

AMICUS THERAPEUTICS INC
Form SC 13D
August 07, 2007

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. ____)*

Amicus Therapeutics, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

03152W109

(CUSIP Number)

Louis S. Citron, Esq.
New Enterprise Associates
1119 St. Paul Street, Baltimore, MD 21202
(410) 246-2927

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

July 25, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

New Enterprise Associates 9, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

4,510,340 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

4,510,340 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,510,340 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN
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1 NAMES OF REPORTING PERSONS.
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NEA Partners 9, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 shares

NUMBER OF 8 SHARED VOTING POWER

SHARES 4,510,340 shares

BENEFICIALLY OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING PERSON 0 shares

WITH

10 SHARED DISPOSITIVE POWER

4,510,340 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,510,340 shares

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20.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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20.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS.
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NEA Partners 11, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

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ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

4,510,340 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

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4,510,340 shares

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(SEE INSTRUCTIONS)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAMES OF REPORTING PERSONS.
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NEA 11 GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

4,510,340 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

4,510,340 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,510,340 shares

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAMES OF REPORTING PERSONS.
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Michael James Barrett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

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AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

3,659,157 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,659,157 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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3,659,157 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Peter J. Barris

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

4,510,340 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

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4,510,340 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,510,340 shares

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1 NAMES OF REPORTING PERSONS.
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Forest Baskett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

3,659,157 shares

9 SOLE DISPOSITIVE POWER

0 shares

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WITH -----
10 SHARED DISPOSITIVE POWER
3,659,157 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,659,157 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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1 NAMES OF REPORTING PERSONS.
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Ryan D. Drant

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States citizen

7 SOLE VOTING POWER
0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
3,659,157 shares

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EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER
 0 shares

 10 SHARED DISPOSITIVE POWER
 3,659,157 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,659,157 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 16.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
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1 NAMES OF REPORTING PERSONS.
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Krishna Kolluri

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) []
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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

0 shares

NUMBER OF 8 SHARED VOTING POWER

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SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
3,659,157 shares

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
3,659,157 shares

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16.5%

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1 NAMES OF REPORTING PERSONS.
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C. Richard Kramlich

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States citizen

7 SOLE VOTING POWER

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0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER

4,510,340 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

4,510,340 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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Charles M. Linehan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

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7 SOLE VOTING POWER
0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
3,659,157 shares

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
3,659,157 shares

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Charles W. Newhall III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
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AF

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER
0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
4,510,340 shares

9 SOLE DISPOSITIVE POWER
0 shares

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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Mark W. Perry

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
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ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER

4,510,340 shares

9 SOLE DISPOSITIVE POWER

0 shares

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1 NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Scott D. Sandell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

3,659,157 shares

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1 NAMES OF REPORTING PERSONS.
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Eugene A. Trainor III

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ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER

3,659,157 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,659,157 shares

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16.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN
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Schedule 13D

Item 1. Security and Issuer.

This statement relates to the common stock, \$.01 par value (the "Common Stock") of Amicus Therapeutics, Inc. (the "Issuer") having its principal executive office at 6 Cedar Brook Drive, Cranbury, New Jersey 08512.

Item 2. Identity and Background.

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under the laws of the State of Delaware. Each of the Managers is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

Between May 4, 2004 and March 12, 2007 NEA 11 purchased (i) 7,430,982 shares of series B redeemable convertible preferred stock of the Issuer ("Series B Stock"), (ii) a warrant to purchase 113,083 shares of Series B Stock of the Issuer, (iii) 7,621,664 shares of series C redeemable convertible preferred stock of the Issuer ("Series C Stock"), and (iv) 12,326,048 shares of series D redeemable convertible preferred stock of the Issuer ("Series D Stock" and, together with Series B Stock and Series C Stock, "Preferred Stock") for an aggregate purchase price of \$35,928,507.46. As a result of a 1:7.5 reverse stock split (the "Stock Split") that became effective on May 24, 2007, every 7.5 shares of the Issuer's Preferred Stock were combined into one share of the Issuer's Preferred Stock. Upon closing of the Issuer's May 30, 2007 initial public offering (the "IPO"), the Issuer's Preferred Stock automatically converted into shares of Common Stock on a one for one basis. In addition, upon the closing of the IPO, the warrants to purchase Series B Stock were automatically exercised and the shares of Series B Stock automatically converted into shares of Common Stock on a one for one basis. As a result of the Stock Split and the IPO, NEA 11's Preferred Stock and warrants to purchase Series B Stock (net of the purchase price thereof) were automatically converted into 3,659,157 shares of the Issuer's Common Stock (the "NEA 11 Shares").

Between September 13, 2006 and March 12, 2007 NEA 9 purchased 6,163,024 shares of Series D Stock for an aggregate purchase price of \$9,999,999.48. As a result of the Stock Split and the IPO, NEA 9's Preferred Stock was automatically converted into 821,736 shares of the Issuer's Common Stock. On July 25, 2007, NEA 9 acquired an additional 29,447 shares of Common Stock for an aggregate purchase price of \$338,452.03. NEA 9 now holds a total of 851,183 shares of the Issuer's Common Stock (the "NEA 9 Shares" and, together with the NEA 11 shares, the "Firm Shares").

The working capital of NEA 9 was the source of the funds for the purchase of the NEA 9 Shares and the working capital of NEA 11 was the source of the funds for the purchase of the NEA 11 Shares. No part of the purchase price of the Firm Shares was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the Firm Shares.

Item 4. Purpose of Transaction.

The Funds acquired the Firm Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, NEA 9, NEA 11 and other Reporting Persons may dispose of or acquire additional shares of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

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calculated based on the 22,234,426 shares of Common Stock reported to be outstanding after the IPO, as reported on the Issuer's Form 424B4, filed with the Securities Exchange Commission on May 31, 2007.

(b) Regarding the number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: See line 7 of cover sheets
- (ii) shared power to vote or to direct the vote: See line 8 of cover sheets
- (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets.
- (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets

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- (c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Shares beneficially owned by any of the Reporting Persons.
- (e) Not Applicable.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to

Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Agreement regarding filing of joint Schedule 13D.

Exhibit 2 - Power of Attorney regarding Schedule 13D filings.

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Administrative Manager

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13D

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NEA 11 GP, LLC

By: *

Eugene A. Trainor III
Administrative Manager

 *

Michael James Barrett

 *

Peter J. Barris

 *

Forest Baskett

 *

Ryan D. Drant

 *

Krishna Kolluri

 *

C. Richard Kramlich

 *

Charles M. Linehan

 *

Charles W. Newhall III

 *

Mark W. Perry

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*

Scott D. Sandell

*

Eugene A. Trainor III

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*/s/ Louis S. Citron

Louis S. Citron
As attorney-in-fact

This Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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EXHIBIT 1

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Administrative Manager

NEA 11 GP, LLC

By: *

Eugene A. Trainor III
Administrative Manager

*

Michael James Barrett

*

Peter J. Barris

*

Forest Baskett

*

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C. Richard Kramlich

*

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*

Charles W. Newhall III

*

Mark W. Perry

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National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 30th day of March, 2007.

/s/ Forest Baskett

Forest Baskett

/s/ M. James Barrett

M. James Barrett

/s/ Peter J. Barris

Peter J. Barris

/s/ Ryan Drant

Ryan Drant

/s/ Shawn Conway

Shawn Conway

/s/ Paul Hsiao

Paul Hsiao

/s/ Vladimir Jacimovic

Vladimir Jacimovic

/s/ Patrick J. Kerins

Patrick J. Kerins

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/s/ Suzanne King

Suzanne King

/s/ Krishna S. Kolluri

Krishna S. Kolluri

/s/ C. Richard Kramlich

C. Richard Kramlich

/s/ Charles M. Linehan

Charles M. Linehan

/s/ Peter T. Morris

Peter T. Morris

/s/ John M. Nehra

John M. Nehra

/s/ Charles W. Newhall III

Charles W. Newhall III

/s/ Jason R. Nunn

Jason R. Nunn

/s/ Mark W. Perry

Mark W. Perry

/s/ Michael Raab

Michael Raab

/s/ Scott D. Sandell

Scott D. Sandell

/s/ A. Brooke Seawell

A. Brooke Seawell

/s/ Eugene A. Trainor III

Eugene A. Trainor III

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/s/ Sigrid Van Bladel

Sigrid Van Bladel

/s/ Ravi Viswanathan

Ravi Viswanathan

/s/ Harry Weller

Harry Weller

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