

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 13, 2019**

AMICUS THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

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))

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

On December 13, 2019, the Compensation Committee of the Board of Directors of Amicus Therapeutics, Inc. (the "Company") approved an amendment (the "Amendment") to the Company's Cash Deferral Plan (the "Plan"). The Amendment adds certain Company subsidiaries as participants in the Plan.

The foregoing description of the Amendment is qualified in its entirety by reference to such Amendment, a copy of which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
<u>10.1</u>	<u>Amendment #2 to the Amicus Therapeutics, Inc. Cash Deferral Plan</u>

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: December 19, 2019

AMICUS THERAPEUTICS, INC.

By: /s/ Ellen S. Rosenberg

Name: Ellen S. Rosenberg

Title: Chief Legal Officer and Corporate Secretary

**AMENDMENT NO. 2
TO THE
AMICUS THERAPEUTICS, INC.
CASH DEFERRAL PLAN**

WHEREAS, the Board of Directors (the “**Board**”) of Amicus Therapeutics, Inc. (the “**Company**”) have previously approved the Amicus Therapeutics, Inc. Cash Deferral Plan, as amended (the “**Plan**”);

WHEREAS, pursuant to the terms of Plan, the Board is empowered to amend the Plan; and

WHEREAS, the Company wishes to provide opportunities to participate in the Plan to eligible service providers who provide service to certain of the Company’s subsidiaries as set forth in this Amendment #2 to the Plan (the “**Amendment**”).

NOW THEREFORE, the Plan is amended as follows effective as of the date hereof:

1. Section 2.23 in the Plan’s adoption agreement (the “**Adoption Agreement**”) is hereby amended and restated, which shall read in its entirety as follows:

“2.23 Participating Employer(s): As of December 13, 2019, the following Participating Employer(s) are parties to the Plan:

<u>Name of Employer</u>	<u>Address</u>	<u>Telephone No.</u>	<u>EIN</u>
Amicus Therapeutics, Inc.	1 Cedar Brook Drive Cranbury, NJ 08512	609-662-2000	71-0869350
Amicus Therapeutics US, Inc.	1 Cedar Brook Drive Cranbury, NJ 08512	609-662-2000	82-3160503
Amicus Biologics, Inc.	1 Cedar Brook Drive Cranbury, NJ 08512	609-662-2000	83-0932048

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

3. The Authorized Officers (John Crowley, Bradley Campbell, Ellen Rosenberg, Daphne Quimi) be, and each of them hereby is, authorized, directed and empowered on behalf of the Company to (a) make, enter into, execute, deliver, file and record any and all documents, agreements, certificates and instruments, (b) pay or cause to be paid any and all expenses and fees and disburse such other funds of the Company, and (c) take any and all such other actions as

any such Authorized Officer or Authorized Officers may determine in his, her or their discretion to be necessary or advisable to effectuate the foregoing resolutions, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority and that any and all actions taken by the Authorized Officers prior to the date hereof in connection with, and consistent with, the foregoing resolutions are hereby ratified, approved and confirmed in all respects.

To record the adoption of this Amendment #2, to the Amicus Therapeutics, Inc. Cash Deferral Plan, the Company has caused its authorized officer to affix its corporate name this 13th day of December, 2019.

AMICUS THERAPEUTICS, INC.

By: _____