

**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
(State or Other Jurisdiction of
Incorporation or Organization)

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

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

10502
(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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-Accelerated Filer (Do not check if a smaller reporting company)

Accelerated
Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Acorda Therapeutics, Inc. 2015 Omnibus Incentive Compensation Plan, Common Stock, \$0.001 par value per share	3,000,000 shares	\$26.95	\$80,850,000	\$10,065.84

(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 6, 2018, as reported on the Nasdaq Global Select Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an aggregate of 3,000,000 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 27, 2018.

Item 3. Incorporation of Documents by Reference.

Pursuant to General Instruction E to Form S-8, the contents of the Registrant's Registration Statements on Form S-8 (File Nos. 333-206346 and 333-212917), filed with the Securities and Exchange Commission on August 13, 2015 and August 4, 2016, respectively, are incorporated herein by reference.

Item 8. Exhibits.

Number	Description
4.1	<u>Acorda Therapeutics, Inc. 2015 Omnibus Incentive Compensation Plan as amended on June 27, 2018. Incorporated by reference to Appendix A to the Registrant's 2018 Proxy Statement filed as Schedule 14A (SEC File Number 000-50513) on April 27, 2018.</u>
5.1	<u>Opinion of Covington & Burling LLP, counsel to the Registrant</u>
23.1	<u>Consent of Covington & Burling LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Ernst & Young LLP</u>
24.1	<u>Power of Attorney of all directors of the board of directors of the Registrant (included on the signature pages of this registration statement)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 8, 2018.

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, as amended, 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>
<u>/s/ Ron Cohen, M.D.</u> Ron Cohen, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 8, 2018
<u>/s/ David Lawrence</u> David Lawrence	Chief, Business Operations and Principal Accounting Officer (Principal Accounting Officer)	August 8, 2018

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>
<u>/s/ Barry Greene</u> Barry Greene	Director	August 8, 2018
<u>/s/ Peder K. Jensen, M.D.</u> Peder K. Jensen, M.D.	Director	August 8, 2018
<u>/s/ John P. Kelley</u> John P. Kelley	Director	August 8, 2018
<u>/s/ Sandra Panem, Ph.D.</u> Sandra Panem, Ph.D.	Director	August 8, 2018
<u>/s/ Lorin J. Randall</u> Lorin J. Randall	Director	August 8, 2018
<u>/s/ Steven M. Rauscher, M.B.A.</u> Steven M. Rauscher, M.B.A.	Director	August 8, 2018
<u>/s/ Ian F. Smith</u> Ian F. Smith	Director	August 8, 2018
<u>/s/ Catherine D. Strader, Ph.D.</u> Catherine D. Strader, Ph.D.	Director	August 8, 2018

August 8, 2018

Acorda Therapeutics, Inc.
420 Saw Mill River Road
Ardsley, New York 10502

Ladies and Gentlemen:

We have acted as counsel to Acorda Therapeutics, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “*Act*”), of 3.0 million shares of the Company’s Common Stock, par value \$0.001 per share (the “*Shares*”), issuable under the Company’s 2015 Omnibus Incentive Compensation Plan (the “*Plan*”), pursuant to the registration statement on Form S-8 filed with the Securities and Exchange Commission on the date hereof (such registration statement is referred to herein as the “*Registration Statement*”).

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and paid for in accordance with the terms of the Company’s Certificate of Incorporation, the Plan and any individual agreements relating to such Shares, will be validly issued, fully paid and nonassessable.

We are members of the bar of the State of New York. We do not express any opinion herein on any laws other than the General Corporation Law of the State of Delaware and applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Sincerely,

/s/ Covington & Burling LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2015 Omnibus Incentive Compensation Plan of Acorda Therapeutics Inc. of our reports dated March 1, 2018, with respect to the consolidated financial statements of Acorda Therapeutics Inc., and the effectiveness of internal control over financial reporting of Acorda Therapeutics Inc., included in its Annual Report (Form 10-K), as amended by Amendment No.1 on Form 10K/A, for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/Ernst & Young LLP

Hartford, Connecticut
August 8, 2018