

AMICUS THERAPEUTICS INC

Form 3

May 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *

Canaan Equity Partners III LLC

(Last)

(First)

(Middle)

C/O CANAAN PARTNERS, 285 RIVERSIDE AVENUE, SUITE 250

(Street)

WESTPORT, CT 06880

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/30/20073. 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)

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

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 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)

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 (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	931,762	\$ (3)	I	See footnote (4)
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	907,498	\$ (3)	I	See footnote (5)
Series D Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	203,378	\$ (3)	I	See footnote (6)
Series B Convertible Preferred Stock Warrant (Right to Buy)	Â (1)	05/04/2014	Series B Convertible Preferred Stock (7)	14,179	\$ (8)	I	See Footnote (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaan Equity Partners III LLC C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
CANAAN EQUITY III LP C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
CANAAN EQUITY III ENTREPRENEURS LLC C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
BALEN JOHN V C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
GREEN L STEPHEN C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
DEEPAK KAMRA C/O CANAAN PARTNERS 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
KOPCHINSKY GREGORY C/O CANAAN PARTNERS	Â	Â X	Â	Â

285 RIVERSIDE AVENUE, SUITE 250
WESTPORT, CT 06880

RUDNICK SETH

C/O CANAAN PARTNERS

285 RIVERSIDE AVENUE, SUITE 250

WESTPORT, CT 06880

^ ^ X ^ ^

RUSSO GUY M

C/O CANAAN PARTNERS

285 RIVERSIDE AVENUE, SUITE 250

WESTPORT, CT 06880

^ ^ X ^ ^

YOUNG ERIC A

C/O CANAAN PARTNERS

285 RIVERSIDE AVENUE, SUITE 250

WESTPORT, CT 06880

^ ^ X ^ ^

Signatures

Canaan Equity Partners III LLC By: /s/ John D. Lambrech, as
Attorney-in-Fact

05/30/2007

__Signature of Reporting Person

Date

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05/30/2007

__Signature of Reporting Person

Date

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05/30/2007

__Signature of Reporting Person

Date

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05/30/2007

__Signature of Reporting Person

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05/30/2007

__Signature of Reporting Person

Date

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05/30/2007

__Signature of Reporting Person

Date

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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) Immediately Exercisable.

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(2) Not Applicable.

Each share of Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock, as applicable, will automatically convert on a 1-for-1 basis into shares of Common Stock upon the closing of the Issuer's initial public offering.

- (4) Consists of 898,220 shares held of record by Canaan Equity III, L.P. and 33,542 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.

- (5) Consists of 874,830 shares held of record by Canaan Equity III, L.P. and 32,668 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.

- (6) Consists of 196,058 shares held of record by Canaan Equity III, L.P. and 7,320 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.

- (7) Each warrant will be converted into warrants to purchase Common Stock in connection with the closing of the Issuer's initial public offering in accordance with the terms of the applicable warrant.
- (8) Each warrant will be automatically exercised in connection with the closing of the Issuer's initial public offering for shares of Common Stock on a 1-for-1 basis in accordance with the terms of the applicable warrant.

- (9) Consists of warrants to purchase 13,669 shares held of record by Canaan Equity III, L.P. and warrants to purchase 510 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 warrants and shares. Each such person disclaims beneficial ownership of such warrants and shares except to the extent of their respective pecuniary interest therein. The inclusion of these warrants and shares in this report shall not be deemed to be an admission of beneficial ownership for purposes of Section 16 of the Securities Exchange Act of 1934 or any other purpose.

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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