

TRAINOR III EUGENE A
Form 3/A
June 06, 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 *

NEW ENTERPRISE ASSOCIATES 11 LP

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

(Check all applicable)

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

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

05/31/2007

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)

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) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(I)
(Instr. 5)

Series D Convertible Preferred Stock (1) (2) Common Stock 1,643,472 (5) \$ (3) D (4) (6)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|--------------------------|-------------------------------------|--------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 11 LP 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| NEA PARTNERS 11 LP 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| NEA 11 GP, LLC 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| BARRETT M JAMES 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| BASKETT FOREST 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| DRANT RYAN D 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| KOLLURI KRISHNA KITTU 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| LINEHAN CHARLES M 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| SANDELL SCOTT D 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| TRAINOR III EUGENE A 1119 ST. PAUL STREET BALTIMORE, MD 21202 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signatures

/s/ Shawn Conway,
attorney-in-fact

06/06/2007

**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) Convertible at any time.

(2) Not applicable.

(3) Each share of Preferred Stock will automatically convert into one (1) share of Common Stock upon the closing of the Issuer's initial public offering.

The securities are directly held by New Enterprise Associates 11, Limited Partnership ("NEA 11") and indirectly held by NEA Partners 11, Limited Partnership ("NEA Partners 11"), the sole general partner of NEA 11, NEA 11 GP, LLC ("NEA GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA GP (NEA Partners 11, NEA GP and the individual managers of NEA GP together, the "Indirect Reporting Person"). The individual managers of NEA GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Krishna "Kittu" Kolluri, C. Richard Kramlich, Charles M. Linehan, Charles W. Newhall III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor III. Each Indirect Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which such Indirect Reporting Person has no actual pecuniary interest therein.

(5) The amount of underlying securities contained in the original Form 3 filed by the Reporting Person was reported as 1,634,473 shares of Common Stock. The correct amount of underlying securities is 1,643,472 shares of Common Stock.

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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