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 13-3831168  
(State or Other Jurisdiction of  
Incorporation or Organization) (I.R.S. Employer Identification No.)

420 Saw Mill River Road 10502  
Ardsley, New York  
(Address of Principal Executive Offices) (Zip Code)

Acorda Therapeutics, Inc.  
2015 Omnibus Incentive Compensation Plan  
(Full Title of the Plan)

Ron Cohen, M.D.  
Chief Executive Officer  
420 Saw Mill River Road  
Ardsley, New York 10502  
(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

Title of Securities Proposed Maximum Amount of

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| to be Registered  | Amount to<br>be Registered | Proposed Maximum<br>(1) Offering Price<br>Per Share (2) | Aggregate<br>Offering Price (2) | Registration Fee |
|---|----------------------------|---|---------------------------------|------------------|
| Acorda Therapeutics, Inc. 2015 Omnibus<br>Incentive Compensation Plan, Common<br>Stock, \$0.001 par value per share | 2,100,000 shares           | \$24.97   | \$52,437,000                    | \$5,280.42       |

(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) under 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 August 2, 2016, 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 2,100,000 additional shares of common stock of the Registrant that may be issued pursuant to the Registrant's 2015 Omnibus Incentive Compensation Plan (the "Plan"). The increase in the number of shares authorized under the Plan was approved by the Registrant's stockholders at the Annual Stockholder Meeting held on June 8, 2016.

Item 3. Incorporation of Documents 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. 333-206346), filed with the Securities and Exchange Commission on August 13, 2015 are incorporated herein by reference.

Item 8. Exhibits.

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

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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 Ardsley, State of New York, on August 4, 2016.

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>    |
|--|---|----------------|
| /s/ Ron Cohen, M.D.<br>Ron Cohen, M.D. | President, Chief Executive Officer and<br>Director (Principal Executive Officer)          | August 4, 2016 |
| /s/ Michael Rogers<br>Michael Rogers   | Chief Financial Officer (Principal Financial Officer<br>and Principal Accounting Officer) | August 4, 2016 |

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## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned directors of Acorda Therapeutics, Inc., hereby severally constitute and appoint Ron Cohen, or his successor, our true and lawful attorney in fact and agent, with full power of substitution and resubstitution, for 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 (including post-effective amendments), 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 in fact and agent, or his successor or substitute, 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>    |
|--|--------------|----------------|
| /s/ Barry Greene<br>Barry Greene                             | Director     | August 4, 2016 |
| /s/ Peder K. Jensen, M.D.<br>Peder K. Jensen, M.D.           | Director     | August 4, 2016 |
| /s/ John P. Kelley<br>John P. Kelley                         | Director     | August 4, 2016 |
| /s/ Sandra Panem, Ph.D.<br>Sandra Panem, Ph.D.               | Director     | August 4, 2016 |
| /s/ Lorin J. Randall<br>Lorin J. Randall                     | Director     | August 4, 2016 |
| /s/ Steven M. Rauscher, M.B.A.<br>Steven M. Rauscher, M.B.A. | Director     | August 4, 2016 |
| /s/ Ian F. Smith<br>Ian F. Smith                             | Director     | August 4, 2016 |

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INDEX TO EXHIBITS

Number Description

- 4.1 Acorda Therapeutics, Inc. 2015 Omnibus Incentive Compensation Plan as amended on June 8, 2016. Incorporated by reference to Appendix A to the Registrant's 2015 Proxy Statement filed as Schedule 14A (File Number 000-50513) on April 30, 2015.
- 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
- 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)