

**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): **July 29, 2016**

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

(IRS Employer Identification No.)

1 Cedar Brook Drive, Cranbury, NJ

(Address of Principal Executive Offices)

08512

(Zip Code)

Registrant's telephone number, including area code: **(609) 662-2000**

(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))

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

On July 29, 2016, the board of directors (the "Board") of Amicus Therapeutics, Inc. (the "Company") amended the Amended and Restated Amicus Therapeutics, Inc. 2007 Equity Incentive Plan (the "Plan") to provide that participants in the Plan may elect to have shares of common stock of the Company underlying an award withheld to satisfy tax obligations resulting from the vesting, delivery or exercise of such award up to the maximum individual statutory rate attributable to such award (the "Amendment No. 1"). The Board ratified and confirmed the Plan in all other respects. A copy of the Amendment No. 1 is attached hereto as Exhibit 10.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits: The Exhibit Index annexed hereto is incorporated herein by reference.

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.

Amicus Therapeutics, Inc.

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amendment No. 1 to the Amended and Restated Amicus Therapeutics, Inc. 2007 Equity Incentive Plan

**AMENDMENT NO. 1 TO THE
AMENDED AND RESTATED
AMICUS THERAPEUTICS, INC.
2007 EQUITY INCENTIVE PLAN**

WHEREAS, Amicus Therapeutics, Inc. (the "**Company**"), maintains the Amended and Restated Amicus Therapeutics, Inc. 2007 Equity Incentive Plan (the "**Plan**"); and

WHEREAS, pursuant to Section 13 of the Plan, the Board of Directors of the Company (the "**Board**") is authorized to amend the Plan from time to time; and

WHEREAS, in order to reflect a change in accounting rules, the Board desires to provide that participants in the Plan may elect to have shares withheld to satisfy tax obligations resulting from the vesting, delivery or exercise an award granted under the Plan up to the maximum individual statutory rate attributable to the income recognized upon such event (the "**Amendment**").

NOW, THEREFORE, the Board hereby amends the Plan, as follows:

1. The fourth Sentence of Section 9.7 of the Plan is hereby amended and restated to read in its entirety as follows:

"Participants may elect to have shares of their Common Stock withheld having a Market Value on the date the tax is to be determined that is no greater than maximum individual statutory rate, which could be imposed on the transaction, provided however, that with respect to Participants who are also subject to Section 16b-3 of the Exchange Act, such Participant may only have shares of their Common Stock withheld at a rate that does not exceed such Participant's estimated federal state, local and foreign tax obligations attributable to the underlying transaction."

2. Except as specifically provided in and modified by this Amendment, the Plan is in all other respects hereby ratified and confirmed and references to the Plan shall be deemed to refer to the Plan as modified by this Amendment.
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