

# AMARIN CORP PLC\UK

Reported by  
**ZAKRZEWSKI JOSEPH S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/15/17

Telephone	353 1 6699 020
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SIC Code	2834 - Pharmaceutical Preparations
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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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Zakrzewski Joseph S</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 checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/15/2017</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			

**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				
<b>Stock Option (right to buy)</b>	<b>\$3.06</b>	<b>5/15/2017</b>		<b>A</b>		<b>21146</b>		<b>(1)</b>	<b>5/15/2027</b>	<b>Ordinary Shares (2)</b>	<b>21146</b>	<b>\$0.00</b>	<b>21146</b>	<b>D</b>	
<b>Restricted Stock Units</b>	<b>\$0.00 (3)</b>	<b>5/15/2017</b>		<b>A</b>		<b>14706</b>		<b>(4)</b>	<b>(5)</b>	<b>Ordinary Shares (2)</b>	<b>14706</b>	<b>\$0.00</b>	<b>14706</b>	<b>D</b>	

**Explanation of Responses:**

- (1) On May 15, 2017, the Reporting Person was granted an option to purchase 21,146 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). The option shall vest and become exercisable in a single annual installment upon the earlier of (i) the anniversary of the grant date of May 15, 2017 or (ii) the Issuer's annual general meeting of shareholders in 2018.
- (2) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (3) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion, with settlement to be made on a deferred basis, specifically upon the non-employee director's separation of service with the Issuer.
- (4) On May 15, 2017 the Reporting Person was granted 14,706 RSUs under the Plan. The RSUs vest in equal annual installments over a three-year period, with each installment vesting upon the earlier of (i) the anniversary of the grant date of May 15, 2017 or (ii) the Issuer's annual general meeting of shareholders in such year.
- (5) Not applicable.

**Remarks:**

These grants are made in accordance with the Issuer's previously disclosed non-employee director compensation program.

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

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Zakrzewski Joseph S C/O AMARIN PHARMA, INC. 1430 ROUTE 206</b>	<b>X</b>			

BEDMINSTER, NJ 07921				
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**Signatures**

/s/ Michael W. Kalb, by power of attorney

5/17/2017

—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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