

AMICUS THERAPEUTICS INC

Form 3

May 30, 2007

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

OMB APPROVAL

OMB
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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 *Â PROSPECT VENTURE
PARTNERS II LP

(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)
05/30/20073. Issuer Name **and** Ticker or Trading Symbol
AMICUS THERAPEUTICS INC [FOLD]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. 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**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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. 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 <u>(1)</u>	Â <u>(1)</u>	Common Stock	978,562	\$ 0	I	By Prospect Venture Partners II, L.P. <u>(2)</u>
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	14,902	\$ 0	I	By Prospect Associates II, L.P. <u>(3)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,000,978	\$ 0	I	By Prospect Venture Partners II, L.P. <u>(2)</u>
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	15,242	\$ 0	I	By Prospect Associates II, L.P. <u>(3)</u>
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	219,042	\$ 0	I	By Prospect Venture Partners II, L.P. <u>(2)</u>
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	3,334	\$ 0	I	By Prospect Associates II, L.P. <u>(3)</u>
Warrants to purchase Series B Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	14,892	\$ 6.375	I	By Prospect Venture Partners II, L.P. <u>(5)</u>
Warrants to purchase Series B Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	227	\$ 6.375	I	By Prospect Associates II, L.P. <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROSPECT VENTURE PARTNERS II LP C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET SUITE 200 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
PROSPECT MANAGEMENT CO II LLC C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET SUITE 200 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
PROSPECT ASSOCIATES II L P C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET SUITE 200 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â

TANANBAUM JAMES B
C/O PROSPECT VENTURE PARTNERS
435 TASSO STREET SUITE 200
PALO ALTO, CA 94301

HIRSCH RUSSELL C
C/O PROSPECT VENTURE PARTNERS
435 TASSO STREET SUITE 200
PALO ALTO, CA 94301

SCHNELL DAVID
C/O PROSPECT VENTURE PARTNERS
435 TASSO STREET SUITE 200
PALO ALTO, CA 94301

Signatures

/s/ Dave Markland, Attorney-in-Fact for Prospect Venture Partners II, L.P. 05/30/2007

__Signature of Reporting Person Date

/s/ Dave Markland, Attorney-in-Fact for Prospect Management Co. II, LLC 05/30/2007

__Signature of Reporting Person Date

/s/ Dave Markland, Attorney-in-Fact for Prospect Associates II, L.P. 05/30/2007

__Signature of Reporting Person Date

/s/ Dave Markland, Attorney-in-Fact for James B. Tananbaum 05/30/2007

__Signature of Reporting Person Date

/s/ Dave Markland, Attorney-in-Fact for Russell C. Hirsch 05/30/2007

__Signature of Reporting Person Date

/s/ Dave Markland, Attorney-in-Fact for David Schnell 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. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D., and Russell C. Hirsch, M.D., Ph.D. are the Managing Directors of PMC II and each reporting person shares voting and investment power over the shares held by PVP II. Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein. Dr. Barkas is a director of the Issuer and, accordingly, files separate Section 16 reports.

(2) The shares are owned by PA II. PMC II serves as the general partner of PA II. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D., and Russell C. Hirsch, M.D., Ph.D. are the Managing Directors of PMC II and each reporting person shares voting and investment power over the shares held by PA II. Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein. Dr. Barkas is a director of the Issuer and, accordingly, files separate Section 16 reports.

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

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(5) The shares are owned by PVP II.

(6) The shares are owned by PA II.

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Remarks:

ExhibitÂ 99.1Â JointÂ FilerÂ information

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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