

Kennedy Joseph T
Form 4
February 02, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kennedy Joseph T

(Last) (First) (Middle)

C/O AMARIN PHARMA,
INC., 1430 ROUTE 206

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMARIN CORP PLC\UK [AMRN]

3. Date of Earliest Transaction
(Month/Day/Year)

01/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares ⁽¹⁾	01/31/2018		M	Amount <u>60,937</u> ⁽²⁾	A <u>(3)</u>	60,937	D
Ordinary Shares ⁽¹⁾	01/31/2018		M	Amount <u>26,667</u> ⁽⁴⁾	A <u>(3)</u>	87,604	D
Ordinary Shares ⁽¹⁾	01/31/2018		M	Amount <u>36,000</u> ⁽⁵⁾	A <u>(3)</u>	123,604	D
Ordinary Shares ⁽¹⁾	01/31/2018		F ⁽⁶⁾	60,313	D \$ 3.83	63,291	D
Ordinary Shares ⁽¹⁾	01/31/2018		S ⁽⁷⁾	44,857	D \$ <u>3.7316</u> ⁽⁸⁾	18,434	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units ⁽⁹⁾	\$ 0	01/31/2018		M			60,937	<u>(2)</u>	<u>(3)</u>	Ordinary Shares ⁽¹⁾	60,937
Restricted Stock Units ⁽⁹⁾	\$ 0	01/31/2018		M			26,667	<u>(4)</u>	<u>(3)</u>	Ordinary Shares ⁽¹⁾	26,667
Restricted Stock Units ⁽⁹⁾	\$ 0	01/31/2018		M			36,000	<u>(5)</u>	<u>(3)</u>	Ordinary Shares ⁽¹⁾	36,000
Restricted Stock Units ⁽⁹⁾	\$ 0	02/01/2018		A			78,000	<u>(11)</u>	<u>(3)</u>	Ordinary Shares ⁽¹⁾	78,000
Stock Option (Right to Buy)	\$ 3.8	02/01/2018		A			117,000	<u>(12)</u>	02/01/2028	Ordinary Shares ⁽¹⁾	117,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kennedy Joseph T C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921	General Counsel

Signatures

/s/ Joseph T.
Kennedy 02/02/2018

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
On February 2, 2015, the Reporting Person was granted 182,813 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2016, January 31, 2017 and January 31, 2018. The third and final vesting event occurred on January 31, 2018.
- (2) Not applicable.
On February 1, 2016, the Reporting Person was granted 80,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2017, January 31, 2018 and January 31, 2019. The second vesting event occurred on January 31, 2018.
- (3) On February 1, 2017, the Reporting Person was granted 108,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020. The first vesting event occurred on January 31, 2018.
- (4) Represents withholding by the Issuer of shares in respect of tax liability incident to the vesting of a security issued in accordance with Rule 16b-3, and not a market sale of securities.
- (5) Sales made pursuant to a 10b5-1 trading plan dated December 9, 2016.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.70 to \$3.80, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (6) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.
- (7) Please see the section titled "Remarks" below for additional information.
- (8) On February 1, 2018, the Reporting Person was granted 78,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2019, January 31, 2020 and January 31, 2021.
- (9) On February 1, 2018, the Reporting Person was granted an option to purchase 117,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month starting on February 28, 2018.
- (10)
- (11)
- (12)

Remarks:

As of the date of this form 4, the Reporting Person owns or holds the right to acquire an aggregate of 3,474,224 Ordinary Shares.

The above-referenced stock option and RSU awards were approved by the Issuer's remuneration committee, in consultation with the board of directors.

In the event of a Change of Control (as defined in the Amarin Corporation plc 2011 Stock Incentive Plan), the grants described above shall be exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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