

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

**Amicus Therapeutics, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_
- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing Party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 10, 2019**



**AMICUS THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33497**  
(Commission  
File Number)

**71-0869350**  
(I.R.S. Employer  
Identification No.)

**1 Cedar Brook Drive, Cranbury, NJ 08512**  
(Address of Principal Executive Offices, and Zip Code)

**609-662-2000**  
Registrant's Telephone Number, Including Area Code

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 Par Value	FOLD	NASDAQ

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**Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 10, 2019, the Board of Directors (the “Board”) of Amicus Therapeutics, Inc. (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee, appointed Burke W. Whitman as a member of the Board, effective June 27, 2019. Mr. Whitman will serve as a Class II director, with an initial term expiring at the annual meeting of stockholders in 2021. Mr. Whitman is expected to serve on both the Audit and Compliance Committee and Nominating and Corporate Governance Committee of the Board.

The Board determined that Mr. Whitman qualifies as an independent director under the director independence standards set forth by the U.S. Securities and Exchange Commission and applicable NASDAQ Marketplace Rules.

In connection with his appointment and as approved by the Board, Mr. Whitman will receive a new director grant of non-qualified options and RSUs worth \$400,000, with half of the value assigned to non-qualified stock options and half of the value assigned to RSUs, that will vest over a period of four years, with 25% vesting on the first anniversary of the start date and monthly vesting thereafter. Beginning in 2020, Mr. Whitman will then receive an annual equity grant of non-qualified options and RSUs worth \$225,000, with 2/3 of the value assigned to non-qualified stock options and 1/3 of the value assigned to RSUs. Mr. Whitman will also receive \$47,500 per year for service as a Board member, \$10,000 per year for service as a member of the Audit and Compliance Committee and \$7,500 per year for service as a member of the Nominating and Corporate Governance Committee. There are no arrangements or understandings between Mr. Whitman and any other person pursuant to which Mr. Whitman was appointed as a director. There are no transactions involving Mr. Whitman that are reportable under Item 404(a) of Regulation S-K.

**Item 7.01 - Regulation FD Disclosure.**

On May 13, 2019, the Company issued a press release announcing the appointment of Mr. Whitman to the Board. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 - Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated May 13, 2019</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 13, 2019

AMICUS THERAPEUTICS, INC.

By: /s/ Ellen S. Rosenberg

Name: Ellen S. Rosenberg

Title: Chief Legal Officer and Corporate Secretary



### Amicus Therapeutics Appoints Burke W. Whitman to its Board of Directors

**CRANBURY, N.J., May 13, 2019** — Amicus Therapeutics (Nasdaq: FOLD) today announced the election and appointment of Burke W. Whitman to its Board of Directors, effective at the end of this quarter. Mr. Whitman is a proven leader of corporate and military organizations. He has served as a corporate CEO, CFO and board member of multiple publicly-traded and Fortune 500 healthcare service companies, as well as the commanding general of the 4th Marine Division and the commander of Marine Forces Reserve.

John F. Crowley, Chairman and Chief Executive Officer of Amicus Therapeutics, Inc., stated, “On behalf of our Board of Directors, I am pleased to announce Burke Whitman’s appointment to the Amicus Board. Burke brings tremendous experience in leadership, strategy, operations and organizational effectiveness in both the military and in the healthcare fields. His remarkable service to our nation is humbling and his extensive high integrity executive leadership in healthcare and his boardroom experience will add much to our mission at Amicus for patients and for shareholders. Burke’s appointment complements our existing strong group of directors and senior leaders as we continue to build one of the world’s leading global biotechnology companies in rare metabolic diseases.”

Currently a major general in the United States Marine Corps Reserve, Mr. Whitman has held various roles of increasing responsibility in the Marine Corps since 2008, and will complete his uniformed service in 2019. A veteran of multiple combat deployments, his decorations include a Defense Superior Service Medal, two Legion of Merit Medals, a Bronze Star Medal, two Combat Action Ribbons, and a Presidential Unit Citation. Concurrently, since 2018 he serves as a member of the board of directors of Omega Healthcare Investors, Inc. (NYSE: OHI). Prior to returning to active military service in 2008, Mr. Whitman served as the Chief Executive Officer and as a director of Health Management Associates, Inc. (formerly NYSE: HMA), an owner and operator of acute care hospitals, where he was named a Best CEO by *Institutional Investor* magazine in 2008. From 1998 to 2005, Mr. Whitman served as the Chief Financial Officer of Triad Hospitals, Inc. (formerly NYSE: TRI), an owner and operator of hospitals, where he was twice named a Best CFO by *Institutional Investor* magazine.

Mr. Whitman has served on the board of directors of the Toys for Tots Foundation as chairman of the investment committee, and on the board of directors of the Federation of American Hospitals as chairman of the audit committee. He is a founder of the National Museum of the Marine Corps, and has served on the board of advisors of Marine Corps University. Currently he serves on the U.S. Reserve Forces Policy Board as an advisor to the Secretary of Defense, and on the board of trustees of the Lovett School in Atlanta. Mr. Whitman received a Master of Business Administration from Harvard Business School, a Master of Strategic Studies from the U.S. Army War College, and a Bachelor of Arts from Dartmouth College.

“Amicus is at the forefront of science and innovation, with a unique dedication to people living with rare diseases. The Amicus focus on its mission for patients, its remarkable commitment and vision to become one of the world’s most significant biotechnology companies are what drew me to this opportunity. I am thrilled to be joining the Board at such an exciting time in the Company’s growth,” said Mr. Whitman. “I look forward to advancing the company’s mission to develop groundbreaking new medicines and hopefully one day cures for life-threatening conditions.”

#### **About Amicus Therapeutics**

Amicus Therapeutics (Nasdaq: FOLD) is a global, patient-dedicated biotechnology company focused on discovering, developing and delivering novel high-quality medicines for people living with rare metabolic diseases. With extraordinary patient focus, Amicus Therapeutics is committed to advancing and expanding a robust pipeline of cutting-edge, first- or best-in-class medicines for rare metabolic diseases. For more information please visit the company’s website at [www.amicusrx.com](http://www.amicusrx.com), and follow on Twitter and LinkedIn.

#### **CONTACTS:**

##### **Investors:**

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