

AMICUS THERAPEUTICS INC
 Form 4
 June 07, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Topper James N

2. Issuer Name and Ticker or Trading Symbol
 AMICUS THERAPEUTICS INC
 [FOLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O FRAZIER HEALTHCARE, 550
 HAMILTON AVE., SUITE 100

06/05/2007

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 06/05/2007 | | C | 2,586,886 A | 2,586,886 | I | By Frazier Healthcare IV, L.P. (2) |
| Common Stock | 06/05/2007 | | C | 13,128 A | 13,128 | I | By Frazier Affiliates IV, L.P. (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | | C | | 988,446 | (1) | (1) | Common Stock |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | | C | | 5,016 | (1) | (1) | Common Stock |
| Series C Convertible Preferred Stock | (1) | 06/05/2007 | | C | | 1,011,088 | (1) | (1) | Common Stock |
| Series C Convertible Preferred Stock | (1) | 06/05/2007 | | C | | 5,132 | (1) | (1) | Common Stock |
| Series D Convertible Preferred Stock | (1) | 06/05/2007 | | C | | 572,310 | (1) | (1) | Common Stock |
| Series D Convertible Preferred Stock | (1) | 06/05/2007 | | C | | 2,904 | (1) | (1) | Common Stock |
| Series B Convertible Preferred Stock Warrant (right to buy) | \$ 6.375 | 06/05/2007 | | X | | 15,042 | (3) | (3) | Series B Convertible Preferred Stock |
| Series B Convertible Preferred | \$ 6.375 | 06/05/2007 | | X | | 76 | (3) | (3) | Series B Convertible Preferred |

| Stock | | | | | | | | Stock |
|---|-----|------------|---|--------|--|-----|-----|-----------------|
| Warrant (right to buy) | | | | | | | | |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | J | 15,042 | | (1) | (1) | Common Stock |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | J | 76 | | (1) | (1) | Common Stock |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | C | 15,042 | | (1) | (1) | Common Stock |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | C | 76 | | (1) | (1) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Topper James N C/O FRAZIER HEALTHCARE 550 HAMILTON AVE., SUITE 100 PALO ALTO, CA 94301 | X | X | | |

Signatures

/s/ James N.
Topper

06/07/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converted into common stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering on June 5, 2007.
- The securities are owned directly by the entity listed. The reporting person is a limited partner of FHM IV, LP, the general partner of Frazier Healthcare IV, LP and Frazier Affiliates IV, LP. Voting and investment power over such shares is exercised by FHM IV, LLC in its role as the general partner of FHM IV, LP. The reporting person disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

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- (3) The warrants to purchase Series B Convertible Preferred Stock were automatically exercised for cash immediately prior to the closing of the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.