

KOLLURI KRISHNA KITTU
 Form 4
 March 09, 2012

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 *
 NEW ENTERPRISE ASSOCIATES
 11 LP

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)
 1954 GREENSPRING DRIVE,
 SUITE 600,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/07/2012

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

TIMONIUM, MD 21093

(City) (State) (Zip)

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

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

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 | 03/07/2012 | | | P | 925,154 | A | 5.7 <u>(1)</u> |
| | | | | | 4,584,311 | D <u>(2)</u> | |

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

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SEC 1474
 (9-02)

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

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 11 LP 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093 | | X | | |
| NEA PARTNERS 11 LP 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| NEA 11 GP, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093 | | X | | |
| BASKETT FOREST 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| DRANT RYAN D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| KOLLURI KRISHNA KITTU 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |

Signatures

/s/ Shawn Conway,
attorney-in-fact

03/09/2012

__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) On March 7, 2012, New Enterprise Associates 11, Limited Partnership ("NEA 11"), purchased 925,154 shares of Common Stock in the Issuer's registered underwritten public offering at the price to the public of \$5.70 per share.
- The securities are directly held by 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 Persons"). The individual
- (2) managers of NEA GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Krishna "Kitu" Kolluri, C. Richard Kramlich, Charles W. Newhall III, Mark W. Perry and Scott D. Sandell. Each Indirect Reporting Persons disclaim 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 Persons have no pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.