

AMICUS THERAPEUTICS INC

Form 4

June 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Topper James N

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)

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

C/O FRAZIER HEALTHCARE, 550
HAMILTON AVE., SUITE 100

06/05/2007

(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
☐ Form filed by More than One Reporting
Person

PALO ALTO, CA 94301

(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>11</u> 2,586,886	I	By Frazier Healthcare IV, L.P. <u>(2)</u>
Common Stock	06/05/2007		C	13,128	A <u>11</u> 13,128	I	By Frazier Affiliates IV, L.P. <u>(2)</u>

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

Edgar Filing: AMICUS THERAPEUTICS INC - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series B Convertible Preferred Stock	(1)	06/05/2007		C			988,446	(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	06/05/2007		C			5,016	(1)	(1)	Common Stock
Series C Convertible Preferred Stock	(1)	06/05/2007		C			1,011,088	(1)	(1)	Common Stock
Series C Convertible Preferred Stock	(1)	06/05/2007		C			5,132	(1)	(1)	Common Stock
Series D Convertible Preferred Stock	(1)	06/05/2007		C			572,310	(1)	(1)	Common Stock
Series D Convertible Preferred Stock	(1)	06/05/2007		C			2,904	(1)	(1)	Common Stock
Series B Convertible Preferred Stock Warrant (right to buy)	\$ 6.375	06/05/2007		X			15,042	(3)	(3)	Series B Convertible Preferred Stock
Series B Convertible Preferred	\$ 6.375	06/05/2007		X			76	(3)	(3)	Series B Convertible Preferred

Stock								Stock
Warrant (right to buy)								
Series B Convertible Preferred Stock	(1)	06/05/2007	J	15,042		(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	06/05/2007	J	76		(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	06/05/2007	C	15,042		(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	06/05/2007	C	76		(1)	(1)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Topper James N C/O FRAZIER HEALTHCARE 550 HAMILTON AVE., SUITE 100 PALO ALTO, CA 94301	X	X		

Signatures

/s/ James N.
Topper

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) Each of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converted into common stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering on June 5, 2007.

The securities are owned directly by the entity listed. The reporting person is a limited partner of FHM IV, LP, the general partner of Frazier Healthcare IV, LP and Frazier Affiliates IV, LP. Voting and investment power over such shares is exercised by FHM IV, LLC in its role as the general partner of FHM IV, LP. The reporting person disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

Edgar Filing: AMICUS THERAPEUTICS INC - Form 4

- (3) The warrants to purchase Series B Convertible Preferred Stock were automatically exercised for cash immediately prior to the closing of the Issuer's initial public offering.

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.