

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Amicus Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

71-0869350
(I.R.S. Employer
Identification No.)

**1 Cedar Brook Drive, Cranbury, NJ 08512
(609) 662-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**John F. Crowley
Chief Executive Officer
Amicus Therapeutics, Inc.
1 Cedar Brook Drive
Cranbury, New Jersey 08512
(609) 662-2000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copy to:
Steven J. Abrams, Esq.
Pepper Hamilton LLP
3000 Two Logan Square — 18th and Arch Streets
Philadelphia, Pennsylvania 19103-2799
Telephone: (215) 981-4000
Facsimile: (215) 981-4750**

Approximate date of commencement of proposed sale to public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check this box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. SEC File No. 333-202474

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller
reporting company)

Smaller reporting
company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered (1)(2)	Proposed Maximum Aggregate Offering Price (3) (4) (5) (6)	Amount of Registration Fee
Common Stock, \$0.01 Par Value		
Preferred Stock, \$0.01 Par Value		
Warrants		
Debt Securities		
Units		
Subscription Rights		
Total Primary Offering	\$ 8,750,002	\$ 1,016.76

- (1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities which remain eligible to be sold under the Registration Statement on Form S-3 (File No. 333-202474) (the "Initial Registration Statement") is hereby registered. As of the date hereof, none of the \$250,000,000 of securities registered on the Initial Registration Statement have been sold, and all of such securities therefore remain to be offered and sold under the Initial Registration Statement.
- (2) This registration statement also covers (i) debt securities, preferred stock and common stock of the registrant that may be issued upon the exercise of warrants and subscription rights, and (ii) such indeterminate amount of securities as may be issued in exchange for, or upon the conversion of, the securities registered hereunder. In addition, securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (3) An indeterminate number of or aggregate principal amount of the securities is being registered as may at various times be issued at indeterminate prices, with an aggregate offering price not to exceed \$8,750,002 or the equivalent thereof in one or more currencies or, if any debt securities are issued at any original issuance discount, such greater principal amount as shall result in an aggregate initial offering price of \$8,750,002. Pursuant to Rule 416 under the Securities Act of 1933, as amended, the shares being registered hereunder include such indeterminate number of shares of common stock and preferred stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (4) Not specified as to each class of securities to be registered pursuant to General Instruction I.D. of Form S-3 under the Securities Act of 1933, as amended.
- (5) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended, and exclusive of accrued interest and dividends, if any.
- (6) Includes consideration to be received by us for registered securities that are issuable upon exercise, conversion or exchange of other registered securities.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**Explanatory Note and
Incorporation of Certain Information by Reference**

24.1 Power of Attorney (incorporated by reference to the signature page of the Registration Statement on Form S-3 (Registration No. 333-202474) filed by Amicus Therapeutics, Inc. on March 3, 2015.

* Filed herewith.



3000 Two Logan Square
 Eighteenth and Arch Streets
 Philadelphia, PA 19103-2799
 215.981.4000
 Fax 215.981.4750

June 11, 2015

Amicus Therapeutics, Inc.
 1 Cedar Brook Drive
 Cranbury, New Jersey 08512

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Amicus Therapeutics, Inc., a Delaware corporation (the “**Company**”), in connection with the Company’s registration statement on Form S-3 (the “**462(b) Registration Statement**”) filed on the date hereof with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”) pursuant to Rule 462(b) under the Securities Act relating to the registration of up to an aggregate of \$8,750,002 of (i) shares of common stock, \$0.01 par value per share (the “**Common Stock**”), of the Company (the “**Common Shares**”), (ii) shares of the Company’s preferred stock, \$0.01 par value per share (the “**Preferred Stock**”), (iii) one or more series of debt securities of the Company, which may be convertible into or exchangeable for shares of Common Stock and/or Preferred Stock (the “**Debt Securities**”), (iv) warrants to purchase shares of Common Stock, shares of Preferred Stock and/or Debt Securities (the “**Warrants**”), (v) shares of Common Stock and/or Preferred Stock issuable upon exercise of the Warrants or upon conversion or exchange of the Debt Securities, (vi) units comprised of one or more shares of Common Stock, shares of Preferred Stock, Debt Securities and Warrants, in any combination (the “**Units**”), (vii) subscription rights to one or more shares of Common Stock, shares of Preferred Stock or other securities (the “**Subscription Rights**”), and/or (viii) any combination of the foregoing securities. The Common Shares, the Preferred Stock, the Debt Securities, the Warrants, the Units and the Subscription Rights are collectively herein referred to as the “**Registered Securities**.” The 462(b) Registration Statement is filed in connection with, and incorporates by reference the information contained in, the Shelf Registration Statement on Form S-3 (Registration No. 333-202474), filed with the Commission on March 3, 2015 and declared effective on May 4, 2015 (the “**Shelf Registration Statement**” and together with the 462(b) Registration Statement, the “**Registration Statements**”), including the prospectus which forms a part of the Shelf Registration Statement (the “**Prospectus**”), as supplemented from time to time by one or more prospectus supplements (each, a “**Prospectus Supplement**”). The Registered Securities may be offered and sold from time to time as set forth in the Prospectus and any Prospectus Supplement after the 462(b) Registration Statement becomes effective. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, in connection with the filing of the 462(b) Registration Statement.

Philadelphia	Boston	Washington, D.C.	Los Angeles	New York	Pittsburgh
Detroit	Berwyn	Harrisburg	Orange County	Princeton	Silicon Valley

www.pepperlaw.com

The Debt Securities will be issued pursuant to one or more indentures in the form filed as an exhibit to the Shelf Registration Statement, as amended or supplemented from time to time (each, an “**Indenture**”), between the Company, as obligor, and a trustee chosen by the Company and qualified to act as such under the Trust Indenture Act of 1939, as amended (the “**Trustee**”).

We have reviewed the corporate proceedings taken by the Company with respect to the registration of the Registered Securities. We have also examined and relied upon originals or copies of such corporate records, documents, agreements or other instruments of the Company, and such certificates and records of public officials, and such other papers, as we have deemed necessary or appropriate in connection herewith. As to all matters of fact we have relied entirely upon certificates of officers of the Company, and have assumed, without independent inquiry, the accuracy of those certificates.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the legal capacity of all natural persons; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as certified or photocopies; the accuracy and completeness of all documents and records reviewed by us; the accuracy, completeness and authenticity of certificates issued by any governmental official, office or agency and the absence of change in the information contained therein from the effective date of any such certificate; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

For purposes of this opinion letter, we have assumed that:

(i) the issuance, sale, amount, and terms of each of the Registered Securities to be offered from time to time by the Company will be duly authorized and established by proper action of the Board of Directors of the Company, and in accordance with the Restated Certificate of Incorporation of the Company, as amended from time to time, the Restated By-laws of the Company, as amended from time to time, and applicable Delaware and New York law, and that, at the time of each such issuance and sale of such Registered Securities, the Company will continue to be validly existing and in good standing under the laws of the State of Delaware, with the requisite corporate power and authority to issue and sell all such Registered Securities at such time;

(ii) any shares of Common Stock (including any such shares included in Units and Subscription Rights) issued by the Company pursuant to the Registration Statements, the

Prospectus and the related Prospectus Supplement, from time to time will not exceed the maximum authorized number of shares of Common Stock under the Restated Certificate of Incorporation of the Company, as the same may have been amended, minus that number of shares of Common Stock that may have been issued and are outstanding, or are reserved for issuance for other purposes, at such time;

(iii) any shares of Preferred Stock (including any such shares included in Units and Subscription Rights) issued pursuant to the Registration Statements, the Prospectus and the related Prospectus Supplement, from time to time will not exceed the maximum authorized number of shares of Preferred Stock under the Restated Certificate of Incorporation of the Company, as the same may have been amended, minus that number of shares of Preferred Stock that may have been issued and are outstanding, or are reserved for issuance for other purposes, at such time;

(iv) any Warrants (including any Warrants included in Units and Subscription Rights) issued by the Company pursuant to the Registration Statements, the Prospectus and the related Prospectus Supplement, from time to time, will be issued under one or more valid, binding, and enforceable warrant agreements (each a “**Warrant Agreement**”);

(v) any Debt Securities (including any Debt Securities included in Units and Subscription Rights) issued by the Company pursuant to the Registration Statements, the Prospectus and the related Prospectus Supplement, from time to time, will be issued under and in conformity with, a valid, binding and enforceable Indenture, which shall be delivered by the Trustee, and the Trustee will have all requisite power and authority to effect the transactions contemplated by such Indenture, and the Trustee or an authenticating agent for the trustee will duly authenticate the Debt Securities pursuant to the applicable Indenture, and the applicable Indenture will be the valid and binding obligation of the Trustee and will be enforceable against the Trustee in accordance with its terms. We are expressing no opinion herein as to the application of or compliance with any foreign, federal or state law or regulation to the power, authority or competence of any party, other than the Company, to the applicable Indenture;

(vi) any Units issued by the Company pursuant to the Registration Statements, the Prospectus and the related Prospectus Supplement may be issued pursuant to a valid, binding, and enforceable Unit Agreement (the “**Unit Agreement**”) between the Company and a bank or trust company as unit agent; and

(vi) any Subscription Rights issued by the Company pursuant to the Registration Statements, the Prospectus and the related Prospectus Supplement may be issued pursuant to a

valid, binding, and enforceable Subscription Rights Agreement (the “**Subscription Rights Agreement**”).

Subject to the limitations set forth below, we have made such examination of law as we have deemed necessary for the purposes of expressing the opinions set forth in this letter. Such opinions are limited solely to matters governed by the General Corporation Law of the State of Delaware and the internal laws of the State of New York, in each case without regard to conflict or choice of law principles and as applied by courts located in the particular jurisdiction, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws.

Based upon the foregoing, we are of the opinion that:

1. Following effectiveness of the 462(b) Registration Statement, the Common Shares, when duly authorized and issued against the full payment specified therefor, which must have a value not less than the par value thereof, will be validly issued, fully paid and nonassessable.

2. Following effectiveness of the 462(b) Registration Statement, the shares of Preferred Stock registered under the Registration Statements, when duly authorized and issued against the full payment specified therefor, which must have a value not less than the par value thereof, will be validly issued, fully paid and nonassessable.

3. Following effectiveness of the 462(b) Registration Statement, the Warrants registered under the Registration Statements, when duly authorized, executed and delivered against the payment specified therefor and pursuant to a Warrant Agreement or agreements duly authorized, executed and delivered by the Company and the holder of the Warrants, will be legally issued binding obligations of the Company enforceable against the Company in accordance with their respective terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally, and subject to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law).

4. Following effectiveness of the 462(b) Registration Statement, the Debt Securities registered under the Registration Statements, when duly authorized, executed and delivered against the payment specified therefor and pursuant to an Indenture duly authorized, executed and delivered by the Company and the Trustee, will be legally issued binding obligations

of the Company enforceable against the Company in accordance with their respective terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally, and subject to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law).

5. Following effectiveness of the 462(b) Registration Statement, the Units registered under the Registration Statements, when duly authorized, executed and delivered against payment specified therefor and pursuant to a Unit Agreement, if applicable, will be legally issued binding obligations of the Company enforceable against the Company in accordance with their respective terms, except as such enforceability may be limited by

bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally, and subject to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law).

6. Following effectiveness of the 462(b) Registration Statement, the Subscription Rights registered under the Registration Statements, when duly authorized, executed and delivered against payment specified therefor and pursuant to a Subscription Rights Agreement, if applicable, will be legally issued binding obligations of the Company enforceable against the Company in accordance with their respective terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally, and subject to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law).

This opinion letter is given as of the date hereof, and we express no opinion as to the effect of subsequent events or changes in law occurring or becoming effective after the date hereof. We assume no obligation to update this opinion letter or otherwise advise you with respect to any facts or circumstances or changes in law that may hereafter occur or come to our attention.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the use of this firm's name under the caption "Legal Matters" in the Prospectus and any Prospectus Supplement included in the Registration Statements. In rendering this opinion and giving this consent, we do not admit that we are an "expert" within the meaning of the Securities Act.

[Signature page follows]

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Very truly yours,

/s/ Pepper Hamilton LLP

Pepper Hamilton LLP

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our reports dated March 3, 2015, with respect to the consolidated financial statements of Amicus Therapeutics Inc. and the effectiveness of internal control over financial reporting of Amicus Therapeutics Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Metropark, New Jersey
June 11, 2015
