

AMARIN CORP PLC\UK

Form 4

July 03, 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 *
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)

05/15/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares ⁽¹⁾	06/29/2017		S ⁽²⁾		151,768	D 3.9786 ⁽³⁾	130,591 ⁽⁴⁾ D
Ordinary Shares ⁽¹⁾	06/30/2017		M		47,187 ⁽⁵⁾	A ⁽⁶⁾	177,778 ⁽⁴⁾ D
Ordinary Shares ⁽¹⁾	06/30/2017		M		6,250 ⁽⁷⁾	A ⁽⁶⁾	184,028 ⁽⁴⁾ D
Ordinary Shares ⁽¹⁾	06/30/2017		F ⁽⁸⁾		27,885	D \$ 4.03	156,143 ⁽⁴⁾ D
Ordinary Shares ⁽¹⁾	06/30/2017		S ⁽²⁾		105,039	D \$ 3.979 ⁽⁹⁾	51,104 ⁽⁴⁾ D

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Ordinary Shares ⁽¹⁾ 07/03/2017 S⁽²⁾ 51,104 D \$ 4.0928 0 ⁽⁴⁾ ⁽¹⁰⁾ 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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	\$ 0 ⁽¹¹⁾	05/15/2017		A	108,000	⁽¹²⁾ ⁽⁶⁾	Ordinary Shares ⁽¹⁾ 108,000
Restricted Stock Units	\$ 0 ⁽¹¹⁾	06/30/2017		M	47,187	⁽⁵⁾ ⁽⁶⁾	Ordinary Shares ⁽¹⁾ 47,187
Restricted Stock Units	\$ 0 ⁽¹¹⁾	06/30/2017		M	6,250	⁽⁷⁾ ⁽⁶⁾	Ordinary Shares ⁽¹⁾ 6,250

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 07/03/2017

⁽¹⁾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 represents one Ordinary Share.
- (2) Sales made pursuant to a 10b5-1 trading plan dated November 7, 2016.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.96 to \$4.07, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of Ordinary Shares sold at each separate price.
- (3) Please see the section titled "Remarks" below for additional information.

As previously reported on July 8, 2015, the Reporting Person was granted 755,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs vest in 16 equal quarterly installments. The eighth vesting event occurred on June 30, 2017.
- (4) Not applicable.
- (5) As previously reported on October 6, 2015, the Reporting Person was granted 100,000 RSUs under the Plan. These RSUs vest in 16 equal quarterly installments. The eighth vesting event occurred on June 30, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.96 to \$4.03, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of Ordinary Shares sold at each separate price.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.05 to \$4.14, inclusive. The Reporting Person has provided the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of Ordinary Shares sold at each separate price.
- (8) 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 108,000 RSUs under the Plan. These RSUs were subject to the approval by the Company's shareholders of an amendment to the Plan, which amendment was approved on May 15, 2017, and were previously disclosed in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 21, 2017. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020.
- (9) On February 1, 2017, the Reporting Person was granted 108,000 RSUs under the Plan. These RSUs were subject to the approval by the Company's shareholders of an amendment to the Plan, which amendment was approved on May 15, 2017, and were previously disclosed in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 21, 2017. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020.
- (10) On February 1, 2017, the Reporting Person was granted 108,000 RSUs under the Plan. These RSUs were subject to the approval by the Company's shareholders of an amendment to the Plan, which amendment was approved on May 15, 2017, and were previously disclosed in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 21, 2017. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020.
- (11) On February 1, 2017, the Reporting Person was granted 108,000 RSUs under the Plan. These RSUs were subject to the approval by the Company's shareholders of an amendment to the Plan, which amendment was approved on May 15, 2017, and were previously disclosed in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 21, 2017. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020.
- (12) On February 1, 2017, the Reporting Person was granted 108,000 RSUs under the Plan. These RSUs were subject to the approval by the Company's shareholders of an amendment to the Plan, which amendment was approved on May 15, 2017, and were previously disclosed in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 21, 2017. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020.

Remarks:

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

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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