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): **December 14, 2016**

AMICUS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-33497**	**71-0869350**
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1 Cedar Brook Drive, Cranbury, NJ		**08512**
(Address of Principal Executive Offices)		(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On December 14, 2016, Amicus Therapeutics, Inc. (the "Company") announced a proposed offering of $225 million aggregate principal amount of Convertible Senior Notes due 2023 (the "Convertible Notes") in a private offering to qualified institutional buyers that is exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), in reliance upon Rule 144A under the Securities Act. In connection with the pricing of the Convertible Notes, the Company expects to enter into capped call transactions with one or more financial institutions. The Company's press release announcing the launch of the offering of the Convertible Notes is filed as Exhibit 99.1 to this Current Report and is incorporated by reference herein.

In connection with the offering described above, the Company is disclosing certain information regarding its business to prospective investors in a confidential preliminary offering circular. This information is included in Exhibit 99.2 attached hereto and incorporated herein by reference.

Forward Looking Statements

This Current Report, including Exhibits 99.1 and 99.2, contain forwardlooking statements that involve substantial risks and uncertainties.. All statements, other than statements of historical facts, included in this Current Report and the documents incorporated by reference herein regarding our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans and objectives of management are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The words "anticipate," "believe," "estimate," "expect," "potential," "intend," "may," "plan," "predict," "project," "will," "should," "would" and similar expressions are intended to identify forward-looking statements, although not all forwardlooking statements contain these identifying words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their respective dates, and we undertake no obligation to update any forward-looking statement contained or incorporated by reference in this Current Report except as required by law. These forward looking statements are based on estimates and assumptions by our management that, although believed to be reasonable, are inherently uncertain and subject to a number of risks. The following represent some, but not necessarily all, of the factors that could cause actual results to differ from historical results or those anticipated or predicted by our forward-looking statements: the progress and results of our clinical trials of our drug candidates; the cost of manufacturing drug supply for our clinical and preclinical studies, including the significant cost of new Fabry ERT cell line development and manufacturing as well as the cost of manufacturing Pompe ERT; the scope, progress, results and costs of preclinical development, laboratory testing and clinical trials for our product candidates including those testing the use of pharmacological chaperones co-formulated and co-administered with ERT and for the treatment of LSDs; the future results of on-going or later clinical trials for SD-101, including our ability to obtain regulatory approvals and commercialize SD-101 and obtain market acceptance of SD-101; the future results of the on-ongoing clinical trial for ATB200/ATB2221, including our ability to obtain regulatory approvals

and commercialize ATB200/ATB2221; the future results of on-going preclinical and later clinical trials for CDKL5, including our ability to obtain regulatory approvals and commercialize CDKL5 and obtain market acceptance for CDKL5; the costs, timing and outcome of regulatory review of our product candidates; the number and development requirements of other product candidates that we pursue; the costs of commercialization activities, including product marketing, sales and distribution; the emergence of competing technologies and other adverse market developments; our ability to obtain reimbursement for migalastat; our ability to obtain market acceptance of migalastat in the EU; the costs of preparing, filing and prosecuting patent applications and maintaining, enforcing and defending intellectual property-related claims; the extent to which we acquire or invest in businesses, products and technologies; our ability to successfully integrate our recent acquisitions of Scioderm, Inc. and MiaMed, Inc. and their products and technologies into our business, including the possibility that the expected benefits of the transactions will not be fully realized by us or may take longer to realize than expected; and our ability to establish collaborations and obtain milestone, royalty or other payments from any such collaborators; and the other risks and uncertainties discussed under the caption entitled "Risk Factors" herein and in our periodic filings, including our Annual Report on Form 10-K for the year ended December 31, 2015 and in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2016.

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.

Date: December 14, 2016

By: /s/ ELLEN S. ROSENBERG
Name: Ellen S. Rosenberg
Title: General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated December 14, 2016 titled "Amicus Therapeutics Announces Proposed Offering of Convertible Senior Notes."
99.2	Excerpts from the Preliminary Offering Circular dated December 14, 2016

Amicus Therapeutics Announces Proposed Offering of Convertible Senior Notes

CRANBURY, NJ, December 14, 2016 — Amicus Therapeutics (Nasdaq: FOLD), a global biotechnology company at the forefront of rare and orphan diseases, announced today that it intends to offer $225,000,000 aggregate principal amount of convertible senior notes due 2023 (the "notes") in a private placement under the Securities Act of 1933, as amended (the "Securities Act"). Amicus intends to grant the initial purchasers an option, exercisable for 30 days, to purchase up to an additional $25 million aggregate principal amount of notes on the same terms and conditions, solely to cover over-allotments, if any. The offering is subject to market and other conditions, and there can be no assurance as to whether the offering may be completed, or as to the actual size or terms of the offering.

The notes will be senior unsecured obligations of Amicus with interest payable semi-annually. The notes may be converted at the option of holders, under certain circumstances and during certain periods, into cash, shares of Amicus' common stock or a combination of cash and shares of Amicus' common stock (with the form of consideration at Amicus' election). The interest rate, conversion rate and certain other terms will be determined at the time of the pricing of the offering.

In connection with the pricing of the notes, Amicus expects to enter into privately negotiated capped call transactions with one or more financial institutions, which may include one or more of the initial purchasers or their respective affiliates (the "option counterparties"). The capped call transactions are expected generally to reduce the potential dilution to existing stockholders and/or offset the potential cash payments Amicus would be required to make in excess of the principal amount of the notes upon their conversion, with such reduction and/or offset subject to a cap.

In connection with establishing their initial hedges of the capped call transactions, Amicus expects that the option counterparties and/or their respective affiliates will enter into various derivative transactions with respect to Amicus' common stock concurrently with or shortly after the pricing of the notes and that the option counterparties (and/or their respective affiliates) may unwind these various derivative transactions and/or purchase shares of Amicus's common stock in open market transactions shortly following the pricing of the notes. These activities could have the effect of increasing (or reducing the size of any decrease in) the market price of Amicus's common stock or the notes at that time. In addition, the option counterparties (and/or their respective affiliates) may modify their hedge positions by entering into or unwinding various derivatives with respect to Amicus's common stock and/or purchasing or selling Amicus's common stock or other securities of Amicus in secondary market transactions following the pricing of the notes and prior to the maturity of the notes. Any of these activities could cause or avoid an increase or a decrease in the market price of Amicus's common stock or the notes.

Amicus intends to use a portion of the net proceeds from the offering to refinance existing unsecured debt and to fund the cost of the capped call transactions. Amicus expects to use the remaining net proceeds from the offering for general corporate purposes. If the initial purchasers exercise their over-allotment option, Amicus may use a portion of the net proceeds from the sale of the additional notes to enter into additional capped call transactions, and intends to use the remaining net proceeds from the sale of additional notes for general corporate purposes.

The offering is being made to qualified institutional buyers pursuant to Rule 144A under the Securities Act. Neither the notes nor any shares of Amicus's common stock issuable upon conversion of the notes have been or are expected to be registered under the Securities Act or under any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

About Amicus Therapeutics

Amicus Therapeutics (Nasdaq: FOLD) is a global biotechnology company at the forefront of therapies for rare and orphan diseases. The Company has a robust pipeline of advanced therapies for a broad range of human genetic diseases. Amicus' lead programs in development include the small molecule pharmacological chaperone migalastat as a monotherapy for Fabry disease, SD-101 for Epidermolysis Bullosa (EB), as well as novel enzyme replacement therapy (ERT) and biologic products for Fabry disease, Pompe disease, and other rare and devastating diseases.

Forward-Looking Statements

This press release includes forward-looking statements regarding Amicus's financing plans, including statements related to Amicus's intent to offer, subject to market and other considerations, the notes, Amicus's intended use of the net proceeds of the offering and the actions of the option counterparties or their affiliates with respect to the capped call transactions. These statements constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words "may," "might," "will," "should," "estimate," "project," "plan," "anticipate," "expect," "intend," "outlook," "believe" and other similar expressions are intended to identify forward looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release and Amicus undertakes no obligation to update any forward-looking statement in this press release except as required by law. These forward looking statements are based on estimates and assumptions by Amicus's management that, although believed to be reasonable, are inherently uncertain and subject to a number of risks. There can be no assurance that Amicus will be able to complete the proposed offering of notes on acceptable terms, or at all. Actual results may differ materially from those anticipated or predicted by Amicus's forward-looking statements as a result of various important factors, including, but not limited to, the terms of the notes and the offering, the risks and uncertainties related to whether or not Amicus will consummate the offering, and the impact of general economic, industry, market or political conditions. In addition, all forward-looking statements are subject to other risks detailed in our Annual Report on Form 10-K for the year ended December 31, 2015 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2016. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, and we undertake no obligation to revise or update this news release to reflect events or circumstances after the date hereof.

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Exhibit 99.2

Excerpts from the Preliminary Offering Circular dated December 14, 2016

Overview

We are a global, patient-focused biotechnology company engaged in the discovery, development and commercialization of a diverse set of novel treatments for patients living with devastating rare and orphan diseases. We own exclusive global rights to three clinical programs that have the potential to address significant unmet needs, each with $500 million to $1 billion estimated global market opportunities.

Our lead product, migalastat HCl, or migalastat, is an orally administered small molecule that can be used as a monotherapy for Fabry disease, a Lysosomal Storage Disorder, or LSD. In May 2016, we announced that the European Commission had granted full approval for the oral small molecule pharmacological chaperone Galafold™ (migalastat) as a first-line therapy for long-term treatment of adults and adolescents aged 16 years and older with a confirmed diagnosis of Fabry disease (alpha-galactosidase A deficiency) and who have an amenable mutation. The approved label includes 313 Fabry-causing mutations, which represent up to half of all patients with Fabry disease. We commenced commercial shipments of Galafold in the European Union, or the EU, in the second quarter of 2016 and recognized net product sales of $2.1 million in the third quarter of 2016. On November 28, 2016, we announced our U.S. Regulatory Pathway for migalastat for Fabry disease.

We are also in Phase 3 clinical development of a novel topical medicine, SD-101 (allantoin 6%), for the treatment of the genetic connective tissue disorder Epidermolysis Bullosa, for which no other pharmacological therapies are currently approved. We have also initiated a Phase 1/2 clinical study in patients with Pompe disease, another LSD, to investigate our novel treatment paradigm that consists of ATB200, a uniquely engineered recombinant human acid alpha-glucosidase, or rhGAA, enzyme with an optimized carbohydrate structure to enhance uptake, co-administered with a pharmacological chaperone, AT2221, to improve activity and stability. Leveraging our biologics capabilities and platform technologies, we are also investigating preclinical and discovery programs in other rare and devastating diseases including cyclin-dependent kinase-like 5, or CDKL5, deficiency. We believe that our platform technologies and our advanced product pipeline uniquely position us at the forefront of developing therapies to potentially address significant unmet needs for devastating rare and orphan diseases.

On a regular basis we consider potential collaborations, alliances, and other business development opportunities to enhance our strategic plan to develop and provide therapies to patients living with rare and orphan diseases and support our continued expansion as a commercial biotechnology company. We are currently exploring opportunities for licensing migalastat to further enhance the development of the product in markets around the world.

We expect that the anticipated proceeds from this offering combined with existing cash will be sufficient to fund our operations into 2019.