AMICUS THERAPEUTICS INC
Form 4
June 07, 2007

# FORM 4

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

**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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARRIS PETER J

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/05/2007 | | C | | 3,650,488 | A | (1) | 3,650,488 | I | See Note 2 (2) |
| Common Stock | 06/05/2007 | | X(4) | | 15,077 | A | $ 6.375 | 3,665,565 | I | See Note 2 (2) |
| Common Stock | 06/05/2007 | | S(4) | | 6,408 | D | $ 15 | 3,659,157 | I | See Note 2 (2) |
| Common Stock | 06/05/2007 | | C | | 821,736 | A | (1) | 821,736 | I | See Note 3 (3) |

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

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**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 Underlying (Instr. 3 and |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | | C | | | 990,796 | (1) | (1) | Common Stock |
| Series C Convertible Preferred Stock | (1) | 06/05/2007 | | C | | | 1,016,220 | (1) | (1) | Common Stock |
| Series D Convertible Preferred Stock | (1) | 06/05/2007 | | C | | | 1,643,472 | (1) | (1) | Common Stock |
| Series D Convertible Preferred Stock | (1) | 06/05/2007 | | C | | | 821,736 | (1) | (1) | Common Stock |
| Series B Convertible Preferred Stock Warrant (Right to Buy) | $ 6.375 | 06/05/2007 | | X | | | 15,077 | 05/04/2004(5) | 05/04/2014(5) | Common Stock |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| BARRIS PETER J<br>1119 ST. PAUL STREET | | X | | |

BALTIMORE, MD 21202

# Signatures

| /s/ Shawn Conway, attorney-in-fact | 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 the Issuer's common stock on a one for one basis upon the closing of the Issuer's initial public offering on June 5, 2007.

**(2)** The Reporting Person is an individual manager of NEA 11 GP, LLC, the sole general partners of NEA Partners 11, Limited Partnership, the sole general partner of New Enterprise Associates 11, Limited Partnership ("NEA 11"), which is the beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which the Reporting Person has no actual pecuniary interest therein.

**(3)** The Reporting Person is a general partner of NEA Partners 9, Limited Partnership, the sole general partner of New Enterprise Associates 9, Limited Partnership ("NEA 9"), which is the beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 9 shares in which the Reporting Person has no actual pecuniary interest therein.

**(4)** Net exercise of warrant held by New Enterprise Associates 11, Limited Partnerhip for an aggregate acquisition of 8,669 shares of Common Stock.

**(5)** The warrant was net exercised upon 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.
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