

AMARIN CORP PLC\UK

Form 4

July 13, 2016

**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

OMB  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zakrzewski Joseph S

(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)

07/11/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   |                                      | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|                                       |                              |   |   |                        |  |  |   |

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| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)    | (D) | Date<br>Exercisable | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of Shares |
|--------------------------------------|------------------------------------|------------------|------------|--|------|---|--------|-----|---------------------|--------------------|------------------------|-------------------------------------|
| Stock<br>Option<br>(right to<br>buy) | \$ 2.19                            | 07/11/2016       |            |  | A    |   | 28,847 |     | (1)                 | 07/11/2026         | Ordinary<br>Shares (2) | 28,847                              |
| Restricted<br>Stock<br>Units         | \$ 0 (3)                           | 07/11/2016       |            |  | A    |   | 20,548 |     | (4)                 | (5)                | Ordinary<br>Shares (2) | 20,548                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Zakrzewski Joseph S<br>C/O AMARIN PHARMA, INC., 1430 ROUTE 206<br>BEDMINSTER, NJ 07921 |               |           |         | X     |

## Signatures

/s/ Michael W. Kalb, by power of  
attorney

07/13/2016

\_\_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).

- On July 11, 2016, the Reporting Person was granted an option to purchase 28,847 Ordinary Shares under the Amarin Corporation plc
- (1) 2011 Stock Incentive Plan (the "Plan"). The shares subject to this option shall vest and become exercisable in a single annual installment upon the earlier of (i) the anniversary of the grant date of July 11, 2016 or (ii) the Issuer's annual general meeting of shareholders in 2017.
  - (2) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's
- (3) discretion, with settlement to be made on a deferred basis, specifically upon the non-employee director's separation of service with the Issuer.
- On July 11, 2016, the Reporting Person was granted 20,548 RSUs under the Plan. The RSUs vest in equal annual installments over a
- (4) three-year period, with each installment vesting upon the earlier of (i) the anniversary of the grant date of July 11, 2016 or (ii) the Issuer's annual general meeting of shareholders in such year.
  - (5) Not applicable.

### Remarks:

In the event of a Change of Control (as defined in the Plan), each of the grants described in this Form 4 vests in full.

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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