

ACORDA THERAPEUTICS INC
 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 *

Â FLEMING STANDISH
 (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)

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

(Street)

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

HAWTHORNE,Â NYÂ 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 I Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	323,206 (2)	\$ 17.1132	I	See (3)
Series I Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	27,399 (2)	\$ 17.1132	I	See (4)
Series J Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	482,390 (2)	\$ 7.64	I	See (3)
Series J Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	40,894 (2)	\$ 7.64	I	See (4)

Reporting Owners

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

Signatures

/s/ Michelle Meyers, by power of attorney
Date: 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.
These shares are held by Forward Ventures IV, L.P. ("FV IV"). According to information provided by FV IV, Mr. Fleming could be deemed to have shared voting and dispositive power with respect to the shares of stock held by FV IV. However, Mr. Fleming 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.
- (3) These shares are held by Forward Ventures IV, L.P. ("FV IV"). According to information provided by FV IV, Mr. Fleming could be deemed to have shared voting and dispositive power with respect to the shares of stock held by FV IV. However, Mr. Fleming 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) These shares are held by Forward Ventures IV B, L.P. ("FV IV B"). According to information provided by FV IV B, Mr. Fleming could be deemed to have shared voting and dispositive power with respect to the shares of stock held by FV IV B. However, Mr. Fleming 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.

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Remarks:

Exhibit List -Â Exhibit 24 -Â Power of Attorney

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

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