

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 *
 Canaan Equity Partners III LLC

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)
 C/O CANAAN PARTNERS, 285
 RIVERSIDE AVENUE, SUITE 250
 (Street)

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

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

WESTPORT, CT 06880

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

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/05/2007		C		2,050,790	A	<u>1</u>
					2,050,790	I	See Footnote <u>(2)</u>

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

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SEC 1474 (9-02)

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series B Convertible Preferred Stock	(1)	06/05/2007		C	931,762	(1)	(1)	Common Stock
Series C Convertible Preferred Stock	(1)	06/05/2007		C	907,498	(1)	(1)	Common Stock
Series D Convertible Preferred Stock	(1)	06/05/2007		C	203,378	(1)	(1)	Common Stock
Series B Convertible Preferred Stock Warrant (Right to Buy)	\$ 6.375	06/05/2007		X	14,179 (4)	05/04/2004	(4)	Series B Convertible Preferred Stock
Series B Convertible Preferred Stock	(1)	06/05/2007		S	6,027 (6)	(1)	(1)	Series B Convertible Preferred Stock
Series B Convertible Preferred Stock	(1)	06/05/2007		X	8,152	(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	06/05/2007		C	8,152	(1)	(1)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaan Equity Partners III LLC C/O CANAAN PARTNERS		X		

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**Signature of Reporting Person	Date
John D. Lambrech, Attorney-in-Fact	06/05/2007
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John D. Lambrech, Attorney-in-Fact	06/05/2007
**Signature of Reporting Person	Date
John D. Lambrech, Attorney-in-Fact	06/05/2007

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 share of Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock, as applicable, automatically converted on a 1-for-1 basis into shares of Common Stock upon the closing of the Issuer's initial public offering on June 5, 2007 and had no expiration date.

(2) Consists of 1,976,967 shares held of record by Canaan Equity III, L.P. and 73,823 shares held of record by Canaan Equity III Entrepreneurs, LLC. Each of John V. Balen, Stephen L. Green, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo, Eric A. Young are managers of Canaan Equity III LLC, the sole general partner and manager, as applicable, of Canaan Equity III, L.P. and Canaan Equity III Entrepreneurs, LLC and, as a result, such individuals may be deemed to have shared voting, investment and dispositive power with respect to such shares. Each such person disclaims beneficial ownership of such shares except to the extent of their respective pecuniary interest therein. The inclusion of these shares in this report shall not be deemed to be an admission of beneficial ownership of the shares for purposes of Section 16 of the Securities Exchange Act of 1934 or any other purpose.

(3) Consists of (i) 898,220 shares of Series B Convertible Preferred Stock, 874,830 shares of Series C Convertible Preferred Stock, and 196,058 shares of Series D Convertible Preferred Stock, as applicable, held of record by Canaan Equity III, L.P.; and (ii) 33,542 shares of Series B Convertible Preferred Stock, 32,668 shares of Series C Convertible Preferred Stock and 7,320 shares of Series D Convertible Preferred Stock, as applicable, held of record by Canaan Equity III Entrepreneurs, LLC. Each of John V. Balen, Stephen L. Green, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo, Eric A. Young are managers of Canaan Equity III LLC, the sole general partner and manager, as applicable, of Canaan Equity III, L.P. and Canaan Equity III Entrepreneurs, LLC and, as a result, such individuals may be deemed to have shared voting, investment and dispositive power with respect to such shares. Each such person disclaims beneficial ownership of such shares except to the extent of

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- (4) The warrants to purchase Series B Convertible Preferred Stock were automatically net exercised for shares of Series B Convertible Preferred Stock of the Issuer upon the closing of the Issuer's initial public offering on June 5, 2007.

Consists of 7,859 shares held of record by Canaan Equity III, L.P. and 293 shares held of record by Canaan Equity III Entrepreneurs, LLC. Each of John V. Balen, Stephen L. Green, Deepak Kamra, Gregory Kopchinsky, Seth A. Rudnick, Guy M. Russo, Eric A. Young are managers of Canaan Equity III LLC, the sole general partner and manager, as applicable, of Canaan Equity III, L.P. and Canaan

- (5) Equity III Entrepreneurs, LLC and, as a result, such individuals may be deemed to have shared voting, investment and dispositive power with respect to such shares. Each such person disclaims beneficial ownership of such shares except to the extent of their respective pecuniary interest therein. The inclusion of these shares in this report shall not be deemed to be an admission of beneficial ownership of the shares for purposes of Section 16 of the Securities Exchange Act of 1934 or any other purpose.

Represents 5,810 shares of Series B Convertible Preferred Stock held of record by Canaan Equity III, L.P. and 217 shares of Series B

- (6) Convertible Preferred Stock held of record by Canaan Equity III Entrepreneurs, LLC disposed of in connection with the net exercise of the warrants.

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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