

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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)

Allscripts Healthcare Solutions, Inc. 2011 Stock Incentive Plan
(Full Title of the Plan)

Lee Shapiro
President and Secretary
222 Merchandise Mart Plaza, Suite 2024
Chicago, Illinois 60654
(Name and address of agent for service)

(312) 506-1200
(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. (Check one):

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

CALCULATION OF REGISTRATION FEE¹

Title of Securities To Be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common Stock, par value \$0.01 per share	14,000,000 shares	\$18.47	\$258,580,000	\$30,021.14

⁽¹⁾ This Registration Statement also covers such additional and indeterminate number of shares as may become issuable because of the provisions of the Allscripts Healthcare Solutions, Inc. 2011 Stock Incentive Plan relating to adjustments for changes resulting from a stock dividend, stock split or similar change.

⁽²⁾ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Common Stock on the Nasdaq Global Select Market on June 20, 2011.

Part II
Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference herein:

- (a) Annual Report on Form 10-K for the fiscal year ended May 31, 2010 (as amended by Form 10-K/A filed with the Securities and Exchange Commission (the "Commission") on August 11, 2010);
- (b) Transitional Report on Form 10-K for the seven months ended December 31, 2010;
- (c) Quarterly Reports on Form 10-Q for the quarters ended September 30, 2010 (as amended by Form 10-Q/A filed with the Commission on November 15, 2010) and March 31, 2011;
- (d) Current Reports on Form 8-K (excluding any information furnished under Items 2.02 or 7.01 thereof) of the Registrant filed with the Commission on August 2, 2010, August 10, 2010, August 13, 2010, August 16, 2010, August 17, 2010, August 23, 2010, August 24, 2010, September 22, 2010, November 4, 2010, November 15, 2010, November 19, 2010, February 15, 2011, April 6, 2011 and May 26, 2011; and
- (e) The description of Registrant's common stock contained in the Registrant's prospectus supplement filed with the Commission pursuant to Rule 424(b)(5) on November 15, 2010.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 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 which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold are deemed to be incorporated by reference into this Registration Statement 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 Fourth Amended and Restated Certificate of Incorporation (the “Fourth 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 Fourth 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 Fourth Amended Charter provides that the Registrant may indemnify its other employees and agents as set forth in the DGCL.

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

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Fourth Amended and Restated Certificate of Incorporation 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 23, 2010.
4.2	Amended and Restated By-Laws of Allscripts Healthcare Solutions, Inc., incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on August 23, 2010.
4.3	Allscripts Healthcare Solutions, Inc. 2011 Stock Incentive Plan, incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 26, 2011.
*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 PricewaterhouseCoopers LLP.
*24	Powers of Attorney (included in the Signature Page to this Registration Statement).

* Filed herewith

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 of 1933, as amended (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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the

Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 of 1933, as amended, 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 this 21st day of June, 2011.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

By: /s/ Glen E. Tullman

Name: Glen E. Tullman

Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENT, that each of the undersigned hereby constitutes and appoints, jointly and severally, Lee A. Shapiro and William J. Davis, or either of them (with full power to each of them to act alone), as his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and on his 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 Securities and Exchange 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 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 or their substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this on this 21st day of June, 2011.

Signatures

Title

/s/ Glen E. Tullman

Glen E. Tullman

Director and Chief Executive Officer
(Principal Executive Officer)

/s/ William J. Davis

William J. Davis

Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ Philip M. Pead

Philip M. Pead

Chairman of the Board and Director

/s/ Dennis H. Chookaszian

Dennis H. Chookaszian

Director

/s/ Eugene V. Fife

Eugene V. Fife

Director

/s/ M.L. Gamache

M.L. Gamache

Director

/s/ Philip D. Green

Philip D. Green

Director

/s/ Edward A. Kangas

Edward A. Kangas

Director

/s/ Michael J. Kluger

Michael J. Kluger

Director

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FOUNDED 1866

June 21, 2011

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

Re: Allscripts Healthcare Solutions, Inc. Registration Statement on Form S-8

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 (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 14,000,000 shares of common stock, par value \$0.01 per share, of the Company (the "Shares"), to be issued under the Company's 2011 Stock Incentive Plan (the "Plan").

As counsel to the Company, we have examined and relied upon copies of: (i) the Company's Fourth Amended and Restated Certificate of Incorporation; (ii) the Company's Amended and Restated By-laws; (iii) the Registration Statement; (iv) the Plan; and (v) the corporate proceedings relating to the Plan and the Registration Statement. We have also examined and relied upon records, documents, certificates and statements of government officials, certificates of officers of the Company and other instruments, and have examined such questions of law, and satisfied ourselves as to such matters of fact, as we have considered relevant and necessary as a basis for the opinions set forth herein. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all natural persons and the conformity with the original documents of any copies thereof submitted to us for examination. We have also assumed, to the extent relevant to the opinions set forth herein, that the Company was duly organized and at all relevant times was and will be validly existing and in good standing under the laws of the State of Delaware.

Based on the foregoing, and subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares will be legally issued, fully paid and non-assessable when: (i) the Registration Statement shall have become effective under the Securities Act; (ii) the Company's Board of Directors or a duly authorized committee thereof shall have duly adopted final resolutions authorizing the issuance and sale of the Shares as contemplated by the Registration Statement and the Plan; and (iii) certificates in due and proper

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Allscripts Healthcare Solutions, Inc.
June 21, 2011
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form representing the Shares shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against receipt by the Company of the consideration (not less than the par value thereof) determined in accordance with the terms of the Plan or, if any such Shares are to be issued in uncertificated form, the Company's books shall reflect the issuance of such Shares to the person entitled thereto upon payment of the consideration (not less than the par value thereof) determined in accordance with the terms of the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). We express no opinion as to matters relating to, or the application of, the securities or blue sky laws of any jurisdiction or any rules or regulations thereunder.

We assume no obligation to update or supplement this opinion letter to reflect any facts or circumstances which may hereafter come to our attention with respect to the opinions expressed above, including any change in applicable law which may hereafter occur.

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 within the category of persons from whom consent is required by Section 7 of the Securities Act or the related rules promulgated by the Commission.

Very truly yours,

/s/ Sidley Austin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2011 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Allscripts Healthcare Solutions Inc.'s Transitional Report on Form 10-K for the seven months ended December 31, 2010.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois
June 21, 2011