

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AMICUS THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

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

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

**AMENDED AND RESTATED 2007 DIRECTOR OPTION PLAN
AMENDED AND RESTATED 2007 EQUITY INCENTIVE PLAN**
(Full title of the plan)

John F. Crowley
Chief Executive Officer
Amicus Therapeutics, Inc.
1 Cedar Brook Drive
Cranbury, New Jersey 08512
(Name and address of Agent for Service)

(609) 662-2000
(Telephone Number for agent for service)

Copy to:
Scott R. Jones, Esquire
Troutman Pepper Hamilton Sanders LLP
400 Berwyn Park
899 Cassatt Road
Berwyn, Pennsylvania 19312-1183
(610) 640-7800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act. o

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Amended and Restated 2007 Equity Incentive Plan	9,500,000	\$ 14.77(2)	\$ 140,315,000	\$ 18,212.89
Common stock, par value \$0.01 per share				

Common stock, par value \$0.01 per share

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this Registration Statement on Form S-8 shall be deemed to cover any additional shares of common stock, par value \$0.01 per share (“Common Stock”), of Amicus Therapeutics, Inc., a Delaware corporation (the “Registrant”), which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock of the Registrant.
- (2) Estimated in accordance with Rule 457(c) and Rule 457(h), solely for the purpose of calculating the amount of the registration fee, on the basis of the average of the high and low prices of Common Stock as reported on the NASDAQ Global Market on August 4, 2020.
- (3) Represents 595,126 shares of Common Stock reserved for issuance upon the exercise of previously granted stock options that remain outstanding under the Amended and Restated 2007 Director Option Plan.
- (4) Estimated in accordance with Rule 457(c) and Rule 457(h), solely for the purposes of calculating the amount of the registration fee, on the basis of the weighted-average exercise price of previously granted stock options that remain outstanding under the Amended and Restated 2007 Director Option Plan.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional (i) 9,500,000 shares of Common Stock that were added to the shares authorized for issuance under the Registrant's Amended and Restated 2007 Equity Incentive Plan, and (ii) 595,126 shares of Common Stock that are reserved for issuance upon the exercise of previously granted stock options that remain outstanding under the Amended and Restated 2007 Director Option Plan. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (File Nos. 333-145305, 333-157219, 333-174900 and 333-233153) filed with the Securities and Exchange Commission (the "Commission") on [August 10, 2007](#), [February 10, 2009](#), [June 15, 2011](#) and [August 8, 2019](#), respectively, are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Registrant filed with the Commission are incorporated by reference in this Registration Statement as of their respective dates:

- (a) [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on March 2, 2020](#);
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2020 and June 30, 2020 filed with the Commission on [May 5, 2020](#) and [August 10, 2020](#), respectively;
- (c) The Registrant's Current Reports on Form 8-K (other than portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits accompanying such reports that are related to such items) filed on [January 7, 2020](#), [January 9, 2020](#), [January 13, 2020](#), [February 7, 2020](#), [February 12, 2020](#), [March 23, 2020](#), [May 8, 2020](#), [May 14, 2020](#), [June 8, 2020](#), [July 17, 2020](#), and [July 30, 2020](#); and
- (d) The description of the Common Stock contained in the [Form 8-A filed with the Commission on May 23, 2007](#) pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of further updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number		Description
4.1	(1)	Restated Certificate of Incorporation of the Registrant
4.2	(2)	Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant
4.3	(3)	Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant
4.4	(4)	Restated By-laws of the Registrant
4.5	(5)	Specimen Stock Certificate evidencing shares of common stock
4.6	(6)	Third Amended and Restated Investor Rights Agreement, dated as of September 13, 2006, as amended, by and among the Registrant and certain stockholders of the Registrant
5.1		Opinion of Troutman Pepper Hamilton Sanders LLP
23.1		Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2		Consent of Troutman Pepper Hamilton Sanders LLP (included in Exhibit 5.1)
24.1		Power of Attorney (included on the signature page)
99.1	(7)	Amended and Restated 2007 Equity Incentive Plan
99.2	(8)	Form of Performance-Based Restricted Stock Unit Award Agreement under the Amended and Restated 2007 Equity Incentive Plan
99.3	(9)	Form of Time-Based Restricted Stock Unit Award Agreement under the Amended and Restated 2007 Equity Incentive Plan
99.4	(10)	Form of Non-Qualified Stock Option Agreement (Domestic) under the Amended and Restated 2007 Equity Incentive Plan
99.5	(11)	Form of Non-Qualified Stock Option Agreement (International) under the Amended and Restated 2007 Equity Incentive Plan
99.6	(12)	Amended and Restated Director Option Plan

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- (1) Incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed on February 28, 2012.
- (2) Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 10, 2015.
- (3) Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 8, 2018.
- (4) Incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-141700), as amended, originally filed with the Commission on April 27, 2007.
- (5) Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (Registration No. 333-141700), filed with the SEC on May 17, 2007.
- (6) Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-141700), as amended, originally filed with the SEC on March 30, 2007).
- (7) Incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 24, 2020.
- (8) Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 30, 2016.
- (9) Incorporated by reference to Exhibit 99.5 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-233153) filed on August 8, 2019.
- (10) Incorporated by reference to Exhibit 99.6 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-233153) filed on August 8, 2019.
- (11) Incorporated by reference to Exhibit 99.7 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-233153) filed on August 8, 2019.
- (12) Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on June 18, 2010.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cranbury, state of New Jersey, on the 10th day of August, 2020.

AMICUS THERAPEUTICS, INC.

By: /s/ John F. Crowley

Name: John F. Crowley

Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Amicus Therapeutics, Inc., hereby severally constitute and appoint John F. Crowley, Bradley L. Campbell, Daphne Quimi and Ellen S. Rosenberg, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Amicus Therapeutics, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John F. Crowley</u> John F. Crowley	Chairman and Chief Executive Officer (Principal Executive Officer)	August 10, 2020
<u>/s/ Daphne Quimi</u> Daphne Quimi	Chief Financial Officer (Principal Financial Officer)	August 10, 2020
<u>/s/ Samantha Prout</u> Samantha Prout	Global Controller (Principal Accounting Officer)	August 10, 2020
<u>/s/ Lynn D. Bleil</u> Lynn D. Bleil	Director	August 10, 2020
<u>/s/ Bradley L. Campbell</u> Bradley L. Campbell	Director	August 10, 2020
<u>/s/ Robert Essner</u> Robert Essner	Director	August 10, 2020
<u>/s/ Margaret G. McGlynn, R.Ph.</u> Margaret G. McGlynn, R.Ph.	Director	August 10, 2020
<u>/s/ Michael G. Raab</u> Michael G. Raab	Director	August 10, 2020
<u>/s/ Glenn P. Sblendorio</u> Glenn P. Sblendorio	Director	August 10, 2020
<u>/s/ Craig A. Wheeler</u> Craig A. Wheeler	Director	August 10, 2020
<u>/s/ Burke W. Whitman</u> Burke W. Whitman	Director	August 10, 2020

August 10, 2020

Amicus Therapeutics, Inc.
1 Cedar Brook Drive
Cranbury, NJ 08512

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to the registration statement on Form S-8 (the "**Registration Statement**") of Amicus Therapeutics, Inc., a Delaware corporation (the "**Company**"), filed on the date hereof with the Securities and Exchange Commission (the "**Commission**"), under the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement covers an aggregate of (i) 9,500,000 shares (the "**Equity Plan Shares**"), of the Company's common stock, par value \$0.01 per share ("**Common Stock**") under the Company's Amended and Restated 2007 Equity Incentive Plan (as amended, the "**Equity Plan**"), and (ii) 595,126 shares of Common Stock (together, with the Equity Plan Shares, the "**Shares**") under the Company's Amended and Restated 2007 Director Option Plan (the "**Option Plan**").

We have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Company's Restated Certificate of Incorporation, as amended, the Company's Restated Bylaws, the Equity Plan, the Option Plan and such other agreements, instruments and documents as we have deemed appropriate in rendering this opinion. As to matters of fact, we have relied on certain representations of officers of the Company.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the legal capacity of all natural persons; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as certified or photocopies; the accuracy and completeness of all documents and records reviewed by us; the accuracy, completeness and authenticity of certificates issued by any governmental official, office or agency and the absence of change in the information contained therein from the effective date of any such certificate; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

We express no opinion herein as to the law of any state or jurisdiction other than the laws of the States of Delaware, including statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws of such states and the federal laws of the United States of America. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

Based on the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the Equity Plan or the Option Plan, as applicable, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP

Troutman Pepper Hamilton Sanders LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Amended and Restated 2007 Equity Incentive Plan and the Amended and Restated 2007 Director Option Plan of Amicus Therapeutics, Inc., of our reports dated March 2, 2020, with respect to the consolidated financial statements of Amicus Therapeutics, Inc., and the effectiveness of internal control over financial reporting of Amicus Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey
August 10, 2020
