

AMICUS THERAPEUTICS INC
Form 4
June 07, 2007

FORM 4

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

OMB APPROVAL

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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).

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 *
KRAMLICH C RICHARD

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)

1119 ST. PAUL STREET

(Street)

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

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

BALTIMORE, MD 21202

(City) (State) (Zip)

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

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 | 11 | 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 | 11 | 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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(9-02)

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 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | 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 |
| KRAMLICH C RICHARD 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 Partnership 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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