

ACORDA THERAPEUTICS INC

Form 8-K

February 14, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **February 12, 2008**

**Acorda Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-50513**  
(Commission  
File Number)

**13-3831168**  
(I.R.S. Employer  
Identification No.)

**15 Skyline Drive, Hawthorne, NY**  
(Address of principal executive offices)

**10532**  
(Zip Code)

Registrant's telephone number, including area code: **(914) 347-4300**

**Not Applicable**

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

On February 12, 2008, Acorda Therapeutics, Inc. (the Registrant) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (collectively, the Underwriters), and a selling stockholder named therein, relating to the issuance and sale by the Registrant of 3,217,000 shares of its common stock and the sale by such selling stockholder of 83,000 shares of common stock. The Registrant also granted the Underwriters a 30-day option to purchase up to an additional 495,000 shares of common stock.

The offering is being made pursuant to the Registrant's shelf registration statement on Form S-3 (Registration No. 333-147163) filed with the Securities and Exchange Commission (the Commission) on November 6, 2007, as amended, including a related prospectus, dated February 6, 2008, and prospectus supplement, dated February 12, 2008.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K, and incorporated herein by reference. A copy of the opinion of Covington & Burling LLP relating to the validity of the issuance and sale of the shares in the offering is attached as Exhibit 5.2 to this Form 8-K, and incorporated herein by reference.

**Item 8.01. Other Events.**

On February 14, 2008, the Registrant announced that the Underwriters have exercised their option to purchase an additional 495,000 shares of common stock in connection with the offering described in Item 1.01 above. The exercise of the option increases the size of the offering to an aggregate of 3,795,000 shares of common stock.

The Registrant's press release announcing the pricing of the offering pursuant to the Underwriting Agreement is attached as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated herein by reference. The Registrant's press release announcing that the Underwriters have exercised their option to purchase additional shares is attached as Exhibit 99.2 to this Current Report on Form 8-K, and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

- 1.1 Underwriting Agreement, dated February 12, 2008, among Acorda Therapeutics, Inc., and J.P. Morgan Securities Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein, and a selling stockholder named therein.
- 5.2 Opinion of Covington & Burling LLP
- 23.1 Consent of Covington & Burling LLP (included in Exhibit 5.2)
- 99.1 Press Release dated February 13, 2008
- 99.2 Press Release dated February 14, 2008



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Acorda Therapeutics, Inc.

*February 14, 2008*

By: */s/ David Lawrence*  
*Name: David Lawrence, M.B.A.*  
*Title: Chief Financial Officer*

Exhibit Index

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 12, 2008, between Acorda Therapeutics, Inc., and J.P. Morgan Securities Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein, and a selling stockholder named therein.
5.2	Opinion of Covington & Burling LLP
23.1	Consent of Covington & Burling LLP (included in exhibit 5.2)
99.1	Press Release dated February 13, 2008
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