ACORDA THERAPEUTICS INC Form SC 13D/A December 12, 2008

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

SCHEDULE 13D Under the Securities Exchange Act of 1934

(Final Amendment)

Acorda Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

00484M106

(CUSIP Number)

Simon M. Lorne, Esq. Millennium Management LLC 666 Fifth Avenue, 8th Floor New York, New York 10103 (212) 841-4100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 9, 2008

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of $\S 240.13d-1(e)$, 240.13d-1(f) or 240.13d-1(g) check the following box o .

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Explanatory Note

Introduction

This Final Amendment to Schedule 13D ("Final Amendment to Schedule 13D") amends and restates Amendment No. 1 to Schedule 13D filed on March 14, 2008 ("Amendment No. 1 to Schedule 13D") by Millenco LLC, Millennium Management LLC and Israel A. Englander (as defined in Item 2, below), relating to their beneficial ownership of the common stock, par value \$0.001 per share (the "Common Stock"), of Acorda Therapeutics, Inc., a Delaware corporation (the "Issuer").

This Final Amendment to Schedule 13D (i) adds Integrated Core Strategies (US) LLC, Catapult Partners, Ltd., Catapult Capital Management LLC, Millennium International Management LP and Millennium Management GP LLC as Reporting Persons (as defined in Item 2, below) and (ii) reflects a material change in the number of shares beneficially owned or deemed to be beneficially owned by Millenco LLC, Millennium Management LLC and Israel A. Englander, as the case may be, and the percentage of class represented by such ownership since the filing of the Amendment No. 1 to Schedule 13D. Except for the above-referenced amendments, this Final Amendment to Schedule 13D does not modify any of the information previously reported on Amendment No. 1 to Schedule 13D.

Item 1. Security and Issuer.

The name of the Issuer is Acorda Therapeutics, Inc. The address of the Issuer s principal executive offices is 15 Skyline Drive, Hawthorne, New York 10532. This Final Amendment to Schedule 13D relates to the Issuer s Common Stock.

Item 2. Identity and Background.

(a)-(c), (f). This statement is being filed by Millenco LLC, a Delaware limited liability company ("Millenco"), Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies") and Catapult Partners, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Catapult Partners"). Millenco is a broker-dealer and a member of the American Stock Exchange and the NASDAQ.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management") is the manager of Millenco, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Millennium Management is also the general partner of the managing member of Integrated Core Strategies and consequently may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies.

Catapult Capital Management LLC, a Delaware limited liability company ("Catapult Capital Management") is the investment manager to Catapult Partners, and consequently may be deemed to have voting control and investment discretion over securities owned by Catapult Partners. Millennium International Management LP, a Delaware limited partnership ("Millennium International Management") is the managing member of Catapult Capital Management, and consequently may be deemed to have voting control and investment discretion over securities deemed to be beneficially owned by Catapult Capital Management. Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP") is the general partner of Millennium International Management and consequently may be deemed to have voting control and investment discretion over securities deemed to be beneficially owned by Millennium International Management. In addition, Millennium Management is the general partner of the 100% shareholder of Catapult Partners and consequently may be deemed to have voting control and investment discretion over securities owned by Catapult Partners.

Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be

beneficially owned by Millennium Management.

The foregoing should not be construed in and of itself as an admission by Catapult Capital Management, Millennium International Management GP, Millennium Management or Mr. Englander as to the shares of the Issuer s Common Stock beneficially owned by Millenco, Integrated Core Strategies and/or Catapult Partners, as the case may be.

Millenco, Integrated Core Strategies, Catapult Partners, Catapult Capital Management, Millennium International Management and Millennium International Management GP, Millennium Management and Mr. Englander will be collectively referred to as the reporting persons ("Reporting Persons") in this Final Amendment to Schedule 13D.

The business address for Millenco, Integrated Core Strategies, Millennium Management and Mr. Englander is c/o Millennium Management LLC, 666 Fifth Avenue, New York, New York 10103. The business address for Catapult Partners, Catapult Capital Management, Millennium International Management and Millennium International Management GP is c/o Millennium International Management GP, 666 Fifth Avenue, New York, New York 10103. Mr. Englander is a United States citizen.

- (d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) On December 1, 2005, Millennium Management and Mr. Englander, together with Millennium Partners, L.P. ("Millennium Partners") and certain related persons and entities, entered into settlements with the Securities and Exchange Commission ("SEC") and the Attorney General of the State of New York (the "NYAG") relating to allegations that Millennium Partners had engaged in a pattern of deceptive "market timing" of mutual fund shares in years prior to 2004 and, in the case of the settlement with the NYAG only, had failed to take adequate steps to prevent a trader from engaging in mutual fund "late trading" in violation of firm policy. The parties neither admitted nor denied the allegations or findings (except as to jurisdiction) but consented to the entry of findings. The SEC proceedings are In the Matter of Millennium Partners, L.P., et al. Securities Act Release No. 8639 (December 1, 2005), available at www.sec.gov. Contemporaneously, the NYAG issued an Assurance of Discontinuance relating to the claims and findings of that office.

Neither the Reporting Persons nor any other party admitted or denied any of the allegations or findings in these matters. The remedies included disgorgement by the entities of approximately \$148 million of mutual fund trading profits, civil penalties aggregating approximately \$32.15 million (with approximately \$30 million being paid by Mr. Englander), an administrative order to cease and desist from violations of the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 (the "Exchange Act"), and prophylactic relief.

Item 3. Source and Amount of Funds or Other Consideration.

The amount of funds used to purchase the 1,342,901, 59,700 and 65,429 shares of the Issuer s Common Stock held by Millenco, Integrated Core Strategies and Catapult Partners was approximately, \$33,419,782, \$1,195,484 and \$1,113,707, respectively, calculated on an average cost basis (excluding brokerage commissions) by account. Millenco effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to Millenco as and when required to open or carry positions in the margin accounts, subject to applicable margin regulations, stock exchange rules and the prime broker s credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction.

The Reporting Persons are engaged in the investment business. In pursuing this business, the Reporting Persons analyze the operations, capital structure and markets of companies, including the Issuer, on a continuous basis, through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). From time to time, one or more of the Reporting Persons may hold discussions with third parties or with management of such companies in which the Reporting Persons may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act, including, without limitation, such matters as disposing of or selling all or a portion of the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting certain types of anti-takeover measures and restructuring the Issuer s capitalization or dividend policy.

The Reporting Persons employ the services of a number of portfolio managers, each of whom independently employs a separate and distinct trading strategy. A portion of the securities of the Issuer held by the Reporting Persons are held in accounts of the Reporting Persons managed by portfolio managers who engage in event-, risk- or merger-arbitrage or fundamental strategies.

Except as set forth above, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of this Final Amendment to Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Issuer and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

Item 5. Interest in Securities of the Issuer.

(a) As of the date this filing: i) Millenco is the beneficial owner of 1,342,901 shares of the Issuer s Common Stock; ii) Integrated Core Strategies is the beneficial owner of 59,700 shares of the Issuer s Common Stock; and iii) Catapult Partners is the beneficial owner of 65,429 shares of the Issuer s Common Stock.

Millennium Management, as the manager of Millenco and as the general partner of the managing member of Integrated Core Strategies, may also be deemed to beneficially own the above-described shares of the Issuer's Common Stock beneficially owned by Millenco and Integrated Core Strategies. In addition, Millennium Management, as the general partner of the 100% shareholder of Catapult Partners, may also be deemed to beneficially own the above-described shares of the Issuer's Common Stock beneficially owned by Catapult Partners.

Catapult Capital Management, as the investment manager to Catapult Partners, may also be deemed to beneficially own the above-described shares of the Issuer's Common Stock beneficially owned by Catapult Partners. Millennium International Management, as the managing member of Catapult Capital Management, may also be deemed to beneficially own the above-described shares of the Issuer's Common Stock beneficially owned by Catapult Partners. Millennium International Management, may also be deemed to beneficially own the above-described shares of the Issuer's Common Stock beneficially owned by Catapult Partners.

Mr. Englander, as the managing member of Millennium Management, may also be deemed to beneficially own the above-described shares of Common Stock beneficially owned by Millenco, Integrated Core Strategies and Catapult Partners.

Accordingly, as of the date of this filing, Mr. Englander and Millennium Management may be deemed to be beneficial owners of 1,468,030 shares or 3.9% of the Issuer s Common Stock. The calculation of the foregoing percentage is on the basis of 37,714,846 shares of the Issuer s Common Stock outstanding as of October 31, 2008, as per the Issuer s Form 10-Q, dated November 10, 2008. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares held by Millenco,

Integrated Core Strategies and/or Catapult Partners, as the case may be.

- (b) Millenco may be deemed to hold shared power to vote and to dispose of the 1,342,901 shares of the Issuer s Common Stock described in (a) above. Integrated Core Strategies may be deemed to hold shared power to vote and dispose of the 59,700 shares of the Issuer s Common Stock described in (a) above. Catapult Partners, Catapult Capital Management, Millennium International Management and Millennium International Management GP may be deemed to hold shared power to vote and to dispose of the 65,429 shares of the Issuer s Common Stock. Mr. Englander and Millennium Management may be deemed to hold shared power to vote and to dispose of the 1,468,030 shares of the Issuer s Common Stock. The foregoing should not be construed in and of itself as an admission by Catapult Capital Management, Millennium International Management, Millennium International Management GP, Millennium Management or Mr. Englander as to the shares of the Issuer s Common Stock beneficially owned by Millenco, Integrated Core Strategies and/or Catapult Partners, as the case may be.
- (c) Transactions in the Issuer s Common Stock during the past 60 days: Schedule A annexed hereto lists all transactions in the Issuer s Common Stock by the Reporting Persons. All of the transactions in the Issuer s Common Stock were effected by either Millenco, Integrated Core Strategies or Catapult Partners in the open market.
- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of, the shares of Common Stock reported in this Final Amendment to Schedule 13D.
- (e) On September 17, 2008, the Reporting Persons ceased to beneficially own in excess of 5% of the Issuer s Common Stock. However, the Reporting Persons deem December 9, 2008 to be the relevant date of event for this Final Amendment to Schedule 13D, as it is the date on which a material change in the number of shares beneficially owned or deemed to be beneficially owned and the percentage of class represented by such ownership since the filing of Amendment No. 1 to Schedule 13D occurred.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

In connection with arrangements with Millenco s, Integrated Core Strategies and Catapult Partners prime brokers, such prime brokers are permitted to lend securities in Millenco s, Integrated Core Strategies and Catapult Partners accounts to the extent permitted by debit balances in such accounts. Millenco, Integrated Core Strategies and Catapult Partners generally will not have any knowledge of the specific loans made by such prime brokers. In addition, in the ordinary course of business, Millenco, Integrated Core Strategies and Catapult Partners (or their prime brokers), may borrow securities to satisfy delivery obligations arising from short sales. In addition, Millenco may lend securities to third parties and such loans generally may be recalled upon demand, but may not be able to be recalled in advance of an applicable record date and thus, such loaned shares may not be able to be voted by Millenco. Similarly, it should also be noted that shares lent by Millenco s, Integrated Core Strategies , Catapult Partners prime brokers may not be able to be recalled in advance of an applicable record date and thus, such loaned shares may not be able to be voted by Millenco, Integrated Core Strategies or Catapult Partners, as the case may be.

There are no other contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to Be Filed as Exhibits.

Exhibit I: Joint Filing Agreement, dated as of December 11, 2008, by and among Millenco LLC, Integrated Core Strategies (US) LLC, Catapult Partners, Ltd., Catapult Capital Management LLC, Millennium International Management LP, Millennium International Management GP LLC, Millennium Management LLC and Israel A. Englander.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2008

MILLENCO LLC

By: /s/ Mark Meskin

Name: Mark Meskin

Title: Chief Executive Officer

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP, its managing member

By: Millennium Management LLC, its general partner

By: /s/ David Nolan Name: David Nolan Title: Co-President

CATAPULT PARTNERS, LTD.

By: Catapult Capital Management LLC as investment manager

By: Millennium International Management LP, its managing member

By: /s/ David Nolan Name: David Nolan Title: Co-President

CATAPULT CAPITAL MANAGEMENT LLC

By: Millennium International Management LP, its managing member

By: /s/ David Nolan Name: David Nolan Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/ David Nolan

Name: David Nolan Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/ David Nolan

Name: David Nolan

Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan

Name: David Nolan Title: Co-President

/s/ Israel A. Englander by David Nolan pursuant to Power of Attorney filed with

the SEC on June 6, 2005

Israel A. Englander

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership of the Common Stock, par value \$0.001 per share, of Acorda Therapeutics, Inc., a Delaware corporation, is being filed and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: December 11, 2008

MILLENCO LLC

By: /s/ Mark Meskin

Name: Mark Meskin

Title: Chief Executive Officer

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP, its managing member

By: Millennium Management LLC,

its general partner

By: /s/ David Nolan Name: David Nolan Title: Co-President

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By: /s/ David Nolan

Name: David Nolan Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/ David Nolan

Name: David Nolan

Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan

Name: David Nolan Title: Co-President

/s/ Israel A. Englander by David Nolan pursuant to Power of Attorney filed with

the SEC on June 6, 2005

Israel A. Englander

Schedule A

Transactions in the Issuer s Common Stock during the past 60 days:

Date of Transaction	Quantity Purchased (Sold)	Price Per Share \$
10/13/2008 (1)	(19,300)	16.75