

AMICUS THERAPEUTICS INC
 Form 3
 May 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 * Â BARKAS ALEXANDER E (Last) (First) (Middle) C/O PROSPECT VENTURE PARTNERS,Â 435 TASSO STREET, SUITE 200 (Street) PALO ALTO,Â CAÂ 94301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/30/2007	3. Issuer Name and Ticker or Trading Symbol AMICUS THERAPEUTICS INC [FOLD]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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				Shares		or Indirect (1) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	978,562	\$ 0	I	By Prospect Venture Partners II, L.P. (2)
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	14,902	\$ 0	I	By Prospect Associates II, L.P. (3)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,000,978	\$ 0	I	By Prospect Venture Partners II, L.P. (2)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	15,242	\$ 0	I	By Prospect Associates II, L.P. (3)
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	219,042	\$ 0	I	By Prospect Venture Partners II, L.P. (2)
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	3,334	\$ 0	I	By Prospect Associates II, L.P. (3)
Warrants to purchase Series B Preferred Stock	Â (4)	Â (4)	Common Stock	14,892	\$ 6.375	I	By Prospect Venture Partners II, L.P. (5)
Warrants to purchase Series B Preferred Stock	Â (4)	Â (4)	Common Stock	227	\$ 6.375	I	By Prospect Associates II, L.P. (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKAS ALEXANDER E C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301	Â X	Â	Â	Â

Signatures

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

05/30/2007

**Signature of Reporting Person

Date

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.

- (2) 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.

(3) Immediately exercisable. These warrants shall expire upon the closing of the Issuer's initial public offering.

(4) The shares are owned by PVP II.

(5) 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.

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