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

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FORM 10-Q

(x) Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 1999

( ) Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

- --

Commission File Number: 0-13976

- --

AKORN, INC.
(Exact Name of Registrant as Specified in its Charter

LOUISIANA	72-0717400
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
2500 MILLBROOK DRIVE BUFFALO GROVE, ILLINOIS	60089
(Address of Principal Executive Offices)	(Zip Code)

(847) 279-6100
(Issuer's telephone number)

- --

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 x No

At April 30, 1999 there were 18,166,093 shares of common stock, no par value, outstanding.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

AND RESULTS OF OPERATIONS 7

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

ITEM 6. Exhibits and Reports on Form 8-K

The information contained in this filing, other than historical information, consists of forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those described in such statements. Such statements regarding the timing of acquiring, developing and financing new products, of bringing them on line and of deriving revenues and profits from them, as well as the effect of those revenues and profits on the company's margins and financial position, is uncertain because many of the factors affecting the timing of those items are beyond the company's control.

AKORN, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
IN THOUSANDS
(UNAUDITED)

	March 31, 1999	December 31, 1998*
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 655	$ 736
Trade accounts receivable, net	14,952	11,165
Inventory	11,200	11,004
Prepaid expenses and other assets	2,010	2,043
TOTAL CURRENT ASSETS	28,817	24,948
OTHER ASSETS	20,207	20,608
PROPERTY, PLANT and EQUIPMENT, NET	17,046	15,860
TOTAL ASSETS	$66,070	$61,416
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current installments of long-term debt and capital lease obligations	$ 6,788	$ 7,445
Trade accounts payable	4,948	3,476

Accrued compensation	579	858
Accrued expenses and other liabilities	2,303	2,129
TOTAL CURRENT LIABILITIES	14,618	13,908
LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS	22,920	20,490
OTHER LONG-TERM LIABILITIES	738	738
SHAREHOLDERS' EQUITY		
Common stock	18,009	17,952
Retained earnings	9,785	8,328
TOTAL SHAREHOLDERS' EQUITY	27,794	26,280
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$66,070	$61,416

*Condensed from audited consolidated financial statements.

See notes to condensed consolidated financial statements.

AKORN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
IN THOUSANDS, EXCEPT PER SHARE DATA
(UNAUDITED)

	Three months ended March 31, 1999	1998
Net sales	$ 14,719	$ 12,051
Cost of sales	7,283	5,809
GROSS PROFIT	7,436	6,242
Selling, general and administrative expenses	4,002	3,241
Amortization of intangibles	702	504
Research and development	462	728
	5,166	4,473
OPERATING INCOME	2,270	1,769
Interest expense	(533)	(190)
Interest and other income, net	293	1
	(240)	(189)
INCOME BEFORE INCOME TAXES	2,030	1,580
Income taxes	572	532
NET INCOME	$ 1,458	$ 1,048
PER SHARE:		
NET INCOME - BASIC	$ 0.08	$ 0.06
NET INCOME - DILUTED	$ 0.08	$ 0.06

	========	========
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC	18,143	17,686
	========	========
- DILUTED	18,737	18,582
	========	========

See notes to condensed consolidated financial statements.

AKORN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
IN THOUSANDS
(UNAUDITED)

	Three months ended March 31, 1999	1998
OPERATING ACTIVITIES		
Net income	$ 1,458	$ 1,048
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,140	895
Changes in operating assets and liabilities	(3,290)	(2,840)
NET CASH USED BY OPERATING ACTIVITIES	(692)	(897)
INVESTING ACTIVITIES		
Purchases of property, plant and equipment	(905)	(577)
Net maturities of investments	0	96
Product licensing/acquisition costs	(462)	(6,908)
NET CASH USED IN INVESTING ACTIVITIES	(1,367)	(7,389)
FINANCING ACTIVITIES		
Repayment of long-term debt	(5,140)	--
Proceeds from issuance of long-term debt	7,100	8,391
Proceeds from sale of stock	57	334
Reductions in capital lease obligations	(39)	(36)
Repayment of short-term borrowings, net	--	(750)
NET CASH PROVIDED BY FINANCING ACTIVITIES	1,978	7,939
DECREASE IN CASH AND CASH EQUIVALENTS	(81)	(347)
Cash and cash equivalents at beginning of period	736	2,413
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 655	$ 2,066

See notes to condensed consolidated financial statements.

AKORN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements include the accounts of Akorn, Inc. and its wholly owned subsidiaries (the Company). Intercompany transactions and balances have been eliminated in consolidation. These financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and accordingly do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month period ended March 31, 1999 are not necessarily indicative of the results that may be expected for a full year. For further information, refer to the consolidated financial statements and footnotes for the year ended December 31, 1998, included in the Company's Annual Report on Form 10-K.

NOTE B - NONCASH TRANSACTIONS

During the first quarter of 1999, the Company settled an outstanding $685,000 account receivable with one of its customers. In conjunction with this settlement, the Company reversed a specific allowance for doubtful account of $300,000, received production equipment with a fair market value of $640,000 and $223,000 in cash. The Company recognized a gain on this transaction of $178,000.

AKORN, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 1999 COMPARED TO 1998

The following table sets forth, for the periods indicated, net sales by segment, excluding intersegment sales:

	Three Months Ended March 31, 1999	1998
	(in thousands)	
Ophthalmic segment	$ 7,709	$ 6,480
Injectable segment	7,010	5,571
Total net sales	$14,719	$12,051

Consolidated net sales increased 22.1% in the quarter ended March 31, 1999 compared to the same period in 1998. Ophthalmic segment sales increased 19.0%, reflecting product acquisitions as well as growth in the base business. Injectable division sales increased 25.8% compared to the same period in 1998 due to product acquisitions, growth in national account sales and increased contract development activity.

Consolidated gross profit increased 19.1% during the quarter, with gross margins decreasing from 52% to 51%. Margins for the ophthalmic division increased from 47% to 55%, reflecting product acquisitions as well as a higher-margin sales mix, partially offset by underabsorption of plant overhead expenses. Margins for the injectable division decreased from 57% to 45%, primarily due to underabsorption of plant overhead expenses due to low manufacturing volume. The Company incurred unfavorable manufacturing variances of $361,000 at its Somerset, NJ facility and $655,000 at its Decatur, IL facility. Management expects the Decatur facility to operate at full absorption levels for the remainder of the year, but the Somerset facility should continue to produce unfavorable variances until additional product approvals are obtained at the facility.

Selling, general and administrative (SG&A) expenses increased 23.5% during the quarter ended March 31, 1999 as compared to the same period in 1998, reflecting increased compensation related expenses and product promotion, partially offset by a $300,000 reversal of previously recorded bad debt expense. The percentage of SG&A expenses to sales increased from 26.9% to 27.2%, reflecting the increases noted above. Amortization of intangibles increased from $504,000 to $702,000, or 39.3% over the prior year quarter, reflecting 1998 product acquisitions. Management expects amortization expense to decrease in the second half of 1999 due to the expiration of a purchased patent.

Research and development (R&D) expense decreased 36.5% in the quarter, to $462,000 from $728,000 for the same period in 1998. The decrease reflects timing of expenses for clinical trials rather than a change in the number of products under development. Management expects total R&D expenses in 1999 to approximate prior year levels.

Interest expense of $533,000 was up 180.5% on higher outstanding debt balances related to prior year product acquisitions. Other income of $293,000 relates primarily to a gain on the settlement of an outstanding contract manufacturing customer debt which had previously been partially reserved. The customer settled the debt with a combination of manufacturing equipment and cash, the fair market value of which exceeded the book value of the debt by approximately $178,000.

The Company's effective tax rate for the quarter was 28.2% compared to 33.6% for the prior-year period. The unusually low effective rate reflects the effect of amended returns filed in 1999 for prior years. Management expects the effective rate for the remaining quarters of 1999 to approximate 40%. The

Company reported net income of $1,458,000 or $0.08 per diluted share for the three months ended March 31, 1999, compared to $1,048,000 or $0.06 per diluted share for the comparable prior year quarter.

FINANCIAL CONDITION AND LIQUIDITY

Working capital at March 31, 1999 was $14.3 million compared to $11.0 million at December 31, 1998. At March 31, 1999 the Company had $.4 million of financing available under its line of credit. Management believes that existing cash and cash flows from operations are sufficient to handle the Company's working capital requirements for the immediate future, but that additional financing will be necessary for acquisitions. There is no guarantee that such financing will be available or available at an acceptable cost.

For the quarter ended March 31, 1999, the Company used $692,000 in cash from operations to finance its working capital requirements, primarily an increase in accounts receivable. Investing activities, which include the purchase of product related intangibles as well as equipment, required $1,367,000 in cash. Investment activities were primarily funded through a net increase in long-term debt of $1,978,000.

YEAR 2000 ISSUES

The Company faces exposure to Year 2000 issues in its information technology systems, embedded systems in its manufacturing equipment and facilities, and in the systems utilized by its customers and suppliers. A discussion of each of these exposures follows. The Company does not expect Year 2000 issues to have a material adverse effect on its financial condition or results of operations.

The Company utilizes information technology systems to store and process its business transactions. Lack of Year 2000 compliance in any of these systems could result in disruption of routine accounts payable, accounts receivable and inventory transactions which could in turn effect operating cash flows. The Company utilizes commercially available financial software, and has no internally developed programming which would require modification. To become Year 2000 compliant, the Company's information technology systems required upgrading the server software at its Decatur location and the installation of Year 2000 compliant financial software in its Buffalo Grove location. The Company is dependent upon the representations of its hardware and software vendors to ensure Year 2000 compliance, and has received such representations. The Company currently has a substantial number of inventory items with product expiration dates in the year 2000 and beyond and has experienced no problems with system misclassification of such products as expired. The cost of the required software upgrade and conversion is estimated at $600,000, of which approximately $550,000 had been incurred through March 31, 1999.

The Company utilizes various automated production equipment and facilities components such as telecommunications systems, alarms and sprinkling systems in the course of normal operations. Lack of Year 2000 compliance in any of these embedded systems could result in business interruptions relating to production delays and disruption of customer service and telesales functions, which could in turn effect operating profits and cash from operations. The Company is dependent upon the representations of its vendors to ensure Year 2000 compliance, and is in the process of receiving such representations. The most reasonably likely worst-case scenario would involve manual system overrides and added personnel to perform otherwise automated functions.

The Company's customers utilize various systems to process transactions in the normal course of business. Smaller customers tend to utilize manual accounting systems and therefore present less risk. Wholesalers and other larger customers tend to rely on automated processing systems for inventory control and accounts payable. Lack of Year 2000 compliance in these customer systems could result in erroneous product returns for short-dated product and disruption of payments of outstanding invoices, which would in turn effect operating cash flows. The Company is dependent upon representations of its customers to ensure Year 2000 compliance, and is in the process of receiving such representations. The Company has already sold a substantial amount of product with expiration dates in the year 2000 and beyond and has experienced no problems with erroneous returns of such product for short-dating. The most reasonably likely worst-case scenario would involve added personnel to perform otherwise automated functions.

The Company's vendors and suppliers utilize various systems to process transactions in the normal course of business. Lack of Year 2000 compliance in these vendor systems could result in shortages of required components and raw materials due to misclassification of ship dates or expiration dates as well as disruption of supply or service due to misclassification of invoices as past due, which would in turn effect operating profits and cash from operations. The Company is dependent upon the representations of its vendors and suppliers to ensure Year 2000 compliance, and is in the process of receiving such representations. The Company has already purchased a substantial amount of raw material with expiration dates in the year 2000 and beyond and has experienced no apparent shortages of materials due to erroneous expiration dates. The most reasonably likely worst-case scenario would involve added personnel to perform otherwise automated functions.

The Company's utilities and freight suppliers use various automated systems to route power and telecommunications signals and to schedule shipments and deliveries. Lack of Year 2000 compliance in these suppliers' systems could result in business interruptions due to production delays and disruption of customer service, telesales and distribution functions, which could in turn effect operating profits and cash from operations. The Company is dependent upon the representations of its suppliers to ensure Year 2000 compliance, and is in the process of receiving such representations. The most reasonably likely worst-case scenario would involve manual system overrides and added personnel to locate viable carriers.

The Company has completed installation of its Year 2000 compliant financial system in the Buffalo Grove location, and began parallel processing in the fourth quarter of 1998. Conversion to the live compliant system was begun in January 1999, and is expected to be completed by June 1999. Upgrade of the server in the Decatur location is expected to be completed by June 30, 1999. Surveys of customer and supplier compliance are expected to be completed by June 1999.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Certain legal proceedings in which the registrant, Akorn, Inc. (the "Company"), is involved are described in Item 3 to the Company's Form 10-K for the year ended December 31, 1998 and in Note Q to the consolidated financial statements included in that report.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the quarter ended March 31, 1999.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

(11.1) Computation of Earnings (Loss) per Share
(27) Financial Data Schedule

(b) Reports on Form 8-K

None.

SIGNATURES

Pursuant to the requirements 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.

/s/ Rita J. McConville

Rita J. McConville
Vice President, Chief Financial Officer and Secretary
(Duly Authorized and Principal Financial Officer)

Date: April 30, 1999

AKORN, INC.
EXHIBIT 11.1

COMPUTATION OF NET INCOME PER SHARE
(In Thousands, Except Per Share Data)

	Three Months Ended March 31, 1999	1998
Income:		
Income applicable to common stock	$ 1,458	$ 1,048
Weighted average number of shares outstanding	18,143	17,686
Net income per share - basic	$ 0.08	$ 0.06
Additional shares assuming conversion of options and warrants	594	896
Pro forma shares	18,737	18,582
Net income per share - diluted	$ 0.08	$ 0.06

<ARTICLE> 5
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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION FROM CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER ENDED MARCH 31, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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