

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**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.)*

6 Cedar Brook Road, Cranbury, NJ 08512
(Address of Principal Executive Office)(Zip Code)

**AMENDED AND RESTATED 2007 EQUITY INCENTIVE PLAN
AMENDED AND RESTATED 2007 DIRECTOR OPTION PLAN**
(Full title of the plan)

Geoffrey P. Gilmore
Senior Vice President, General Counsel and Secretary
Amicus Therapeutics, Inc.
6 Cedar Brook Road
Cranbury, NJ 08512
(Name and address of Agent for Service)

(609) 662-2000
(Telephone Number for agent for service)

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 Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee
Amended and Restated 2007 Equity Incentive Plan	7,000,000	\$7.44	\$52,080,000	\$6,047
Common Stock (par value \$0.01 per share)				
Amended and Restated 2007 Director Option Plan	360,798	\$7.44	\$ 2,684,338	\$ 312
Common Stock (par value \$0.01 per share)				

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares of common stock that may be offered or issued in the event of a stock dividend, reverse stock split, split-up, recapitalization, forfeiture of stock under those plans, or other similar event.
- (2) Estimated pursuant to Rule 457(c) solely for purposes of calculating the amount of the registration fee, based on the average of the high and low prices of the Registrant's common stock reported on June 13, 2011 as reported on The NASDAQ Stock Market, LLC.



EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to effect the registration of (i) an additional 7,000,000 shares of Common Stock of Amicus Therapeutics, Inc. (the "**Registrant**") under the Registrant's Amended and Restated 2007 Equity Incentive Plan and (ii) an additional 360,798 shares of Common Stock of the Registrant under the Registrant's Amended and Restated 2007 Director Option Plan.

The contents of the Registration Statements on Form S-8 filed by the Registrant on August 10, 2007 (File No. 333-157219) and February 10, 2009 (File No. 333-145305), are hereby incorporated by reference.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit Number	Exhibit Description
4.1(1)	Amicus Therapeutics, Inc Amended and Restated 2007 Equity Incentive Plan
4.2(2)	Amicus Therapeutics, Inc Amended and Restated 2007 Director Option Plan
5.1	Opinion of Pepper Hamilton LLP*
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm*
23.2	Consent of Pepper Hamilton LLP (included in Exhibit 5.1)*
24	Power of Attorney (included in signature page hereto)*

(1) Incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on May 24, 2011.
(2) Incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on June 15, 2010.
* Filed herewith

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the city of Cranbury, state of New Jersey, on the 14th day of June, 2011.

AMICUS THERAPEUTICS, INC.

By: /s/ Matthew R. Patterson
Name: Matthew R. Patterson
Title: President and Acting Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of the Company, hereby severally constitute and appoint Matthew R. Patterson and Geoffrey P. Gilmore, and all or any one of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of the 14th day of June, 2011.

Signature	Title
<u>/s/ Matthew R. Patterson</u> Matthew R. Patterson	President and Acting Chief Executive Officer (Principal Executive Officer)
<u>/s/ Daphne Quimi</u> Daphne Quimi	Corporate Controller (Principal Financial and Accounting Officer)
<u>/s/ John F. Crowley</u> John F. Crowley	Director
<u>/s/ Sol J. Barer, Ph.D.</u> Sol J. Barer, Ph.D.	Director
<u>/s/ Alexander E. Barkas, Ph.D.</u> Alexander E. Barkas, Ph.D.	Director

Signature**Title**

/s/ James Barrett, Ph.D.
James Barrett, Ph.D.

Director

/s/ Donald J. Hayden, Jr.
Donald J. Hayden, Jr.

Director

/s/ Margaret G. McGlynn, R.Ph.
Margaret G. McGlynn, R.Ph.

Director

/s/ Michael G. Raab
Michael G. Raab

Director

/s/ Glenn P. Sblendorio
Glenn P. Sblendorio

Director

/s/ James N. Topper, M.D., Ph.D.
James N. Topper, M.D., Ph.D.

Director

EXHIBIT INDEX

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June 14, 2011

Amicus Therapeutics, Inc.
6 Cedar Brook Drive
Cranbury, NJ 08512

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "**Registration Statement**") being filed by Amicus Therapeutics, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"). The Registration Statement registers (i) an additional 7,000,000 shares of Common Stock of the Company under the Company's Amended and Restated 2007 Equity Incentive Plan and (ii) an additional 360,798 shares of Common Stock of the Company under the Company's Amended and Restated 2007 Director Option Plan (collectively, the "**Shares**"). The Company's Amended and Restated 2007 Equity Incentive Plan and Amended and Restated 2007 Director Option Plan shall be collectively referred to herein as the "**Plans**".

You have requested that we render the opinion set forth in this letter and we are furnishing this opinion pursuant to the requirements of Item 601(b)(5) of Regulation S-K promulgated by the Commission under the Securities Act.

We have examined the Registration Statement, including the exhibits thereto, the Company's Restated Certificate of Incorporation and Restated By-laws, as currently in effect, the Plans, certain resolutions of the board of directors of the Company and such other documents as we have deemed appropriate. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. As to any facts material to the opinion expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing, we are of the opinion that the Shares, when issued and paid for in accordance with the terms of the Plans and any underlying award agreements or letters, will be validly issued, fully paid and non-assessable.

We express no opinion herein as to the law of any state or jurisdiction other than the laws of the State of Delaware, including statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws of the State of Delaware, and the federal laws of the United States of America.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

As counsel to the Company, we have furnished this opinion in connection with the filing of the Registration Statement. Except as otherwise set forth herein, this opinion may not be used, circulated, quoted or otherwise referred to for any purpose or relied upon by any other person without the express written permission of this firm.

Sincerely,

/s/ Pepper Hamilton LLP

PEPPER HAMILTON LLP



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Amended and Restated 2007 Equity Incentive Plan and Amended and Restated 2007 Director Option Plan of Amicus Therapeutics, Inc. (the "Company") of our report dated March 4, 2011, with respect to the consolidated financial statements of the Company included in its Annual Report on Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission on March 4, 2011.

/s/ Ernst & Young LLP

MetroPark, New Jersey
June 13, 2011