

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 3, 2016**

**AMICUS THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of Incorporation)

**001-33497**

(Commission File Number)

**71-0869350**

(IRS Employer Identification No.)

**1 Cedar Brook Drive, Cranbury, NJ**

(Address of Principal Executive Offices)

**08512**

(Zip Code)

Registrant's telephone number, including area code: **(609) 662-2000**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Compensatory Arrangements of Certain Officers.**

On June 3, 2016, the Compensation Committee (the "Compensation Committee") of the Board of Directors (the "Board") of Amicus Therapeutics, Inc. (the "Company"), approved the Management Bonus Program Summary (the "Bonus Program").

The Compensation Committee will determine whether to make payouts under the Bonus Program on an annual basis. Under the Bonus Program, each participant receives an annual bonus target determined by a participant's level in the Company. The annual bonus target for each participant is set forth in the table below.

<b>Title</b>	<b>Bonus Target as a Percentage of Base Salary or Eligible Base Cash Compensation</b>	<b>Range of Individual Performance Modifier</b>
Chief Executive Officer	60%	N/A
President	50%	0-133%
Chief	40%	0-133%
Sr. Vice President	35%	0-133%
Vice President	30%	0-150%
Exec Director	27.5%	0-150%
Sr. Director	25%	0-150%
Director	20%	0-150%
Assoc. Director/Sr. Mgr.	15%	0-150%

Each participant will receive an individual performance modifier ranging from 0% to 150%, which is determined based on an evaluation by the participant's manager (an "Individual Performance Modifier"). Upon completion of the fiscal year, the Board will make an evaluation regarding the Company's performance in comparison to its approved corporate goals for that year, and the Board will determine a "Corporate Modifier," ranging from 50% to 150%, to be applied to the budget pool and all bonus payouts (the "Corporate Modifier"). The Company's Chief Executive Officer does not receive an Individual Performance Modifier and only the Corporate Modifier will be applied to the Chief Executive Officer's annual target bonus.

Participants under the Bonus Program must meet certain eligibility criteria. Participants must be actively employed on the date that the bonus is to be paid in order to be eligible to receive a bonus under the Bonus Program. Participants who are hired by the Company between April 1 and September 30 of a calendar year are eligible for a prorated bonus under the Bonus Program for their year of hire based upon the date of hire. Individuals who are hired between October 1 and December 31 of a calendar year are not eligible for a bonus under the Bonus Program for their year of hire. The Compensation Committee with

recommendations from management or in their own discretion may determine to make bonus payouts under the Bonus Program outside these eligibility parameters if they believe that such bonus payout is in the best interests of the Company.

The foregoing description of the Bonus Program is qualified in its entirety by reference to its terms, which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits: The Exhibit Index annexed hereto is incorporated herein by reference.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Management Bonus Program Summary

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMICUS THERAPEUTICS, INC.

Date: June 9, 2016

By: /s/ ELLEN S. ROSENBERG  
Name: Ellen S. Rosenberg  
Title: General Counsel and Corporate Secretary

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Management Bonus Program Summary

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## Management Bonus Program Summary

We believe providing a competitive Total Compensation Program to our employees is essential to attract and retain top talent. One component of our Total Compensation Program is the Management Bonus Program (the “Program”). The Compensation Committee of Amicus’ Board of Directors (the “Compensation Committee”) will determine whether to issue payouts under the Program on an annual basis. The amounts of individual payouts are calculated as set forth in this Program Summary. The Program is intended to advance several key goals of the Company’s Total Compensation Program.

### Program Goals:

- To motivate management to achieve and exceed goals and objectives
- To drive expanded team alignment and effort
- To meaningfully and appropriately differentiate and reward individual performance
- To provide a market competitive short-term incentive compensation program

### Program Timing:

Performance Reviews will be conducted from December to January of the following year. Bonus payments will be made by the end of February and employees must be employed on the payout date to receive a bonus.

### Program Components:

There are four factors for determining payouts under the Program.

1. **Base Salary or eligible base cash compensation:** Employees are eligible for a year-end bonus (a “Bonus”) based on a targeted percentage of each employee’s base salary (the “Target Percentage”).
2. **Bonus Targets:** An employee’s annual Bonus Target is determined by an employee’s level in the organization. The Compensation Committee has determined that the Bonus payouts under the Program shall be based on the following targets:

Title	Bonus Target as % of Base Salary or Eligible Base Cash Compensation	Range of Individual Performance Modifier
CEO	60%	N/A
President	50%	0-133%
Chief	40%	0-133%
Sr. Vice President	35%	0-133%
Vice President	30%	0-150%
Exec Director	27.5%	0-150%
Sr. Director	25%	0-150%
Director	20%	0-150%
Assoc. Director/Sr. Mgr.	15%	0-150%

3. **Individual Performance Modifier:** Each participant will receive an individual performance modifier ranging from 0-150% which is determined based on an evaluation by the individual’s manager. Individual performance will be evaluated in accordance with the Performance Management Program. The maximum payout under the plan for Sr. Vice Presidents and above is 2x their bonus target. The

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CEO does not receive an Individual Performance Modifier and only receives a Corporate Performance Modifier.

4. **Corporate Performance Modifier:** Upon completion of the year, the Board of Directors will make an evaluation as to how the organization performed against the approved Corporate Goals for that year. Based upon the approved weightings of these goals, and the Board of Directors determination of performance, a “Corporate Modifier” will be established. This Modifier may range from 50% - 150%.

### Program Process:

The process for determining individual payouts under the Program follows certain steps on an annual basis.

- (1) Management begins individual performance reviews and sets recommended individual multipliers;
- (2) Preliminary bonus pool established using the sum of target bonuses;
- (3) Sr. management finalizes preliminary individual payout calculations using the sum of target bonuses at target company performance (100%);
- (4) The Compensation Committee, in consultation with management determines, in its sole discretion, whether to payout bonuses and sets the Corporate multiplier based on achievement of company goals;
- (5) The Corporate Modifier is then applied to the budget pool and all individual payouts.

Putting all three components of the program together, the following is the formula for payout.

$$\begin{aligned} & ((\text{Base Salary} * \text{Target Bonus \%}) \times \\ & (\text{Individual Performance Modifier})) \times \\ & \text{Corporate Modifier} = \\ & \text{Individual Final Bonus Payout} \end{aligned}$$

### Eligibility and Administration under the Plan:

In years where management and the Compensation Committee determine to issue payouts under the Program, the following eligibility criteria will be applied:

- Employees must be actively employed on the date the bonus is paid in order to be eligible to receive their bonus.
- New Employees who are hired between April 1, and September 30, of a calendar year, are eligible for a prorated bonus based upon date of hire.
- New Employees who are hired between October 1, and December 31, of a calendar year are not eligible for a Management Bonus.
- Additionally, in its discretion, management or the Compensation Committee, as appropriate may determine to make Bonus payouts under the Program outside these eligibility parameters if they believe it is in the best interests of the organization to do so.

**Management Discretion under the Plan:**

It will be at the discretion of the Sr. Functional Executive, with input the head of Human Resources, and approval by CEO, as to where in the Bonus Payout Range an individual may fall. Further, notwithstanding anything set forth herein, in the event that senior management or the Compensation Committee, as appropriate, determines that an employee's individual performance is significantly above the expected level, a determination may be made that the employee's individual multiplier shall be outside the Individual Multiplier Range.

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*\*Management and the Compensation Committee reserve the right to amend this program at any time.*