

# AMARIN CORP PLC\UK

Reported by  
**KENNEDY JOSEPH T**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/03/17 for the Period Ending 12/31/16

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Industry	Biotechnology & Medical Research
Sector	Healthcare
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# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Kennedy Joseph T</b> <small>(Last) (First) (Middle)</small>  <b>C/O AMARIN PHARMA, INC., 1430 ROUTE 206</b> <small>(Street)</small>  <b>BEDMINSTER, NJ 07921</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>AMARIN CORP PLC\UK [ AMRN ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>General Counsel</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/31/2016</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)	12/31/2016		M		47188 (2)	A	(3)	209308 (4)	D	
Ordinary Shares (1)	12/31/2016		M		6250 (5)	A	(3)	215558 (4)	D	
Ordinary Shares (1)	12/31/2016		F (6)		27885	D	\$3.08	187673 (4)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00 (7)	12/31/2016		M		47188		(2)	(3)	Ordinary Shares (1)	47188	\$0.00	471874	D	
Restricted Stock Units	\$0.00 (7)	12/31/2016		M		6250		(5)	(3)	Ordinary Shares (1)	6250	\$0.00	62500	D	

**Explanation of Responses:**

- (1) The Ordinary Shares may be represented by American Depositary Shares, each of which represents one Ordinary Share.
- (2) 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. These RSUs vest in 16 equal quarterly installments. The sixth vesting event occurred on December 31, 2016.
- (3) Not applicable.
- (4) Please see the section titled "Remarks" below for additional information.
- (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 sixth vesting event occurred on December 31, 2016.
- (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 3,396,922 Ordinary Shares of the Issuer in the form of (i) stock options and Restricted Stock Units granted under the Amarin Corporation plc 2002 Stock Option Plan and the Amarin Corporation plc 2011 Stock Option Plan and (ii) 187,673 Ordinary Shares.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kennedy Joseph T C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921</b>			<b>General Counsel</b>	

**Signatures**

/s/ Joseph T. Kennedy

1/3/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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