

**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): **June 8, 2023**

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.)

3675 Market Street, Philadelphia, PA 19104
(Address of Principal Executive Offices, and Zip Code)

215-921-7600
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))

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 Par Value \$0.01	FOLD	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

Item 5.03 – Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 8, 2023, Amicus Therapeutics, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, as described below under Item 5.07, the stockholders of the Company approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to eliminate or limit the personal liability of certain Company officers for monetary damages for breach of fiduciary duty as an officer, except to the extent such an exemption from liability or limitation thereof is not permitted by Delaware General Corporation Law (the “Amendment”). The Amendment became effective upon the Company’s filing of a Certificate of Amendment to the Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware on June 8, 2023 (the “Certificate of Amendment”). The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 5.07 - Submission of Matters to a Vote of Security Holders.

At the 2023 Annual Meeting of Stockholders of the Company, held on June 8, 2023, the Company’s stockholders elected Lynn D. Bleil and Bradley L. Campbell as Class I directors to serve a three-year term expiring at the 2026 Annual Meeting of Stockholders and until their respective successors have been elected. In addition, the stockholders (i) approved the Amended and Restated 2007 Equity Incentive Plan, (ii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, (iii) approved, on an advisory basis, the compensation paid to the Company’s named executive officers, (iv) approved, on an advisory basis, every year as the frequency of the stockholder advisory vote on compensation paid to the Company’s named executive officers, (v) approved the adoption of the Amicus Therapeutics, Inc. 2023 Employee Stock Purchase Plan, and (vi) approved the amendment to the Company’s Amended and Restated Certificate of Incorporation to limit the liability of certain officers of the Company. The final voting results on these matters were as follows:

1. Election of Directors.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Lynn D. Bleil	230,953,927	7,130,503	9,633,404
Bradley L. Campbell	234,192,987	3,891,443	9,633,404

2. Approval of the Amended and Restated 2007 Equity Incentive Plan.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
233,613,440	4,249,485	221,505	9,633,404

3. Ratification of Ernst & Young LLC as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2023.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
244,703,546	2,910,798	103,490	-

4. Approval, on an advisory basis, of the Company's executive compensation.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
234,564,815	2,990,153	529,462	9,633,404

5. Approval, on an advisory basis, of the frequency with which the Company will hold an advisory vote on executive compensation.

One Year	Two Years	Three Years	Votes Abstain	Broker Non-Votes
237,871,957	41,044	118,319	53,110	-

Based on the votes above, the Company will hold an advisory vote on the compensation of its named executive officers every year until the next required vote on the frequency of executive compensation is held.

6. Approval of the Amicus Therapeutics, Inc. 2023 Employee Stock Purchase Plan.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
236,770,951	868,243	445,236	9,633,404

7. Approval of the Amendment to the Company's Restated Certificate of Incorporation to limit the liability of certain officers.

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
182,903,050	55,130,799	50,581	9,633,404

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation, dated June 8, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Signature Page

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: June 13, 2023

AMICUS THERAPEUTICS, INC.

By: /s/ Ellen S. Rosenberg

Name: Ellen S. Rosenberg

Title: Chief Legal Officer and Corporate Secretary

**CERTIFICATE OF AMENDMENT OF THE
RESTATED CERTIFICATE OF
INCORPORATION**

OF

AMICUS THERAPEUTICS, INC.

AS OF JUNE 8, 2023

(Pursuant to § 242 of the General Corporation Law of the State of Delaware)

AMICUS THERAPEUTICS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. A Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was filed with the Secretary of State of the State of Delaware on June 5, 2007.
2. A Certificate of Amendment of the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 17, 2012.
3. A Certificate of Amendment of the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 10, 2015.
4. A Certificate of Amendment of the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 8, 2018.

FIRST: Pursuant to Section 242 of the General Corporation Law of the State of Delaware ("DGCL"), the Board of Directors of the Corporation duly adopted resolutions on April 13, 2023 setting forth an amendment to the Certificate of Incorporation of the Corporation, as amended; declaring said amendment to be advisable; and directing that the amendment be presented to the stockholders of the Corporation at the next annual meeting thereof. The resolution adopted by the Board provided that the Certificate of Incorporation filed on June 5, 2007, as amended January 17, 2012, June 10, 2015 and June 8, 2018, be further amended by deleting ARTICLE SIXTH and inserting the following in lieu thereof such that ARTICLE SIXTH shall read in its entirety as follows:

"SIXTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Sixth shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transactions from which the director derived an improper personal benefit. No amendment to or repeal of this Article Sixth shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to June 5, 2007.

No officer of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as an officer, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Sixth shall not eliminate or limit the liability of an officer, to the extent such liability is provided by applicable law, (i) for any breach of the officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transactions from which the officer derived an improper personal benefit or (iv) in any action by or in the right of the Corporation. This Article shall not eliminate or limit the liability of an officer for any act or omission occurring prior to June 8, 2023."

SECOND: Pursuant to the resolution of the Board of Directors of the Corporation, the stockholders of the Corporation duly approved and adopted said amendment at a duly called annual meeting of the Corporation's stockholders, at which meeting the necessary number of shares were voted in favor of the amendment in accordance with Sections 222 and 242 of the DGCL.

THIRD: This amendment shall become effective upon filing.

[Remainder of page intentionally left blank]

THE UNDERSIGNED, being the Chief Legal Officer and Corporate Secretary of the Corporation, for the purpose of amending the Corporation's Certificate of Incorporation pursuant to the DGCL, does make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation this 8th day of June, 2023.

AMICUS THERAPEUTICS, INC.

By: /s/ Ellen S. Rosenberg
Name: Ellen S. Rosenberg
Title: Chief Legal Officer and Corporate Secretary
