

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 *
 FHM IV LP

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)

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

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

TWO UNION SQUARE, 601
 UNION STREET STE 3200

(Street)

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

SEATTLE, WA 98101

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/05/2007 | | C | 2,586,886 A <u>U</u> | 2,586,886 | I | By Frazier Healthcare IV, LP ⁽²⁾ |
| Common Stock | 06/05/2007 | | C | 13,128 A <u>U</u> | 13,128 | I | By Frazier Affiliates IV, LP ⁽²⁾ |

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

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number.

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 Amount of Underlying Security (Instr. 3 and 4) | Ar Nu Sh |
|---|--|--------------------------------------|--|--------------------------------|---|-------------------------|--|-----------------|---|----------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Series B Convertible Preferred Stock | <u>(1)</u> | 06/05/2007 | | C | | 988,446 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 9 |
| Series B Preferred Stock | <u>(1)</u> | 06/05/2007 | | C | | 5,016 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | |
| Series C Preferred Stock | <u>(1)</u> | 06/05/2007 | | C | | 1,011,088 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 1, |
| Series C Preferred Stock | <u>(1)</u> | 06/05/2007 | | C | | 5,132 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | |
| Series D Preferred Stock | <u>(1)</u> | 06/05/2007 | | C | | 572,310 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 5 |
| Series D Preferred Stock | <u>(1)</u> | 06/05/2007 | | C | | 2,904 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | |
| Warrant to purchase Series B (right to buy) | \$ 6.375 | 06/05/2007 | | X | | 15,042 <u>(3)</u> | <u>(3)</u> | <u>(3)</u> | Common Stock | |
| Warrant to purchase Series B (right to buy) | \$ 6.375 | 06/05/2007 | | X | | 76 <u>(3)</u> | <u>(3)</u> | <u>(3)</u> | Common Stock | |
| Series B Convertible Preferred Stock | <u>(1)</u> | 06/05/2007 | | J ⁽³⁾ | | 15,042 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | |
| | <u>(1)</u> | 06/05/2007 | | J ⁽³⁾ | | 76 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | | |

| | | | | | | | | |
|--------------------------------------|-----|------------|---|--------|-----|-----|-----|--------------|
| Series B Preferred Stock | | | | | | | | Common Stock |
| Series B Convertible Preferred Stock | (1) | 06/05/2007 | C | 15,042 | (1) | (1) | (1) | Common Stock |
| Series B Preferred Stock | (1) | 06/05/2007 | C | 76 | (1) | (1) | (1) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FHM IV LP TWO UNION SQUARE 601 UNION STREET STE 3200 SEATTLE, WA 98101 | | X | | |
| FRAZIER HEALTHCARE IV LP | | X | | |
| FRAZIER AFFILIATES IV LP | | X | | |

Signatures

FHM IV, LP By: FHM IV, LLC, its General Partner /s/ Thomas S. Hodge, Chief Operation Officer 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) The Issuer's preferred stock automatically converted into Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
- These securities are owned directly by the entity listed. Frazier Healthcare IV, LP and Frazier Affiliates IV, LP, are joint filers. The
- (2) designated filer, FHM IV, LP, serves as the general partner of Frazier Healthcare IV, LP and Frazier Affiliates IV, LP. FHM IV, LP disclaims beneficial ownership of the reported securities, except to the extent of its proportionate pecuniary interest therein.
 - (3) Exercised for cash immediately prior to the closing of the Issuer's initial public offering.

Remarks:

Exhibit 99.1 - Joint Filer Information

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.