

AMARIN CORP PLC
Form SC 13G
March 26, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

AMARIN CORPORATION plc

(Name of Issuer)

American Depository Shares
Each representing one Ordinary Share, 50 Pence Par Value Per Share
(Title of Class of Securities)

023111206
(CUSIP Number)

March 14, 2012
(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*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 the 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).

CUSIP No. 023111206

13G

Page 2 of 9 Pages

1NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.A.C. Capital Advisors, L.P.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

0

NUMBER OF
SHARES

6SHARED VOTING POWER

BENEFICIALLY

5,415,392 (see Item 4)

OWNED

7SOLE DISPOSITIVE POWER

BY

0

EACH

8SHARED DISPOSITIVE POWER

REPORTING

PERSON

WITH:

5,415,392 (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,415,392 (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.0% (see Item 4)

12TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 023111206

13G

Page 3 of 9 Pages

1NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.A.C. Capital Advisors, Inc.

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5SOLE VOTING POWER

0

NUMBER OF
SHARES

6SHARED VOTING POWER

BENEFICIALLY

5,415,392 (see Item 4)

OWNED

7SOLE DISPOSITIVE POWER

BY

0

EACH

8SHARED DISPOSITIVE POWER

REPORTING

PERSON

WITH:

5,415,392 (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,415,392 (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.0% (see Item 4)

12TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 023111206

13G

Page 4 of 9 Pages

1NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.A.C. Capital Associates, LLC

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

Anguilla, British West Indies

5SOLE VOTING POWER

0

NUMBER OF
SHARES

6SHARED VOTING POWER

BENEFICIALLY

5,374,600 (see Item 4)

OWNED

7SOLE DISPOSITIVE POWER

BY

0

EACH

8SHARED DISPOSITIVE POWER

REPORTING

PERSON

WITH:

5,374,600 (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,374,600 (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.0% (see Item 4)

12TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 023111206

13G

Page 5 of 9 Pages

1NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven A. Cohen

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5SOLE VOTING POWER

0

NUMBER OF
SHARES

6SHARED VOTING POWER

BENEFICIALLY

5,415,392 (see Item 4)

OWNED

7SOLE DISPOSITIVE POWER

BY

0

EACH

8SHARED DISPOSITIVE POWER

REPORTING

PERSON

WITH:

5,415,392 (see Item 4)

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,415,392 (see Item 4)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.0% (see Item 4)

12TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a)

Name of Issuer:

Amarin Corporation plc

Item 1(b)

Address of Issuer's Principal Executive Offices:

2 Pembroke House, Upper Pembroke Street 28-32, Dublin 2, Ireland

Item 2(a)

Name of Person Filing:

This statement is filed by: (i) S.A.C. Capital Advisors, L.P. ("SAC Capital Advisors LP") with respect to American Depositary Shares ("ADS"), each representing one Ordinary Share, 50 pence par value per share ("Ordinary Shares") of the Issuer beneficially owned by S.A.C. Capital Associates, LLC ("SAC Capital Associates") and S.A.C. MultiQuant Fund, LLC ("SAC MultiQuant Fund"); (ii) S.A.C. Capital Advisors, Inc. ("SAC Capital Advisors Inc.") with respect to ADS beneficially owned by SAC Capital Advisors LP, SAC Capital Associates and SAC MultiQuant Fund; (iii) SAC Capital Associates with respect to ADS beneficially owned by it; and (iv) Steven A. Cohen with respect to ADS beneficially owned by SAC Capital Advisors LP, SAC Capital Advisors Inc., SAC Capital Associates and SAC MultiQuant Fund.

SAC Capital Advisors LP, SAC Capital Advisors Inc., SAC Capital Associates, and Steven A. Cohen have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Act.

Item 2(b)

Address or Principal Business Office:

The address of the principal business office of (i) SAC Capital Advisors LP, SAC Capital Advisors Inc. and Mr. Cohen is 72 Cummings Point Road, Stamford, Connecticut 06902; and (ii) SAC Capital Associates is Victoria House, P.O. Box 58, The Valley, Anguilla, British West Indies.

Item 2(c)

Citizenship:

SAC Capital Advisors LP is a Delaware limited partnership. SAC Capital Advisors Inc. is a Delaware corporation. SAC Capital Associates is an Anguillan limited liability company. Mr. Cohen is a United States citizen.

Item 2(d)

Title of Class of Securities:

American Depositary Shares, each representing one Ordinary Share,
50 Pence Par Value Per Share

Page 6 of 9

Item 2(e) CUSIP Number:

023111206

Item 3 Not Applicable

Item 4 Ownership:

The percentages used herein are calculated based upon the ADS issued and outstanding as of February 23, 2012 as reported in the Issuer's annual report on Form 10-K filed with the Securities and Exchange Commission by the Issuer for the fiscal year ended December 31, 2011.

As of the close of business on March 23, 2012:

1. S.A.C. Capital Advisors, L.P.

(a) Amount beneficially owned: 5,415,392

(b) Percent of class: 4.0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,415,392

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,415,392

2. S.A.C. Capital Advisors, Inc.

(a) Amount beneficially owned: 5,415,392

(b) Percent of class: 4.0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,415,392

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,415,392

3. S.A.C. Capital Associates, LLC

(a) Amount beneficially owned: 5,374,600

(b) Percent of class: 4.0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,374,600

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,374,600

4. Steven A. Cohen

(a) Amount beneficially owned: 5,415,392

(b) Percent of class: 4.0%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 5,415,392

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 5,415,392

SAC Capital Advisors LP, SAC Capital Advisors Inc. and Mr. Cohen do not directly own any ADS nor any Ordinary Shares. Pursuant to an investment management agreement, SAC Capital Advisors LP maintains investment and voting power with respect to the securities held by SAC Capital Associates and SAC MultiQuant Fund. SAC Capital Advisors Inc. is the general partner of SAC Capital Advisors LP. Mr. Cohen controls SAC Capital Advisors Inc. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of SAC Capital Advisors LP, SAC Capital Advisors Inc. and Mr. Cohen may be deemed to beneficially own 5,415,392 ADS (constituting approximately 4.0% of the ADS outstanding). Each of SAC Capital Advisors LP, SAC Capital Advisors Inc., and Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. x

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 26, 2012

S.A.C. CAPITAL ADVISORS, L.P.

By: /s/ Peter Nussbaum
Name: Peter Nussbaum
Title: Authorized Person

S.A.C. CAPITAL ADVISORS, INC.

By: /s/ Peter Nussbaum
Name: Peter Nussbaum
Title: Authorized Person

S.A.C. CAPITAL ASSOCIATES, LLC

By: /s/ Peter Nussbaum
Name: Peter Nussbaum
Title: Authorized Person

STEVEN A. COHEN

By: /s/ Peter Nussbaum
Name: Peter Nussbaum
Title: Authorized Person