

AMICUS THERAPEUTICS INC  
Form S-8  
June 15, 2011

As filed with the Securities and Exchange Commission on June 15, 2011.

File No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**AMICUS THERAPEUTICS, INC.**  
*(Exact Name of Registrant as Specified in Its Charter)*

**DELAWARE**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**71-0869350**  
*(I.R.S. Employer  
Identification No.)*

**6 Cedar Brook Road, Cranbury, NJ 08512**  
*(Address of Principal Executive Office)( Zip Code)*

**AMENDED AND RESTATED 2007 EQUITY INCENTIVE PLAN  
AMENDED AND RESTATED 2007 DIRECTOR OPTION PLAN**  
*(Full title of the plan)*

**Geoffrey P. Gilmore**  
**Senior Vice President, General Counsel and Secretary**  
**Amicus Therapeutics, Inc.**  
**6 Cedar Brook Road**  
**Cranbury, NJ 08512**  
*(Name and address of Agent for Service)*

**(609) 662-2000**  
*(Telephone Number for agent for service)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

	<b>Proposed</b>	<b>Proposed</b>	<b>Amount</b>
<b>Amount</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Of</b>

<b>Title Of</b>	<b>To Be Registered</b>	<b>Offering Price Per Share</b>	<b>Aggregate Offering Price</b>	<b>Registration Fee</b>
<b>Securities To Be Registered</b>	(1)	(2)	(2)	<b>Fee</b>
<b>Amended and Restated 2007 Equity Incentive Plan</b> Common Stock (par value \$0.01 per share)	7,000,000	\$ 7.44	\$ 52,080,000	\$ 6,047
<b>Amended and Restated 2007 Director Option Plan</b> Common Stock (par value \$0.01 per share)	360,798	\$ 7.44	\$ 2,684,338	\$ 312

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares of common stock that may be offered or issued in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock under those plans, or other similar event.
- (2) Estimated pursuant to Rule 457(c) solely for purposes of calculating the amount of the registration fee, based on the average of the high and low prices of the Registrant's common stock reported on June 13, 2011 as reported on The NASDAQ Stock Market, LLC.
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**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to effect the registration of (i) an additional 7,000,000 shares of Common Stock of Amicus Therapeutics, Inc. (the ***Registrant*** ) under the Registrant's Amended and Restated 2007 Equity Incentive Plan and (ii) an additional 360,798 shares of Common Stock of the Registrant under the Registrant's Amended and Restated 2007 Director Option Plan. The contents of the Registration Statements on Form S-8 filed by the Registrant on August 10, 2007 (File No. 333-157219) and February 10, 2009 (File No. 333-145305), are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1(1)	Amicus Therapeutics, Inc Amended and Restated 2007 Equity Incentive Plan
4.2(2)	Amicus Therapeutics, Inc Amended and Restated 2007 Director Option Plan
5.1	Opinion of Pepper Hamilton LLP*
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm*
23.2	Consent of Pepper Hamilton LLP (included in Exhibit 5.1)*
24	Power of Attorney (included in signature page hereto)*

(1) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on May 24, 2011.

(2) Incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on June 15, 2010.

\* Filed herewith

**SIGNATURES AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the city of Cranbury, state of New Jersey, on the 14<sup>th</sup> day of June, 2011.

AMICUS THERAPEUTICS, INC.

By: /s/ Matthew R. Patterson  
Name: Matthew R. Patterson  
Title: President and Acting Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned officers and directors of the Company, hereby severally constitute and appoint Matthew R. Patterson and Geoffrey P. Gilmore, and all or any one of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of the 14<sup>th</sup> day of June, 2011.

<b>Signature</b>	<b>Title</b>
/s/ Matthew R. Patterson	President and Acting Chief Executive Officer (Principal Executive Officer)
Matthew R. Patterson	
/s/ Daphne Quimi	Corporate Controller (Principal Financial and Accounting Officer)
Daphne Quimi	
/s/ John F. Crowley	Director
John F. Crowley	
/s/ Sol J. Barer, Ph.D.	Director
Sol J. Barer, Ph.D.	
/s/ Alexander E. Barkas, Ph.D.	Director
Alexander E. Barkas, Ph.D.	



<b>Signature</b>	<b>Title</b>
/s/ James Barrett, Ph.D. James Barrett, Ph.D.	Director
/s/ Donald J. Hayden, Jr. Donald J. Hayden, Jr.	Director
/s/ Margaret G. McGlynn, R.Ph. Margaret G. McGlynn, R.Ph.	Director
/s/ Michael G. Raab Michael G. Raab	Director
/s/ Glenn P. Sblendorio Glenn P. Sblendorio	Director
/s/ James N. Topper, M.D., Ph.D. James N. Topper, M.D., Ph.D.	Director

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**EXHIBIT INDEX**

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