

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AKORN, INC.

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

72-0717400
(I.R.S. Employer
Identification No.)

**1925 W. Field Court, Suite 300
Lake Forest, Illinois 60045**
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated Akorn, Inc. 2003 Stock Option Plan
(Full title of the plan)

**Joseph Bonaccorsi, Esq.
Senior Vice President, General Counsel and Secretary
Akorn, Inc.**

**1925 W. Field Court, Suite 300
Lake Forest, Illinois 60045**
(Name and address of agent for service)

(847) 279-6100
(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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	Amount of Registration Fee
Common Stock, no par value	8,000,000	\$ 11.86	\$ 94,840,000	\$ 10,869

- (1) In accordance with Rule 416(a) of the Securities Act of 1933, as amended, this registration statement shall also cover any additional shares of common stock which become issuable under the Amended and Restated Akom, Inc. 2003 Stock Option Plan by reason of any stock dividend, stock split, recapitalization or similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(h)(1) and 457(c) under the Securities Act of 1933, as amended, based on the average (\$11.86) of the high (\$12.01) and low (\$11.70) sales prices of the Company's Common Stock as reported by NASDAQ on February 8, 2012.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 8,000,000 shares of common stock, no par value ("Common Stock"), of Akorn, Inc. (the "Company") that may be offered and sold under the Amended and Restated Akorn, Inc. 2003 Stock Option Plan, as amended (the "Plan"). On December 29, 2011, the Company's stockholders ratified an amendment to the Plan to increase the aggregate number of shares of common stock that may be issued under the Plan by 8,000,000 from 11,000,000 to 19,000,000.

The contents of the Company's previously filed Registration Statement on Form S-8 (Registration No. 333-161908) filed with the Securities and Exchange Commission (the "Commission") on September 14, 2009, and Registration Statement on Form S-8 (Registration No. 333-124190) filed with the Commission on April 20, 2005, as amended by Post-Effective Amendment No. 1 on Form S-8 filed with the Commission on October 26, 2007, are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

PART II
INFORMATION REQUIRED IN
THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have previously been filed by the Corporation with the Commission, are incorporated herein by reference as of their respective dates of filing, except for the portions thereof that are “furnished” rather than filed with the Commission:

- (1) the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2010;
- (2) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), since the end of the fiscal year covered by the Registrant’s latest annual report referred to in (1) above.
- (3) the description of the Company’s common stock contained in the Company’s Pre-Effective Amendment No. 1 to Registration Statement on Form S-1 as filed with the SEC on October 13, 2004, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all Common Stock offered hereunder has been sold or which deregisters all Common Stock then remaining unsold hereunder, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents, except for the documents, or portions thereof, that are “furnished” rather than filed with the Commission.

Any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or suspended for purposes of this Registration Statement to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

See Index to Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of 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 Lake Forest, State of Illinois, on this 10th day of February, 2012.

AKORN, INC.

By: /s/ Rajat Rai
Rajat Rai
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of Akorn, Inc., hereby severally constitute and appoint Rajat Rai and Timothy A. Dick and each of them singly, our true and lawful attorneys-in-fact and agents with full power and authority to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and any additional registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the same offering contemplated by this Registration Statement, and to file the same, with exhibits and any and all other documents and instruments filed with respect thereto, with the Securities and Exchange Commission (or any other governmental or regulatory authority), granting unto said attorneys-in-fact and agents, and each of them, full power and authority in the name and on behalf of each of the undersigned to do and to perform each and every act and thing requisite and necessary or advisable to be done in order to effectuate the same as fully as to all intents and purposes as he might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and/or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title(s)	Date
<u>/s/ Rajat Rai</u> Rajat Rai	Chief Executive Officer (Principal Executive Officer)	February 10, 2012
<u>/s/ Timothy A. Dick</u> Timothy A. Dick	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 10, 2012
<u>/s/ John N. Kapoor, Ph.D.</u> John N. Kapoor, Ph.D.	Director, Chairman of the Board	January 23, 2012
<u>/s/ Kenneth S. Abramowitz</u> Kenneth S. Abramowitz	Director	January 23, 2012
<u>/s/ Ronald M. Johnson</u> Ronald M. Johnson	Director	January 28, 2012
<u>/s/ Steven J. Meyer</u> Steven J. Meyer	Director	January 20, 2012
<u>/s/ Brian Tambi</u> Brian Tambi	Director	January 28, 2012
<u>/s/ Alan Weinstein</u> Alan Weinstein	Director	January 25, 2012

INDEX TO EXHIBITS

- 4.1 Restated Articles of Incorporation of Akom, Inc. dated September 16, 2004, incorporated by reference to Exhibit 3.1 to Akom, Inc.'s Registration Statement on Form S-1 filed on September 21, 2004.
- 4.2 Amended and Restated By-laws of Akom, Inc., incorporated by reference to Exhibit 3.2 to Akom, Inc.'s Registration Statement on Form S-1 filed on June 14, 2005; as amended by Amendment to Bylaws of Akom, Inc., incorporated by reference to Exhibit 3.1 to Akom, Inc.'s report on Form 8-K filed on March 31, 2006; Amendment to Bylaws of Akom, Inc., incorporated by reference to Exhibit 3.1 to Akom, Inc.'s report on Form 8-K filed on December 14, 2006; Amendment to Bylaws of Akom, Inc., incorporated by reference to Exhibit 3.1 to Akom, Inc.'s report on Form 8-K filed on April 16, 2007; and Certificate of Amendment to the Bylaws of Akom, Inc., dated June 18, 2009, incorporated by reference to Exhibit 3.1 to Akom, Inc.'s report on Form 8-K filed on June 24, 2009.
- 4.3 Amended and Restated Akom, Inc. 2003 Stock Option Plan, as amended, incorporated by reference to Exhibit 10.2 to Akom, Inc.'s report on Form 8-K filed on January 3, 2012.
- 4.4 Form of Akom, Inc. Non-Qualified Stock Option Agreement, incorporated by reference to Exhibit 10.36 to Akom, Inc.'s report on Form 10-K for the fiscal year ended December 31, 2003, filed on March 30, 2004.
- 4.5 Form of Akom, Inc. Incentive Stock Option Agreement, incorporated by reference to Exhibit 10.37 to Akom, Inc.'s report on Form 10-K for the fiscal year ended December 31, 2003, filed on March 30, 2004.
- 5.1* Opinion of Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.
- 23.1* Consent of Ernst & Young LLP.
- 23.2* Consent of Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P. (included in Exhibit 5.1).
- 24.1* Power of Attorney (incorporated by reference to the signature page of this Registration Statement).

* Filed herewith.



February 10, 2012

Akorn, Inc.
1925 W. Field Court, Suite 300
Lake Forest, IL 60045

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as special Louisiana counsel to Akorn, Inc., a Louisiana corporation (the "Company"), in connection with the issuance of the opinion set forth below with respect to 8,000,000 shares (the "Shares") of common stock of the Company, no par value per share (the "Common Stock"), issuable pursuant to the terms of the Amended and Restated Akorn, Inc. 2003 Stock Option Plan, as amended, and as filed with the Securities and Exchange Commission (the "SEC") on December 29, 2011 (the "Plan"). We understand that the Shares are being registered pursuant to a registration statement on Form S-8 (the "Registration Statement") that is being filed by the Company with the SEC on the date hereof.

In connection with rendering this opinion, we have examined and relied upon (i) the Restated Articles of Incorporation of the Company, dated September 16, 2004 and filed with the Louisiana Secretary of State September 17, 2004; (ii) the Amended and Restated By-laws of the Company, as amended, and as currently on file with the SEC; (iii) the Plan; and (iv) the Certificate of Officer of the Company, dated the date hereof, addressed to us (the "Certificate").

In our examination, and for all purposes of this opinion, we have assumed without independent investigation (i) the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies thereof, the authenticity of the originals of such documents, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof; (ii) compliance with the terms of the Plan by the Company and by the Administrator (as defined in the Plan) and each Participant (as defined in the Plan); and (iii) the truth and correctness of the matters set forth in the Certificate. We have also assumed for purposes of this opinion that, if there is not an established market for the Common Stock (as defined in the Plan), the Fair Market Value (as defined in the Plan) of the Common Stock would be determined by the Company's board of directors or a committee thereof.

Akom, Inc.
February 10, 2012
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Based upon the foregoing and subject to the following qualifications and comments, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable.

The foregoing opinion is limited to the Louisiana Business Corporation Law and the federal laws of the United States of America, as currently in effect. We assume no obligation to revise or supplement this opinion should such currently applicable laws be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the general rules and regulations of the SEC.

Very truly yours,

/s/ JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE,
L.L.P.

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE,
L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference into the Registration Statement (Form S-8) pertaining to the Amended and Restated Akorn, Inc. 2003 Stock Option Plan of Akorn, Inc. of our reports dated March 11, 2011, with respect to the consolidated financial statements of Akorn, Inc. and the effectiveness of internal control over financial reporting of Akorn, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois
February 9, 2012