AMICUS THERAPEUTICS INC
Form 8-K
November 24, 2014

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): **November 17, 2014**

Amicus Therapeutics, Inc.

(Exact Name of Issuer as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	**001-33497** (Commission File Number)	**71-0869350** (I.R.S. Employer Identification Number)

1 Cedar Brook Drive **Cranbury, New Jersey** (Address of Principal Executive Offices)	**08512** (Zip Code)

(609) 662-2000

(Registrant s Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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

o Written communications pursuant to Rule 425 under the Securities Act

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 1.01. Entry Into a Material Definitive Agreement.

On November 18, 2014, Amicus Therapeutics, Inc. (the ***Company***) entered into an underwriting agreement (the ***Underwriting Agreement***) with J.P. Morgan Securities LLC, as representative of the several underwriters set forth on Schedule 1 thereto (the ***Underwriters***), relating to an underwritten public offering of 13,850,000 shares (the ***Shares***) of the Company s common stock, par value $0.01 per Share (the ***Offering***). All of the Shares are being sold by the Company. The Shares will be offered to the public at a price of $6.50 per Share, and the Underwriters have agreed to purchase the Shares from the Company pursuant to the Underwriting Agreement at a price of $6.11 per Share. The Underwriters have been granted a 30-day option to purchase an additional 2,077,500 shares of the Company s common stock. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

The Offering is being made pursuant to the Company s shelf registration statements on Form S-3 (Registration No. 333-185307) initially filed with the Securities and Exchange Commission on December 6, 2012 and declared effective on January 22, 2013. A preliminary prospectus supplement relating to the Offering was filed with the Securities and Exchange Commission (the Commission) on November 17, 2014, and a final prospectus supplement relating to the Offering was filed with the Commission on November 19, 2014. The closing of the Offering is expected to take place on November 24, 2014, subject to the satisfaction of customary closing conditions.

The legal opinion and consent of Pepper Hamilton LLP relating to the Shares is filed as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The net proceeds from the sale of the Shares, after deducting the Underwriters discounts and commissions and estimated offering expenses payable by the Company, will be approximately $84.1 million. The Company s press releases, dated November 17, 2014 and November 18, 2014, announcing the commencement and pricing of the Offering, respectively, are filed as Exhibit 99.1 and Exhibit 99.2 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

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

1.1	Underwriting Agreement dated November 18, 2014 by and between Amicus Therapeutics, Inc., and J.P. Morgan Securities LLC, as representative of the several underwriters set forth on Schedule 1 thereto
5.1	Opinion of Pepper Hamilton LLP
23.1	Consent of Pepper Hamilton LLP (reference is made to Exhibit 5.1 hereto)
99.1	Press Release of Amicus Therapeutics, Inc. dated November 17, 2014
99.2	Press Release of Amicus Therapeutics, Inc. dated November 18, 2014

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: November 21, 2014	By:	/s/ William D. Baird III William D. Baird III Chief Financial Officer

EXHIBIT INDEX

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