SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		or se	ction 30(n) 0	f the Investment Company Act of 1	1940			
1. Name and Address of Reporting Person <sup>*</sup> <u>PROSPECT VENTURE</u> <u>PARTNERS II LP</u>		2. Date of Event Requiring Statement (Month/Day/Year) 05/30/2007		3. Issuer Name and Ticker or Trading Symbol <u>AMICUS THERAPEUTICS INC</u> [ FOLD ]				
2				4. Relationship of Reporting Pers	son(s) to Issue			ate of Original Filed
(Last) (Fi	rst) (Middle)			(Check all applicable)	10% Owne	1.	nth/Day/Year)	
C/O PROSPECT	VENTURE PARTNERS			Director X Officer (give title	Other (spe			
435 TASSO STRE	EET SUITE 200			below)	below)	- 0.11	idividual or Join licable Line)	/Group Filing (Check
								y One Reporting Person
(Street) PALO ALTO CA	A 94301					2	Reporting P	y More than One erson
(City) (St	ate) (Zip)							
		Table I N	n Doriva	i tive Securities Beneficial				
		Table I - ING	r		- -	in   4 No	tune of Indiana	Departicial Ournership
1. Title of Security (Instr. 4)				Amount of Securities eneficially Owned (Instr. 4) Sorm: Direct (D) or Indirect (I) (Instr. 5) A. Nature of Indirect Beneficial O (Instr. 5)		Beneficial Ownership		
	(e			ve Securities Beneficially ants, options, convertible		s)		
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	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	ive or Indirect	
Series B Convertit	ole Preferred Stock	(1)	(1)	Common Stock	978,562	0	I	By Prospect Venture Partners II, L.P. <sup>(2)</sup>
Series B Convertit	le Preferred Stock	(1)	(1)	Common Stock	14,902	0	I	By Prospect Associates II,L.P. <sup>(3)</sup>
Series C Convertible Preferred Stock		(1)	(1)	Common Stock	1,000,978	0	I	By Prospect Venture Partners II, L.P. <sup>(2)</sup>
Series C Convertible Preferred Stock		(1)	(1)	Common Stock	15,242	0	I	By Prospect Associates II, L.P. <sup>(3)</sup>
Series D Convertible Preferred Stock		(1)	(1)	Common Stock	219,042	0	I	By Prospect Venture Partners II, L.P. <sup>(2)</sup>
Series D Convertible Preferred Stock		(1)	(1)	Common Stock	3,334	0	I	By Prospect Associates II, L.P. <sup>(3)</sup>
Warrants to purchase Series B Preferred Stock		(4)	(4)	Common Stock	14,892	6.375	I	By Prospect Venture Partners II, L.P. <sup>(5)</sup>
Warrants to purcha	se Series B Preferred Stock	(4)	(4)	Common Stock	227	6.375	I	By Prospect Associates II, L.P. <sup>(6)</sup>
1. Name and Address <u>PROSPECT V</u>	of Reporting Person <sup>*</sup> ENTURE PARTNERS	<u>II LP</u>						
			-					
(Last)	(First) (Middle	e)						
C/O PROSPECT	VENTURE PARTNERS							
435 TASSO STRE	EET SUITE 200							
(Street)			-					
PALO ALTO CA 94301		_						
(City)	(State) (Zip)		_					
1. Name and Address PROSPECT M	of Reporting Person <sup>*</sup>	LLC						
(Last)	(First) (Middle	e)						

C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET SUITE 200				
(Street) PALO ALTO	СА	94301		
(City)	(State)	(Zip)		
1. Name and Address o <u>PROSPECT AS</u>	f Reporting Person <sup>*</sup> SOCIATES II L	<u>P</u>		
(Last) C/O PROSPECT V 435 TASSO STREE	(First) ENTURE PARTNEF ET SUITE 200	(Middle) RS		
(Street) PALO ALTO	CA	94301		
(City)	(State)	(Zip)		
1. Name and Address o TANANBAUM				
(Last) C/O PROSPECT V 435 TASSO STREE	(First) ENTURE PARTNEF ET SUITE 200	(Middle) RS		
(Street) PALO ALTO	CA	94301		
(City)	(State)	(Zip)		
1. Name and Address of Reporting Person <sup>*</sup> HIRSCH RUSSELL C				
(Last)	(First)	(Middle)		
C/O PROSPECT V 435 TASSO STREE	ENTURE PARTNEF	RS		
(Street) PALO ALTO	CA	94301		
(City)	(State)	(Zip)		
1. Name and Address of Reporting Person <sup>*</sup> SCHNELL DAVID				
(Last) C/O PROSPECT V 435 TASSO STREE	(First) ENTURE PARTNEF ET SUITE 200	(Middle) RS		
(Street) PALO ALTO	СА	94301		
(City)	(State)	(Zip)		

#### Explanation of Responses:

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.

2. 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.

3. 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.

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

5. The shares are owned by PVP II.

6. The shares are owned by PA II.

#### **Remarks:**

Exhibit 99.1 Joint Filer information

/s/ Dave Markland, Attorneyin-Fact for Prospect Venture Partners II, L.P.

05/30/2007

/s/ Dave Markland, Attorney-	<u>05/30/2007</u>
in-Fact for Prospect	
<u>Management Co. II, LLC</u>	
<u>/s/ Dave Markland, Attorney-</u>	
in-Fact for Prospect Associates	<u>05/30/2007</u>
<u>II, L.P.</u>	
<u>/s/ Dave Markland, Attorney-</u>	
<u>in-Fact for James B.</u>	05/30/2007
<u>Tananbaum</u>	
/s/ Dave Markland, Attorney-	05/30/2007
in-Fact for Russell C. Hirsch	03/30/2007
/s/ Dave Markland, Attorney-	05/20/2007
in-Fact for David Schnell	<u>05/30/2007</u>
** Signature of Reporting Person	Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

#### FORM 3 JOINT FILER INFORMATION

Name of "Reporting Persons":	Prospect Venture Partners II, L.P. ("PVP II") Prospect Associates II, L.P. ("PA II") Prospect Management Co. II, L.L.C. ("PMC II") James B. Tananbaum, M.D. Russell C. Hirsch, M.D., Ph.D. David Schnell, M.D.		
Address:	c/o Prospect Venture Partners 435 Tasso Street, Suite 200 Palo Alto, California 94301		
Designated Filer:	Prospect Venture Partners II, L.P.		
Issuer and Ticker Symbol:	Amicus Therapeutics, Inc. (FOLD)		
Date of Event:	May 30, 2007		
Each of the following is a Joint Filer with PVP II and shares voting and investment power over the securities set forth on the attached Form 3:			

PMC II serves as the general partner of PVP II and PA II. PMC II has sole voting and investment control over the respective shares owned by PVP II and PA II. James B. Tananbaum, M.D., Russell C. Hirsch, M.D., Ph.D. and David Schnell, M.D. are Managing Directors of PMC II and shares voting and investment power over the shares owned by PVP II and PA II.

Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, any of the Reporting Persons are the beneficial owner of all of the equity securities covered by this statement.

Each of the Reporting Persons listed above has designated Prospect Venture Partners II, L.P. as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. Each Reporting Person has appointed Dave Markland as its attorney-in-fact for the purpose of making reports relating to transactions in Amicus Therapeutics, Inc. Common Stock.

## PROSPECT VENTURE PARTNERS II, L.P.

By Prospect Management Co. II, L.L.C. Its General Partner

By: /s/ Dave Markland, Attorney in Fact for

Name: Prospect Venture Partners II, L.P. Managing Director

PROSPECT ASSOCIATES II, L.P.

By Prospect Management Co. II, L.L.C. Its General Partner

By: /s/ Dave Markland, Attorney in Fact for

Name: Prospect Associates II, L.P. Managing Director

### PROSPECT MANAGEMENT CO. II, L.L.C.

By: /s/ Dave Markland, Attorney in Fact for

Name: Prospect Management Co. II, LLC Managing Director

/s/ Dave Markland, Attorney in Fact for James B. Tananbaum, M.D.

/s/ Dave Markland, Attorney in Fact for Russell C. Hirsch, M.D., Ph.D.

/s/ Dave Markland, Attorney in Fact for David Schnell, M.D.