

Edgar Filing: AMICUS THERAPEUTICS, INC. - Form 8-K

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On March 12, 2019, Amicus Therapeutics, Inc. (the “Company”) entered into separate, privately negotiated exchange agreements with a limited number of holders (the “Holders”) of the Company’s 3.00% Convertible Senior Notes due 2023 (the “Notes”). Under the terms of the exchange agreements (the “Exchange Agreements”), the Holders agreed to exchange an aggregate principal amount of approximately \$34.7 million of Notes held by them in exchange for an aggregate of approximately 6.0 million shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (“Common Stock”).

In addition, pursuant to the Exchange Agreements, the Company will make an aggregate cash payment of approximately \$257,000 to the Holders to satisfy accrued and unpaid interest to the closing date of the transaction, along with cash in lieu of fractional shares.

The transaction is expected to close on or about March 14, 2019, subject to customary closing conditions.

The foregoing description of the Exchange Agreements does not purport to be complete and is qualified in its entirety by reference to the form of the Exchange Agreements, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

Item 3.02. Unregistered Sales of Equity Securities.

The disclosure under Item 1.01 above is incorporated by reference herein. The issuance of the Shares under the Exchange Agreements is being made pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), only to investors who are either institutional “accredited investors” within the meaning of Rule 501(a)(1), (2), (3) or (7) of Regulation D promulgated under the Securities Act, or (ii) “qualified institutional buyers” within the meaning of Rule 144A promulgated under the Securities Act.

As of March 11, 2019, the Company had outstanding 224,014,050 shares of its Common Stock. Subject to, and immediately following, successful closing of the transaction pursuant to the Exchange Agreements, the Company will have outstanding 230,051,792 shares of its Common Stock.

Item 9.01 Financial Statements and Exhibits
Exhibits:

Exhibit No.	Description
<u>10.1</u>	<u>Form of Exchange Agreements Relating to Company's 3.00% Convertible Senior Notes due 2023.</u>

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: March 13, 2019 By: /s/ Ellen S. Rosenberg

Name: Ellen S. Rosenberg

Title: General Counsel and Corporate Secretary