

PHILLIPS BARCLAY A
Form 3
February 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

PHILLIPS BARCLAY A
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/09/2006

3. Issuer Name and Ticker or Trading Symbol
ACORDA THERAPEUTICS INC [ACOR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

C/O ACORDA THERAPEUTICS, INC., 15 SKYLINE DRIVE

(Street)

HAWTHORNE, NY 10532

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series E-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	53,640 (2)	\$ 13.806	I	See Footnotes (3)
Series E-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	17,880 (2)	\$ 13.806	I	See Footnotes (4)
Series E-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	163,700 (2)	\$ 13.806	I	See Footnotes (3)
Series E-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	54,566 (2)	\$ 13.806	I	See Footnotes (4)
Series H Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	24,453 (2)	\$ 15.3348	I	See Footnotes (3)
Series H Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	8,150 (2)	\$ 15.3348	I	See Footnotes (4)
Series I Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	67,945 (2)	\$ 17.1132	I	See Footnotes (3)
Series I Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	22,647 (2)	\$ 17.1132	I	See Footnotes (4)
Series J Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	98,116 (2)	\$ 7.644	I	See Footnotes (3)
Series J Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	32,704 (2)	\$ 7.644	I	See Footnotes (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS BARCLAY A C/O ACORDA THERAPEUTICS, INC. 15 SKYLINE DRIVE HAWTHORNE, NY 10532	Â X	Â	Â	Â

Signatures

/s/ Michelle Meyers, by power of attorney

02/09/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The convertible preferred stock is convertible at any time, at the holder's discretion, and has no expiration date.
- (2) The number of shares underlying convertible preferred stock in column 3 of Table II represents the number of shares of Common Stock of the Issuer that the convertible preferred stock will automatically convert into upon the closing of the Issuer's initial public offering.

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- These shares are held by Vector Later-Stage Equity Fund II (QP), L.P. ("Vector QP"). According to information provided by Vector QP, Mr. Phillips could be deemed to have shared voting and dispositive power with respect to the shares of stock held by Vector QP.
- (3) However, Mr. Phillips disclaims beneficial ownership except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed to be an admission that he is the beneficial owner of these securities for purposes of Section 16.

- These shares are held by Vector Later-Stage Equity Fund II, L.P. ("Vector"). According to information provided by Vector, Mr. Phillips could be deemed to have shared voting and dispositive power with respect to the shares of stock held by Vector. However, Mr. Phillips disclaims beneficial ownership except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed to be an admission that he is the beneficial owner of these securities for purposes of Section 16.
- (4)

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Remarks:

ExhibitÂ ListÂ -Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.