

ACORDA THERAPEUTICS INC

Form 3

February 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

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)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O ACORDA

THERAPEUTICS, INC., 15

SKYLINE DRIVE

(Street)

HAWTHORNE, NY 10532

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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

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)

Date Exercisable

Expiration Date

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

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

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

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

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				Shares		or Indirect (I) (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
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 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.
- (4)

Â

Remarks:

Exhibit List - Â Exhibit 24 - 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. 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.