

As filed with the Securities and Exchange Commission on April 19, 2001

Registration No. 333-_____

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.)

2401 Commerce Drive
Libertyville, Illinois 60048
Telephone: (847) 680-3515
(Address, including zip code, telephone number, including area code, of
registrant's principal executive offices)

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.
AMENDED AND RESTATED 1993 STOCK INCENTIVE PLAN

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.
2001 NONSTATUTORY STOCK OPTION PLAN

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC./CHANNELHEALTH INCORPORATED
1999 STOCK OPTION PLAN
(Full title of the plan)

Glen E. Tullman
Chairman and Chief Executive Officer
2401 Commerce Drive
Libertyville, Illinois 60048
Telephone: (847) 680-3515
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copy to:

Joseph H. Greenberg, Esq.
Gardner, Carton & Douglas
321 North Clark Street, Suite 3400
Chicago, Illinois 60610

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

Common Stock (par value \$0.01 per share)				
1993 Stock Incentive Plan				
- Reserved and not subject to outstanding options	1,098,906	\$4.965 (2)	\$ 5,456,069	\$ 1,365
- Issuable pursuant to outstanding options	4,295,905	\$15.08 (3)	\$64,782,248	\$16,196
2001 Nonstatutory Stock Option Plan				
- Reserved and not subject to outstanding options	41,450	\$4.965 (2)	\$ 205,800	\$ 52
- Issuable pursuant to outstanding options	1,958,550	\$5.625 (3)	\$11,016,844	\$ 2,755

Section 102 of the Delaware General Corporation Law ("DGCL") permits a Delaware corporation to include in its certificate of incorporation a provision eliminating or limiting a director's liability to a corporation or its stockholders for monetary damages for breaches of fiduciary duty. The enabling statute provides, however, that liability for breaches of the duty of loyalty, acts or omissions not in good faith or involving intentional misconduct, or knowing violation of the law, and the unlawful purchase or redemption of stock or payment of unlawful dividends or the receipt of improper personal benefits cannot be eliminated or limited in this manner. The Registrant's Certificate of Incorporation includes a provision that eliminates, to the fullest extent permitted, director liability for monetary damages for breaches of fiduciary duty.

The Registrant has purchased directors and officers liability insurance, which provides coverage against liabilities. In addition, some of the Registrant's directors are indemnified against liabilities that they may incur in their capacities as directors by third parties with which they are affiliated.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Index to Exhibits.

See Index to Exhibits.

Item 9. Undertakings.

(a) The undersigned 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;

(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;

(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 periodic 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 this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, 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 of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 of this Registration Statement, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 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 section, 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 Act and will be governed by the final adjudication of such issue.

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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 Libertyville, State of Illinois, on this 18th day of April 2001.

ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.

By: /s/ Glen E. Tullman

Glen E. Tullman
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each of the undersigned hereby constitutes and appoints, jointly and severally, Glen E. Tullman and David B. Mullen, 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 this Registration Statement and 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 18th day of April 2001.

Signatures

Title

/s/ Glen E. Tullman Chairman and Chief Executive Officer

(Glen E. Tullman (Principal Executive Officer)

/s/ David B. Mullen President, Chief Financial Officer and Director

David B. Mullen (Principal Financial Officer)

/s/ John G. Cull Senior Vice President, Finance, Treasurer

John G. Cull and Secretary (Principal Accounting Officer)

/s/ Philip D. Green Director

Philip D. Green

/s/ M. Fazle Husain Director

M. Fazle Husain

/s/ Michael J. Kluger Director

Michael J. Kluger

/s/ L. Ben Lytle Director

L. Ben Lytle

/s/ Edward M. Philip Director

Edward M. Philip

/s/ Richard E. Tarrant Director

Richard E. Tarrant

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Index to Exhibits

Exhibit Number	Description of Document
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5.1	Opinion of Gardner, Carton & Douglas regarding legality of securities
23.1	Consent of KPMG LLP
23.2	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Gardner, Carton & Douglas (included in Exhibit 5.1)
24.1	Powers of Attorney (included on signature page)

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GARDNER, CARTON & DOUGLAS
Suite 3400 - Quaker Tower
321 North Clark Street
Chicago, Illinois 60610-4795
(312) 644-3000

April 18, 2001

Allscripts Healthcare Solutions, Inc.
2401 Commerce Drive
Libertyville, IL 60048

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Allscripts Healthcare Solutions, Inc., a Delaware corporation (the "Corporation"), in connection with the filing of a Registration Statement on Form S-8 by the Corporation under the Securities Act of 1933, as amended (the "Registration Statement"), which Registration Statement registers: (i) 1,098,906 shares of Common Stock of the Corporation, par value \$.01 per share (the "Common Stock"), reserved for issuance upon the exercise of options issuable to eligible employees of the Corporation pursuant to the Allscripts Healthcare Solutions, Inc. Amended and Restated 1993 Stock Incentive Plan (the "1993 Plan"); (ii) 4,295,905 shares of Common Stock reserved for issuance upon the exercise of currently outstanding options granted to employees of the Corporation pursuant to the 1993 Plan; (iii) 41,450 shares of Common Stock reserved for issuance upon the exercise of options issuable to eligible employees of the Corporation pursuant to the Allscripts Healthcare Solutions, Inc. 2001 Nonstatutory Stock Option Plan (the "2001 Plan"); (iv) 1,958,550 shares of Common Stock reserved for issuance upon the exercise of currently outstanding options granted to employees of the Corporation pursuant to the 2001 Plan; and (v) 492,850 shares of Common Stock reserved for issuance upon the exercise of currently outstanding options granted to employees of the Corporation pursuant to the Allscripts Healthcare Solutions, Inc./Channelhealth Incorporated 1999 Stock Option Plan (together with the 1993 Plan and the 2001 Plan, the "Plans"). In that capacity, we have reviewed the Certificate of Incorporation and Bylaws of the Corporation, both as amended to date, the Registration Statement, the Plans and originals or copies of corporate records reflecting the corporate action taken by the Corporation in connection with the approval and, if applicable, the amendment of the Plans and the issuance of the Common Stock under the Plans. We have also reviewed such other instruments as we have deemed necessary for the issuance of this opinion.

Based upon the foregoing, we are of the opinion that the Common Stock to be offered under the Plans has been duly authorized by all requisite action on the part of the Corporation and, when issued in accordance with the terms and conditions of the Plans, will be legally issued, fully paid and non-assessable.

We consent to the filing 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 by Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ GARDNER, CARTON & DOUGLAS

CONSENT OF KPMG LLP

The Board of Directors
Allscripts Healthcare Solutions, Inc.:

We consent to incorporation by reference in this registration statement on Form S-8 of Allscripts Healthcare Solutions, Inc. and subsidiaries of our report dated February 23, 2001, except for note 14 as to which the date is March 12, 2001, relating to the consolidated balance sheet of Allscripts Healthcare Solutions, Inc. and subsidiaries as of December 31, 2000, and the related consolidated statements of operations, stockholders' equity (deficit) and comprehensive income (loss), and cash flows for the year then ended, which report appears in the December 31, 2000 annual report on Form 10-K of Allscripts Healthcare Solutions, Inc.

/s/ KPMG LLP

Chicago, Illinois
April 18, 2001

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 17, 2000 relating to the consolidated financial statements and financial statement schedule of Allscripts Healthcare Solutions, Inc. (formerly Allscripts, Inc.), which appear in Allscripts Healthcare Solutions, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois
April 18, 2001