

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 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)
 05/30/2007

3. 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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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 (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 |
| PROSPECT VENTURE PARTNERS II LP C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET SUITE 200 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| PROSPECT MANAGEMENT CO II LLC C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET SUITE 200 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| PROSPECT ASSOCIATES II L P C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET SUITE 200 PALO ALTO, CA 94301 | Â | Â X | Â | Â |

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

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

SCHNELL DAVID
 C/O PROSPECT VENTURE PARTNERS Â Â X Â Â
 435 TASSO STREET SUITE 200
 PALO ALTO,Â CAÂ 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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