

Andrews Kurt J.
Form 4
July 05, 2018

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 *
Andrews Kurt J.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Human Resources

(Last) (First) (Middle)
1 CEDAR BROOK DRIVE,, C/O
AMICUS THERAPEUTICS, INC.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/02/2018

CRANBURY, NJ 08512

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) | | | 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 07/02/2018 | | M | | | 5,000 | A | \$ 6.13 | 40,469 | D | |
| Common Stock | 07/02/2018 | | S ⁽¹⁾ | | | 5,000 | D | \$ 15.6331 | 35,469 | D | |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 6.13 | 07/02/2018 | | M | 5,000 | ⁽³⁾ 02/01/2026 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Andrews Kurt J. 1 CEDAR BROOK DRIVE, C/O AMICUS THERAPEUTICS, INC. CRANBURY, NJ 08512 | | | SVP, Human Resources | |

Signatures

Carol Welch Attorney-in-Fact for Kurt J. Andrews
Date: 07/05/2018

**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) The exercise of stock options and subsequent sale of common stock were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2017.

(2) This price is the weighted average price for the transactions reported on this line. The prices for the transactions reported on this line range from \$15.45 to \$15.89. The reporting person undertakes to provide, upon request, by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the total aggregate number of options granted, vested on February 1, 2017. The remaining options began to vest and become exercisable in a series of thirty-five successive equal monthly installments on March 1, 2017, with the final installment vesting on February 1, 2020.

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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