

AMICUS THERAPEUTICS INC
 Form 4
 June 07, 2007

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

OMB APPROVAL

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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 *
 CHL Medical Partners II, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2007

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

C/O GREGORY M. WEINHOFF, 1055 WASHINGTON BLVD.

(Street)

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

STAMFORD, CT 06901

(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)	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	(A) or (D)	Price		
Common Stock	06/05/2007		C		1,850,540	A	Ⓣ 1,975,456	D	
Common Stock	06/05/2007		C		124,683	A	Ⓣ 2,108,554	I	By CHL Medical Partners II Side Fund, L.P. (2)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	06/05/2007		C	83,278	04/15/2002	(1)	Common Stock	83,278 (1)
Series A Convertible Preferred Stock	(1)	06/05/2007		C	5,611	04/15/2002	(1)	Common Stock	5,611 (1)
Series B Convertible Preferred Stock	(1)	06/05/2007		C	734,803	05/04/2004	(1)	Common Stock	734,803 (1)
Series B Convertible Preferred Stock	(1)	06/05/2007		C	49,509	05/04/2004	(1)	Common Stock	49,509 (1)
Series B Convertible Preferred Stock	(1)	06/05/2007		C	11,182	04/18/2006	(1)	Common Stock	11,182 (1)
Series B Convertible Preferred Stock	(1)	06/05/2007		C	753	04/18/2006	(1)	Common Stock	753 (1)

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Series C Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	247,850	08/16/2005	<u>(1)</u>	Common Stock	247,850 <u>(1)</u>
Series C Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	16,669	08/16/2005	<u>(1)</u>	Common Stock	16,699 <u>(1)</u>
Series C Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	247,850	04/17/2006	<u>(1)</u>	Common Stock	247,850 <u>(1)</u>
Series C Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	16,669	04/17/2006	<u>(1)</u>	Common Stock	16,699 <u>(1)</u>
Series D Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	96,233	09/13/2006	<u>(1)</u>	Common Stock	96,233 <u>(1)</u>
Series D Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	6,484	09/13/2006	<u>(1)</u>	Common Stock	6,484 <u>(1)</u>
Series D Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	96,233	03/09/2007	<u>(1)</u>	Common Stock	96,233 <u>(1)</u>
Series D Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	6,484	03/09/2007	<u>(1)</u>	Common Stock	6,484 <u>(1)</u>
Series A Convertible Preferred Stock	<u>(1)</u>	06/05/2007	C	333,111	07/15/2002	<u>(1)</u>	Common Stock	333,111 <u>(1)</u>
Series A Convertible	<u>(1)</u>	06/05/2007	C	22,444	07/15/2002	<u>(1)</u>	Common Stock	22,444 <u>(1)</u>

Preferred
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHL Medical Partners II, L.P. C/O GREGORY M. WEINHOF 1055 WASHINGTON BLVD. STAMFORD, CT 06901		X		

Signatures

CHL Medical Partners II, L.P., By: Collinson, Howe & Lennox II, LLC, its General Partner,
By: /s/ Gregory M. Weinhoff

06/06/2007

__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).

(1) Each of the Series A Convertible Preferred Stock, the Series B Convertible Preferred Stock, the Series C Convertible Preferred Stock and the Series D Convertible Preferred Stock automatically converted into Amicus Therapeutics, Inc. common stock on a one-for-one basis upon the closing of Amicus Therapeutics, Inc.'s initial public offering on June 5, 2007.

(2) These shares are owned by CHL Medical Partners II Side Fund, L.P., which is under common control with CHL Medical Partners II, L.P. Collinson, Howe & Lennox II, LLC serves as the sole general partner of CHL Medical Partners II Side Fund, L.P. and CHL Medical Partners II, L.P. and is the indirect beneficial owner of these shares. CHL Medical Partners II, L.P. disclaims beneficial ownership of such shares except to the extent of its 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.

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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