

Kennedy Joseph T
Form 4
January 02, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
AMARIN CORP PLC\UK [AMRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AMARIN PHARMA,
INC., 1430 ROUTE 206

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2017

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
General Counsel

(Street)
BEDMINSTER, NJ 07921

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

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

(City) (State) (Zip)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Ordinary Shares ⁽¹⁾ | 12/31/2017 | | M | | 47,188 ⁽²⁾ A ⁽³⁾ 72,741 ⁽⁴⁾ | D | |
| Ordinary Shares ⁽¹⁾ | 12/31/2017 | | M | | 6,250 ⁽⁵⁾ A ⁽³⁾ 78,991 ⁽⁴⁾ | D | |
| Ordinary Shares ⁽¹⁾ | 12/31/2017 | | F ⁽⁶⁾ | | 27,885 D \$ 4.01 51,106 ⁽⁴⁾ | D | |

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

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number.

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) | 8. Derivative Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|--------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽⁷⁾ | 12/31/2017 | | M | | 47,188 | | ⁽²⁾ | ⁽³⁾ | Ordinary Shares ⁽¹⁾ | 47,188 |
| Restricted Stock Units | \$ 0 ⁽⁷⁾ | 12/31/2017 | | M | | 6,250 | | ⁽⁵⁾ | ⁽³⁾ | 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

01/02/2018

**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 represents one Ordinary Share.
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 tenth vesting event occurred on December 31, 2017.
- (2) Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs vest in 16 equal quarterly installments. The tenth vesting event occurred on December 31, 2017.
- (3) Not applicable.
- (4) Please see the section titled "Remarks" below for additional information.

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- (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 tenth vesting event occurred on December 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.

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 this Form 4, the Reporting Person owns or holds the right to acquire an aggregate of 3,435,500 Ordinary Shares.

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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