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AMICUS THERAPEUTICS INC

Form 3 May 30, 2007

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

OMB

response...

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OMB APPROVAL

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INITIAL STATEMENT OF 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 *

BARKAS ALEXANDER E

C/O PROSPECT VENTURE

PARTNERS, 435 TASSO STREET, SUITE 200

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/30/2007

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

AMICUS THERAPEUTICS INC [FOLD]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

10% Owner _X_ Director Officer Other

(give title below) (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

PALO ALTO. CAÂ 94301

(Street)

(City)

1. Title of Security (Instr. 4)

(State) (Zip)

> 2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Exercisable Date

Amount or Number of Derivative Security: Security Direct (D)

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				Shares		or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	978,562	\$ 0	I	By Prospect Venture Partners II, L.P. (2)
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	14,902	\$ 0	I	By Prospect Associates II,L.P.
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	1,000,978	\$ 0	I	By Prospect Venture Partners II, L.P. (2)
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	15,242	\$ 0	I	By Prospect Associates II, L.P.
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	219,042	\$ 0	I	By Prospect Venture Partners II, L.P. (2)
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	3,334	\$ 0	I	By Prospect Associates II, L.P.
Warrants to purchase Series B Preferred Stock	(4)	(4)	Common Stock	14,892	\$ 6.375	I	By Prospect Venture Partners II, L.P. (5)
Warrants to purchase Series B Preferred Stock	(4)	(4)	Common Stock	227	\$ 6.375	I	By Prospect Associates II, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Othe		
BARKAS ALEXANDER E						
C/O PROSPECT VENTURE PARTNERS	â v	Â	â	â		
435 TASSO STREET, SUITE 200	АЛ	Α	A	А		
PALO ALTO, CA 94301						

Signatures

/s/ Dave Markland, Attorney-in-Fact for Alexander E. Barkas, Ph.D.

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Issuer's Preferred Stock will automatically convert into Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering.
- The shares are owned by Prospect Venture Partners II, L.P. ("PVP II"), which is under common control with Prospect Associates II, L.P. ("PA II"). Prospect Management Co. II, L.L.C. ("PMC II") serves as the general partner of PVP II. Alexander E. Barkas, Ph.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PVP II. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- The shares are owned by PA II. PMC II serves as the general partner of PA II. Alexander E. Barkas, Ph.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PA II. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- (4) Immediately exercisable. These warrants shall expire upon the closing of the Issuer's initial public offering.
- (5) The shares are owned by PVP II.
- (6) The shares are owned by PA II.

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.