

AMARIN CORP PLC\UK

Form 4

February 02, 2017

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 *
THERO JOHN F

(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)

01/31/2017

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)

President and CEO

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 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares ⁽¹⁾	01/31/2017		M	Amount <u>169,500</u> ⁽²⁾	(A) or (D) A <u>(3)</u>	911,417	D
Ordinary Shares ⁽¹⁾	01/31/2017		M	Amount <u>260,000</u> ⁽⁴⁾	A <u>(3)</u>	1,171,417	D
Ordinary Shares ⁽¹⁾	01/31/2017		M	Amount <u>120,000</u> ⁽⁵⁾	A <u>(3)</u>	1,291,417	D
Ordinary Shares ⁽¹⁾	01/31/2017		F ⁽⁶⁾	231,718	D \$ 2.97	1,059,699	D

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
Restricted Stock Units ⁽⁷⁾	\$ 0	01/31/2017		M	169,500	⁽²⁾ ⁽³⁾	Ordinary Shares ⁽¹⁾
Restricted Stock Units ⁽⁷⁾	\$ 0	01/31/2017		M	260,000	⁽⁴⁾ ⁽³⁾	Ordinary Shares ⁽¹⁾
Restricted Stock Units ⁽⁷⁾	\$ 0	01/31/2017		M	120,000	⁽⁵⁾ ⁽³⁾	Ordinary Shares ⁽¹⁾
Stock Option (right to buy)	\$ 2.95	02/01/2017		A	550,000	⁽⁸⁾ 01/31/2027	Ordinary Shares ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THERO JOHN F C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921	X President and CEO

Signatures

/s/ John F. Thero 02/02/2017

**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 January 8, 2014, the Reporting Person was granted 508,500 restricted stock units ("RSUs") under the Amarin Corporation plc 2011

(2) Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2015, January 31, 2016 and January 31, 2017. The third and final vesting event occurred on January 31, 2017.

(3) Not applicable.

On February 2, 2015, the Reporting Person was granted 780,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan.

(4) These RSUs vest in three equal installments on each of January 31, 2016, January 31, 2017 and January 31, 2018. The second vesting event occurred on January 31, 2017.

On February 1, 2016, the Reporting Person was granted 360,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan.

(5) These RSUs vest in three equal installments on each of January 31, 2017, January 31, 2018 and January 31, 2019. The first vesting event occurred on January 31, 2017.

(6) 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.

(7) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

On February 1, 2017, the Reporting Person was granted an option to purchase 550,000 Ordinary Shares under the Amarin Corporation plc

(8) 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, 2017.

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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