

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE YEAR ENDED DECEMBER 31, 1999

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 0-13976

AKORN, INC.

(Name of registrant as specified in its charter)

LOUISIANA
(State or other jurisdiction of
incorporation or organization)

72-0717400
(IRS Employer Identification No.)

2500 Millbrook Drive, Buffalo Grove, Illinois 60089
(Address of principal executive offices and zip code)

Registrant's telephone number: (847) 279-6100

SECURITIES REGISTERED UNDER SECTION 12(b) OF THE EXCHANGE ACT:
None

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE EXCHANGE ACT:
Common Stock, No Par Value
(Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained in this form, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the voting stock held by nonaffiliates (affiliates being, for these purposes only, directors, executive officers and holders of more than 5% of the Issuer's common stock) of the Issuer as of March 15, 2000 was approximately \$124,200,000.

The number of shares of the Issuer's common stock, no par value per share, outstanding as of March 15, 2000 was 18,968,802.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Annual Report on Form 10-K incorporates by reference portions of the Registrant's definitive proxy statement for its 2000 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on March 28, 2000.

Akorn, Inc. hereby amends Item 12, Part III of its Annual Report on Form 10-K for the fiscal year ended December 31, 1999 (which was incorporated by reference to the definitive proxy statement for its 2000 Annual Meeting of Shareholders filed on March 28, 2000) as follows:

The information regarding Doyle S. Gaw and Directors and officers as a group (5

persons) in the table labeled "Beneficial Owners" shall be as set forth below:

Beneficial Owner -----	Shares Beneficially Owned -----	Percent of Class -----
Doyle S. Gaw	105,360 (2)	0.52%
Directors and officers as a group (5 persons)	5,707,824 (6)	28.39%

3

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AKORN, INC.

By: /s/ Floyd Benjamin

Floyd Benjamin
Chief Executive Officer

Date: April 6, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant, and in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Floyd Benjamin ----- Floyd Benjamin	Chief Executive Officer and Director (Principal Executive Officer)	April 6, 2000
/s/ Rita J. McConville ----- Rita J. McConville	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 6, 2000
/s/ John N. Kapoor, Ph.D. ----- John N. Kapoor, Ph.D.	Director	April 6, 2000
/s/ Daniel E. Bruhl, M.D. ----- Daniel E. Bruhl, M.D.	Director	April 6, 2000
/s/ Doyle S. Gaw ----- Doyle S. Gaw	Director	April 6, 2000