

---

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

---

**FORM S-8**

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

---

**ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

36-4392754  
(I.R.S. Employer  
Identification No.)

222 Merchandise Mart Plaza, Suite 2024  
Chicago, Illinois 60654  
(Address of principal executive offices, including zip code)

---

**ALLSCRIPTS HEALTHCARE SOLUTIONS, INC. SECOND AMENDED AND RESTATED 2011 STOCK INCENTIVE PLAN**  
(Full title of the plan)

**Brian P. Farley**  
**Senior Vice President, General Counsel and Corporate Secretary**  
222 Merchandise Mart Plaza, Suite 2024  
Chicago, Illinois 60654  
(312) 506-1200  
(Name, address and 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

---

---

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee</b>
Common Stock, \$0.01 par value	7,500,000	\$11.83	\$88,725,000	\$10,283.23

- (1) Allscripts Healthcare Solutions, Inc., a Delaware corporation (the "Registrant"), is filing this Registration Statement to register an additional 7,500,000 shares of common stock, par value \$0.01 (the "Common Stock"), of the Registrant for issuance under the Allscripts Healthcare Solutions, Inc. Second Amended and Restated 2011 Stock Incentive Plan (the "Amended Plan"). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of shares as may become issuable pursuant to the provisions of the Amended Plan relating to adjustments for changes resulting from a stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purposes of calculating the registration fee. The price of \$11.83 per share represents the average high and low sales prices of the Common Stock as reported on the Nasdaq Global Select Market on May 18, 2017.

---

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

---

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Securities and Exchange Commission (the "Commission"):

- (1) The Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Commission on February 27, 2017;
- (2) The Registrant's quarterly report on Form 10-Q for the quarterly period ended March 31, 2017, filed with the Commission on May 5, 2017;
- (3) The Registrant's current reports on Form 8-K, filed with the Commission on January 11, 2017 and May 12, 2017;
- (4) The description of the Common Stock contained in the Registrant's registration statement on Form S-3, filed with the Commission on May 29, 2013.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

#### Item 6. Indemnification of Directors and Officers.

The Delaware General Corporation Law ("DGCL") provides that a corporation may indemnify any person who is made a party to any third-party action, suit or proceeding on account of being a director, officer, employee or agent of the corporation (or was serving at the request of the corporation in such capacity for another corporation, partnership, joint venture, trust or other enterprise) against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding through, among other things, a majority vote of a quorum consisting of directors who were not parties to the suit or proceeding or by a committee of such directors designated by majority vote of such directors, even though less than a quorum, if the person:

- acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and
- in a criminal proceeding, had reasonable cause to believe his or her conduct was lawful.

The DGCL also permits indemnification by a corporation under similar circumstances for expenses (including attorneys' fees) actually and reasonably incurred by such persons in connection with the defense or settlement of a derivative action or suit, except that no indemnification may be made in respect of any claim, issue or matter as to which the person is adjudged to be liable to the corporation unless the Delaware Court of Chancery or the court in which the action or suit was brought determines upon application that the person is fairly and reasonably entitled to indemnity for the expenses which the court deems to be proper.

To the extent a director, officer, employee or agent is successful in the defense of such an action, suit or proceeding, the corporation is required by the DGCL to indemnify such person for reasonable expenses incurred thereby. Expenses (including attorneys' fees) incurred by such persons in defending any action, suit or proceeding may be paid in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of that person to repay the amount if it is ultimately determined that that person is not entitled to be so indemnified.

---

The Registrant's Fifth Amended and Restated Certificate of Incorporation (the "Fifth Amended Charter") provides that the Registrant indemnify its directors and officers to the fullest extent authorized by the DGCL, provided, however, that the Registrant is not be required to indemnify such persons in connection with an action, suit or proceeding initiated by such persons unless the initiation of such action, suit or proceeding was specifically authorized by the Registrant's board of directors. The Fifth Amended Charter also requires the advancement of expenses incurred in defending any action, suit or proceeding in advance of its final disposition so long as the director or officer delivers to the Registrant an undertaking to repay the advances if it is ultimately determined that the individual is not entitled to indemnification.

The Fifth Amended Charter provides that the Registrant may indemnify its other employees and agents as set forth in the DGCL.

The Fifth Amended Charter provides that a director of the Registrant will not be personally liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit.

The foregoing summaries are necessarily subject to the complete text of the statutes referred to above and the Fifth Amended Charter, and are qualified in their entirety by reference thereto.

In addition, the Registrant has purchased directors and officers liability insurance.

#### **Item 7. Exemption from Registration Claimed.**

Not applicable.

#### **Item 8. Exhibits.**

The Exhibits accompanying this Registration Statement are listed on the accompanying Exhibit Index.

#### **Item 9. Undertakings.**

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

---

## 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 Chicago, State of Illinois on May 22, 2017.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

By /s/ Paul M. Black

**Paul M. Black**  
**Chief Executive Officer**

KNOW ALL PERSONS BY THESE PRESENT, that each of the undersigned hereby constitutes and appoints, jointly and severally, Paul M. Black and Brian P. Farley, or either of them (with full power to each of them to act alone), as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and on his or her behalf to sign, execute and file all amendments (including, without limitation, post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and any documents required to be filed with respect therewith, with the Commission or any regulatory authority, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises in order to effectuate the same as fully to all intents and purposes as he or she might or could do if personally present, hereby ratifying and confirming all that such attorneys-in-fact and agents, or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul M. Black</u> <b>Paul M. Black</b>	Chief Executive Officer and Director (Principal Executive Officer)	May 22, 2017
<u>/s/ Dennis M. Olis</u> <b>Dennis M. Olis</b>	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	May 22, 2017
<u>/s/ Mara G. Aspinall</u> <b>Mara G. Aspinall</b>	Director	May 22, 2017
<u>/s/ P. Gregory Garrison</u> <b>P. Gregory Garrison</b>	Director	May 22, 2017
<u>/s/ Jonathan J. Judge</u> <b>Jonathan J. Judge</b>	Director	May 22, 2017
<u>/s/ Michael A. Klayko</u> <b>Michael A. Klayko</b>	Chairman of the Board	May 22, 2017
<u>/s/ Yancey L. Spruill</u> <b>Yancey L. Spruill</b>	Director	May 22, 2017
<u>/s/ Dave B. Stevens</u> <b>Dave B. Stevens</b>	Director	May 22, 2017
<u>/s/ David D. Stevens</u> <b>David D. Stevens</b>	Director	May 22, 2017
<u>/s/ Ralph H. "Randy" Thurman</u> <b>Ralph H. "Randy" Thurman</b>	Director	May 22, 2017

---

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Fifth Amended and Restated Certificate of Incorporation of Allscripts Healthcare Solutions, Inc., incorporated by reference from Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 29, 2016.
4.2	By-Laws of Allscripts Healthcare Solutions, Inc., incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on August 20, 2015.
4.3	Allscripts Healthcare Solutions, Inc. Second Amended and Restated 2011 Stock Incentive Plan, incorporated by reference from Appendix A to the Registrant's Definitive Proxy Statement filed with the Commission on April 12, 2017.
5.1*	Opinion of Sidley Austin LLP, as to the legality of the securities being registered.
23.1*	Consent of Sidley Austin LLP (included in the opinion filed as Exhibit 5.1).
23.2*	Consent of Grant Thornton LLP
24.1*	Powers of Attorney (included in the signature page of the Registration Statement)

---

\* Filed herewith.



SIDLEY AUSTIN LLP  
 ONE SOUTH DEARBORN STREET  
 CHICAGO, IL 60603  
 +1 312 853 7000  
 +1 312 853 7036 FAX

BEIJING  
 BOSTON  
 BRUSSELS  
 CENTURY CITY  
 CHICAGO  
 DALLAS  
 GENEVA

HONG KONG  
 HOUSTON  
 LONDON  
 LOS ANGELES  
 MUNICH  
 NEW YORK  
 PALO ALTO

SAN FRANCISCO  
 SHANGHAI  
 SINGAPORE  
 SYDNEY  
 TOKYO  
 WASHINGTON, D.C.

FOUNDED 1866

**May 22, 2017**

Allscripts Healthcare Solutions, Inc.  
 222 Merchandise Mart Plaza, Suite 2024  
 Chicago, Illinois 60654

Re: Registration Statement on Form S-8 of Allscripts Healthcare Solutions, Inc.  
 Registering 7,500,000 Shares of Common Stock, \$0.01 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the “Registration Statement”) being filed by Allscripts Healthcare Solutions, Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration of 7,500,000 shares of Common Stock, \$0.01 par value per share (the “Registered Shares”), of the Company which may be issued under the Allscripts Healthcare Solutions, Inc. Second Amended and Restated 2011 Stock Incentive Plan (the “Plan”).

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company’s Fifth Amended and Restated Certificate of Incorporation, the Company’s Amended and Restated Bylaws, the Plan, the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plan, and the proposal adopted by the stockholders of the Company relating to the Plan at the Company’s 2017 Annual Meeting of Stockholders. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of,

certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) certificates representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof or, if any Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor in an amount not less than the par value thereof, all in accordance with the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an Exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ SIDLEY AUSTIN, LLP

---





**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 24, 2017, with respect to the consolidated financial statements and internal control over financial reporting of Allscripts Healthcare Solutions, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2016, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in the Registration Statement.

/s/ GRANT THORNTON LLP

Raleigh, North Carolina  
May 22, 2017