

ACORDA THERAPEUTICS INC

Form 4

February 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEINMETZ MICHAEL

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT, 200
CLARENDON STREET, 54TH
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACORDA THERAPEUTICS INC
[ACOR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common | 02/15/2006 | | C | | 125,161 | A | <u>11</u> | 125,161 <u>(1)</u> | I | See Footnote <u>(2)</u> |
| Common | 02/15/2006 | | C | | 381,965 | A | <u>11</u> | 507,126 <u>(1)</u> | I | See Footnote <u>(3)</u> |
| Common | 02/15/2006 | | C | | 6,518 | A | <u>11</u> | 513,644 <u>(1)</u> | I | See Footnote <u>(4)</u> |

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| | | | | | | | | |
|--------|------------|---|---------|---|------------|----------------------|---|-------------------------|
| Common | 02/15/2006 | C | 145,330 | A | <u>(1)</u> | 658,974 <u>(1)</u> | I | See Footnote <u>(5)</u> |
| Common | 02/15/2006 | C | 981,159 | A | <u>(1)</u> | 1,640,133 <u>(1)</u> | I | See Footnote <u>(6)</u> |
| Common | 02/15/2006 | P | 166,667 | A | \$ 6 | 1,806,800 | I | See Footnote <u>(7)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series E-1 Convertible Preferred Stock | <u>(1)</u> | 02/15/2006 | | C | 162,710 | <u>(1)</u> <u>(1)</u> | Common Stock 125,16 <u>(1)</u> |
| Series E-2 Convertible Preferred Stock | <u>(1)</u> | 02/15/2006 | | C | 496,556 | <u>(1)</u> <u>(1)</u> | Common Stock 381,96 <u>(1)</u> |
| Series H Convertible Preferred Stock | <u>(1)</u> | 02/15/2006 | | C | 8,476 | <u>(1)</u> <u>(1)</u> | Common Stock 6,518 |
| Series I Convertible Preferred Stock | <u>(1)</u> | 02/15/2006 | | C | 188,930 | <u>(1)</u> <u>(1)</u> | Common Stock 145,33 <u>(1)</u> |
| Series J Convertible Preferred Stock | <u>(1)</u> | 02/15/2006 | | C | 1,275,508 | <u>(1)</u> <u>(1)</u> | Common Stock 981,15 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X | | | |

Signatures

s/ Michelle Meyers, by power of attorney 02/17/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) All of the outstanding shares of the Issuer's Series E-1, E-2, H, I and J Convertible Preferred Stock automatically converted to Common Stock of the Issuer upon the closing of the Issuer's initial public offering and had no expiration date.

These shares are held as follows: 114,686 shares by BB BioVentures, L.P. ("BBBV"), 1,439 shares by MPM Asset Management Investors 1998 LLC ("AM 1998") and 9,036 shares by MPM BioVentures Parallel Fund, L.P. ("BV PF"). MPM BioVentures I, L.P. ("BV I") and MPM BioVentures I LLC ("BV I LLC") are the direct and indirect general partners of BV PF. BAB BioVentures L.P. ("BAB BV"), BAB BioVentures, N.V. ("BAB NV") and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

- (3) These shares are held as follows: 349,996 shares by BBBV, 4,392 shares by AM 1998 and 27,577 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

- (4) These shares are held as follows: 5,674 shares by BBBV, 74 shares by AM 1998 and 770 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

- (5) These shares are held as follows: 124,840 shares by BBBV, 1,670 shares by AM 1998 and 18,820 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

- (6) These shares are held as follows: 870,999 shares by BBBV, 11,283 shares by AM 1998 and 98,877 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

- (7) These shares are held as follows: 143,167 shares by BBBV, 1,917 shares by AM 1998 and 21,583 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

Remarks:

Exhibit List - 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.

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