

AMICUS THERAPEUTICS INC
 Form 3
 May 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Topper James N
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/30/2007

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O FRAZIER
 HEALTHCARE, 550
 HAMILTON AVE., SUITE 100
 (Street)

(Check all applicable)

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

PALO ALTO, CA 94301
 (City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (1) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	988,446 (1)	\$ 0 (1)	I	Frazier Healthcare IV, L.P. (2)
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	5,016 (1)	\$ 0 (1)	I	Frazier Affiliates IV, L.P. (2)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,011,088 (1)	\$ 0 (1)	I	Frazier Healthcare IV, L.P. (2)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	5,132 (1)	\$ 0 (1)	I	Frazier Affiliates, IV, L.P. (2)
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	572,310 (1)	\$ 0 (1)	I	Frazier Healthcare IV, L.P. (2)
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,904 (1)	\$ 0 (1)	I	Frazier Affiliates IV, L.P. (2)
Series B Convertible Preferred Stock Warrant (right to buy)	Â (3)	Â (3)	Series B Convertible Preferred Stock	15,042	\$ 6.375	I	Frazier Healthcare IV, L.P. (2)
Series B Convertible Preferred Stock Warrant (right to buy)	Â (3)	Â (3)	Series B Convertible Preferred Stock	76	\$ 6.375	I	Frazier Affiliates IV, L.P. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Topper James N C/O FRAZIER HEALTHCARE 550 HAMILTON AVE., SUITE 100 PALO ALTO, CA 94301	Â X	Â X	Â	Â

Signatures

James N. Topper 05/30/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1)

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Each share is convertible and will automatically convert on a 1-for-1 basis into the Issuer's common stock upon the closing of the Issuer's initial public offering of common stock pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission. These shares have no expiration date.

- The securities are owned directly by the entity listed. The reporting person is a limited partner of FHM IV, LP, the general partner of Frazier Healthcare IV, LP and Frazier Affiliates IV, LP. Voting and investment power over such shares is exercised by FHM IV, LLC in
- (2) its role as the general partner of FHM IV, LP. The reporting person disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein, 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 warrants to purchase Series B convertible preferred stock will automatically be exercised for cash immediately prior to the closing of the Issuer's initial public offering.

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

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