

AMICUS THERAPEUTICS INC
Form 4
February 28, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FHM IV LP

2. Issuer Name and Ticker or Trading Symbol
AMICUS THERAPEUTICS INC
[FOLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 UNION STREET, SUITE 3200

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2008

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
SEATTLE, WA 98101

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|---|
| | | | Code | V | Amount | Price | | | |
| Common Stock | 02/28/2008 | | P | | 100 | \$ 9.97 | 753,119 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | | 100 | \$ 9.98 | 753,219 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | | 300 | \$ 9.99 | 753,519 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | | 900 | \$ 10 | 754,419 | I | By Frazier Healthcare |

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| | | | | | | | | |
|--------------|------------|---|-----|---|-----------|---------|---|--|
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.02 | 754,519 | I | V, LP <u>(1)</u> <u>(2)</u> By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.025 | 754,619 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 261 | A | \$ 10.03 | 754,880 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 801 | A | \$ 10.04 | 755,681 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 900 | A | \$ 10.05 | 756,581 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.055 | 756,681 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 421 | A | \$ 10.09 | 757,102 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 179 | A | \$ 10.1 | 757,281 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 123 | A | \$ 10.12 | 757,404 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 77 | A | \$ 10.13 | 757,481 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.14 | 757,581 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 200 | A | \$ 10.15 | 757,781 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.16 | 757,881 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 400 | A | \$ 10.49 | 758,281 | I | By Frazier Healthcare V, LP <u>(1)</u> <u>(2)</u> |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|-----------|---|--|
| Common Stock | 02/28/2008 | | P | 500 | A | \$ 10.05 | 758,781 | I | By Frazier Healthcare V, LP ⁽¹⁾ ⁽²⁾ |
| Common Stock | | | | | | | 2,586,886 | I | By Frazier Healthcare IV, LP ⁽²⁾ ⁽³⁾ |
| Common Stock | | | | | | | 13,128 | I | By Frazier Affiliates IV, LP ⁽²⁾ ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FHM IV LP 601 UNION STREET, SUITE 3200 SEATTLE, WA 98101 | | X | | |
| Frazier Healthcare V, LP 601 UNION STREET, SUITE 3200 SEATTLE, WA 98101 | | X | | |
| | | | X | |

FHM V, LP
601 UNION STREET, SUITE 3200
SEATTLE, WA 98101

FHM V, LLC
601 UNION STREET, SUITE 3200 X
SEATTLE, WA 98101

FRAZIER HEALTHCARE IV LP
601 UNION STREET, SUITE 3200 X
SEATTLE, WA 98101

FRAZIER AFFILIATES IV LP
601 UNION STREET, SUITE 3200 X
SEATTLE, WA 98101

Signatures

FHM IV, LP, By: FHM IV, LLC, its General Partner, By: /s/ Thomas S. Hodge, Chief Operating Officer 02/28/2008

__Signature of Reporting Person Date

Frazier Healthcare V, LP, By: FHM V, LP, its General Partner, By: FHM V, LLC, its General Partner, By: /s/ Thomas S. Hodge, Chief Operating Officer 02/28/2008

__Signature of Reporting Person Date

FHM V, LP, By: FHM V, LLC, its General Partner, By: /s/ Thomas S. Hodge, Chief Operating Officer 02/28/2008

__Signature of Reporting Person Date

FHM V, LLC, By: /s/ Thomas S. Hodge, Chief Operating Officer 02/28/2008

__Signature of Reporting Person Date

Frazier Healthcare IV, LP, By: FHM IV, LP, its General Partner, By: FHM IV, LLC, its General Partner, By: /s/ Thomas S. Hodge, Chief Operating Officer 02/28/2008

__Signature of Reporting Person Date

Frazier Affiliates IV, LP, By: FHM IV, LP, its General Partner, By: FHM IV, LLC, its General Partner, By: /s/ Thomas S. Hodge, Chief Operating Officer 02/28/2008

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The securities are owned directly by Frazier Healthcare V, LP. FHM V, LP, a joint filer, serves as the general partner of Frazier Healthcare V, LP and FHM V, LLC, serves as the general partner of FHM V, LP. FHM V, LP and FHM V, LLC disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) There is no direct relationship among or between FHM V, LLC, FHM V, L.P. and Frazier Healthcare V, L.P., on the one hand, and FHM IV, LP, Frazier Healthcare IV, LP and Frazier Affiliates IV, LP, on the other. Beneficial ownership of Issuer shares as described herein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

(3) The securities are owned directly by the entity listed. Frazier Healthcare IV, LP and Frazier Affiliates IV, LP are joint filers. The designated filer, FHM IV, LP, serves as the general partner of Frazier Healthcare IV, LP and Frazier Affiliates IV, LP. FHM IV, LP disclaims beneficial ownership of the reported securities, except to the extent of its proportionate pecuniary interest therein.

Remarks:

Exhibit 99.1 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.