SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person <sup>*</sup> BARKAS ALEXANDER E	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 ]				
(Last) (First) (Middle) C/O PROSPECT VENTURE PARTNERS			4. Relationship of Reporting Person(s) to Issuer Check all applicable) X Director 10% Owner		(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)	
435 TASSO STREET, SUITE 200			Officer (give title below)	Other (spec below)		dividual or Joint icable Line)	/Group Filing (Check
(Street)					X		y One Reporting Person
PALO ALTO CA 94301						Reporting P	y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direct or Indirect ( (Instr. 5)	t (D) (Instr. 5)		Beneficial Ownership
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	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	978,562	0	I	By Prospect Venture Partners II, L.P. <sup>(2)</sup>
Series B Convertible 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 purchase Series B Preferred Stock	(4)	(4)	Common Stock	227	6.375	Ι	By Prospect Associates II, L.P. <sup>(6)</sup>

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. Alexander E. Barkas, Ph.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PVP II. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

3. The shares are owned by PA II. PMC II serves as the general partner of PA II. Alexander E. Barkas, Ph.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PA II. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

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.

<u>/s/ Dave Markland, Attorney-</u> in-Fact for Alexander E.

Barkas, Ph.D.

05/30/2007

\*\* 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.