

ACORDA THERAPEUTICS INC  
Form S-3/A  
January 24, 2008

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As filed with the Securities and Exchange Commission on January 24, 2008

Registration No. 333-147163

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 1 to

**FORM S-3**

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 Number)

**15 Skyline Drive  
Hawthorne, New York 10532  
(914) 347-4300**

(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

**Ron Cohen  
Chief Executive Officer  
15 Skyline Drive  
Hawthorne, New York 10532  
(914) 347-4300**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent For Service)

**Copy To:  
Ellen B. Corenswet  
Covington & Burling LLP  
620 Eighth Avenue  
New York, New York 10018  
(212) 841-1000**

**Approximate date of commencement of proposed sale to the public:**  
From time to time after this registration statement becomes effective.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

### Calculation of Registration Fee

Title of each class of securities to be registered(1)	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)(5)
Common Stock, Preferred Stock, Debt Securities, Warrants, Units(3)	(4)	(4)	\$150,000,000(4)	\$4,700

- (1) In addition to the securities listed in the table, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement will cover any additional securities which become issuable from time to time as a result of a stock split, stock dividend or other similar transactions.
- (2) The proposed maximum aggregate offering price has been estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (3) Includes an indeterminate number of securities that may be issued in primary offerings or upon exercise, conversion or exchange of any securities registered hereunder that provide for exercise, conversion or exchange.
- (4) Not specified as to each class of securities to be registered pursuant to General Instruction II(D) to Form S-3 under the Securities Act of 1933.
- (5) The registration fee was paid on November 5, 2007.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**



**EXPLANATORY NOTE**

The sole purpose of this amendment is to file Exhibits 4.4 and 25.1 to the registration statement as indicated in the Exhibit Index of this amendment. No change is made to the registration statement on Form S-3. Accordingly, this amendment consists only of the facing page, this explanatory note, the signature page to the registration statement, the Exhibit Index of the registration statement and Exhibits 4.4 and 25.1.

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\*By: /s/ RON COHEN, M.D.

January 23, 2008

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Ron Cohen, M.D.

*Attorney-in-fact*

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1.1*	Underwriting Agreement
4.1	Specimen Stock Certificate evidencing shares of common stock. Incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, No. 333-128827, filed on October 5, 2005.
4.2*	Form of Securities Purchase Agreement
4.3*	Certificate of Designation of Preferred Stock and Form of Preferred Stock Certificate
4.4	Form of Indenture
4.5*	Form of Note
4.6*	Form of Warrant Certificate
5.1	Opinion of Covington & Burling LLP
12.1	Calculation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividends
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
23.2	Consent of Covington & Burling LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature pages hereto)
25.1	Statement of Eligibility of Trustee on Form T-1

\*

To be filed by amendment, or as an exhibit to a current report on Form 8-K and incorporated by reference, or incorporated by reference from a subsequent filing in accordance with Section 305(b)(2) of the Trust Indenture Act of 1939, as applicable.

Previously filed

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