

AMARIN CORP PLC\UK

FORM S-8

(Securities Registration: Employee Benefit Plan)

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Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMARIN CORPORATION PLC

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

2 Pembroke House
Upper Pembroke Street 28-32
Dublin 2, Ireland
+353 1 6699 020

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Amarin Corporation plc 2011 Stock Incentive Plan, as amended
Amarin Corporation plc 2017 Employee Stock Purchase Plan
(Full title of the plans)

John F. Thero
President and Chief Executive Officer
Amarin Corporation plc
c/o Amarin Pharma, Inc.
1430 Route 206
Bedminster, NJ 07921, USA
(908) 719-1315

(Name, address, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Michael H. Bison, Esq.
William D. Collins, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
Telephone: (617) 570-1000
Facsimile: (617) 523-1231

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (2)	Proposed maximum offering price per share (5)	Proposed maximum aggregate offering price (5)	Amount of registration fee
Amarin Corporation plc 2011 Stock Incentive Plan, as amended				
Shares Reserved for Grant				
Ordinary Shares, par value 50 pence each (1)	20,000,000(3)	\$3.53	\$70,600,000	\$8,182.54
Amarin Corporation plc 2017 Employee Stock Purchase Plan				
Shares Reserved for Grant				
Ordinary Shares, par value 50 pence each (1)	3,000,000(4)	\$3.53	\$10,590,000	\$1,227.39
TOTAL	23,000,000	\$3.53	\$81,190,000	\$9,409.93

- (1) American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts, issuable upon deposit of Ordinary Shares, par value 50 pence each (“Ordinary Shares”), of Amarin Corporation plc are registered on a separate registration statement. Each ADS represents one Ordinary Share.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also be deemed to cover such additional securities which become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transactions.
- (3) Represents an increase to the number of shares of Ordinary Shares reserved for issuance pursuant to the Amarin Corporation plc 2011 Stock Incentive Plan, as amended by the Amendment No. 6 thereto (such plan, the “Plan” and such amendment, the “Plan Amendment”). Shares available for issuance under the Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on September 16, 2011, August 8, 2012 and July 24, 2015.
- (4) Consists of 3,000,000 shares of Ordinary Shares issuable pursuant to the Amarin Corporation plc 2017 Employee Stock Purchase Plan (the “ESPP”).
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act. The proposed maximum aggregate offering price is based upon the average of the high and low sales prices of the ADSs, as reported on the Nasdaq Capital Market on August 1, 2017.

EXPLANATORY STATEMENT

In March 2017, the Board of Directors of Amarin Corporation plc (the “Company”) approved, subject to shareholder approval, the Plan Amendment which increased the aggregate number of Ordinary Shares authorized for issuance under the Plan by 20,000,000 Ordinary Shares. At the Company’s 2017 Annual General Meeting held on May 15, 2017 (the “2017 AGM”), the Company’s shareholders approved the Plan Amendment. The contents of the Company’s Registration Statement on Form S-8 (File No. 333-176877) filed with the Commission on September 16, 2011, the Company’s Registration Statement on Form S-8 (File No. 333-183160) filed with the Commission on August 8, 2012, and the Company’s Registration Statement on Form S-8 (File No. 333-205863) filed with the Commission on July 24, 2015, each relating to the Plan, are incorporated by reference into this Registration Statement pursuant to General Instruction E to Form S-8. This Registration Statement registers, among other securities described below, the 20,000,000 Ordinary Shares reserved for issuance under the Plan pursuant to the Plan Amendment.

In March 2017, the Board of Directors of the Company approved, subject to shareholder approval, the Amarin Corporation plc 2017 Employee Stock Purchase Plan (the “ESPP”), under which an aggregate of 3,000,000 Ordinary Shares will be reserved and available for issuance. At the 2017 AGM, the Company’s shareholders approved the ESPP. This Registration Statement registers, among other securities described above, the 3,000,000 Ordinary Shares reserved for issuance under the ESPP.

Part I

The information required by Part I to be contained in a Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information. *

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the "Note" to Part I of Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Company hereby incorporates by reference in this Registration Statement the following documents previously filed by the Company with the Commission:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2016;
2. The Company's annual Proxy Statement on Schedule 14A relating to its Annual General Meeting of shareholders, filed with the Commission on April 21, 2017 (with respect to those portions incorporated by reference into the Company's Annual Report on Form 10-K for the year ended December 31, 2016, other than information furnished rather than filed);
3. The Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2017;
4. The Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2017;
5. The Company's Current Reports on Form 8-K filed with the Commission on January 5, 2017 (only with respect to item(s) deemed "filed" with the Commission contained in such Report), January 20, 2017 (only with respect to item(s) deemed "filed" with the Commission contained in such Report), January 25, 2017, February 28, 2017 (only with respect to item(s) deemed "filed" with the Commission contained in such Report), March 27, 2017, May 3, 2017 (only with respect to item(s) deemed "filed" with the Commission contained in such Report), May 19, 2017, and August 2, 2017 (only with respect to item(s) deemed "filed" with the Commission contained in such Report); and

6. The section entitled “Description of Registrant’s Securities to be Registered” contained in the Company’s Registration Statement on Form 8-A filed with the Commission on March 19, 1993, including any amendment or report filed for the purpose of updating such description.

ITEM 8. EXHIBITS.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Articles of Association of Amarin Corporation plc (incorporated herein by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2013, filed with the Commission on August 8, 2013, File No. 000-21392).
4.2	Amarin Corporation plc 2011 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.4 to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2011, filed with the Commission on August 9, 2011, File No. 000-21392).
4.3	Amendment No. 1 to Amarin Corporation plc 2011 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed with the Commission on August 8, 2012, File No. 333-176897).
4.4	Amendment No. 2 to Amarin Corporation plc 2011 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed with the Commission on August 8, 2012, File No. 333-167897).
4.5	Amendment No. 3 to Amarin Corporation plc 2011 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Commission on February 28, 2012, File No. 333-167897).
4.6	Amendment No. 4 to Amarin Corporation plc 2011 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.1 to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2015, filed with the Commission on August 6, 2015, File No. 000-21392).
4.7	Amendment No. 5 to Amarin Corporation plc 2011 Stock Incentive (incorporated herein by reference to Exhibit 4.2 to the Registrant’s Quarterly Report on Form 10-Q for the period ended June 30, 2015, filed with the Commission on August 6, 2015, File No. 000-21392).
*4.8	Amendment No. 6 to Amarin Corporation plc 2011 Stock Incentive Plan.
*4.9	Amarin Corporation plc 2017 Employee Stock Purchase Plan.
4.10	Form of Amended and Restated Deposit Agreement, dated as of November 4, 2011, among the Company, Citibank, N.A., as Depository, and all holders from time to time of American Depositary Receipts issued thereunder (incorporated herein by reference to Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Commission on February 29, 2012).
4.11	Form of Ordinary Share certificate (incorporated herein by reference to Exhibit 2.4 to the Registrant’s Annual Report on Form 20-F for the fiscal year ended December 31, 2002, filed with the Commission on April 24, 2003).
4.12	Form of American Depositary Receipt evidencing ADSs (incorporated herein by reference to Exhibit 4.4 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Commission on February 29, 2012).
*5.1	Opinion of K&L Gates LLP.
*23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
*23.2	Consent of K&L Gates LLP (included in Exhibit 5.1).
*24.1	Power of Attorney (included in the Registration Statement under “Signatures”).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Dublin Ireland, on August 2, 2017.

Amarin Corporation plc

By: /s/ John F. Thero

John F. Thero, President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Amarin Corporation plc, hereby severally constitute and appoint John F. Thero, Michael W. Kalb and Joseph T. Kennedy, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this registration statement on Form S-8 (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John F. Thero</u> John F. Thero	Director, President and Chief Executive Officer (Principal Executive Officer)	August 2, 2017
<u>/s/ Michael W. Kalb</u> Michael W. Kalb	Senior Vice President and Chief Financial Officer (Principal Financial and Account Officer)	August 2, 2017
<u>/s/ Lars G. Ekman, M.D., Ph.D.</u> Lars G. Ekman, M.D., Ph.D.	Director	August 2, 2017
<u>/s/ David Stack</u> David Stack	Director	August 2, 2017
<u>/s/ Joseph S. Zakrzewski</u> Joseph S. Zakrzewski	Director	August 2, 2017
<u>/s/ Jan van Heek</u> Jan van Heek	Director	August 2, 2017
<u>/s/ Kristine Peterson</u> Kristine Peterson	Director	August 2, 2017
<u>/s/ Patrick J. O'Sullivan</u> Patrick J. O'Sullivan	Director	August 2, 2017
<u>/s/ John F. Thero</u> John F. Thero	Authorized Representative in the U.S.	August 2, 2017

EXHIBIT INDEX

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* Filed herewith.

AMARIN CORPORATION PLC
AMENDMENT NO. 6 TO
2011 STOCK INCENTIVE PLAN

The Amarin Corporation plc 2011 Stock Incentive Plan (the “Plan”) is hereby amended by the Board of Directors and shareholders of Amarin Corporation plc as follows:

Section 4(a) of the Plan is hereby amended to increase the total number of Shares available for issuance under the Plan shall be increased by **20,000,000** shares, such that Section 4(a) of the Plan, as so amended, shall read in its entirety as follows:

Section 4. Shares Available for Awards

- (a) Shares Available. Subject to adjustment as provided in Section 4(c) of the Plan, the number of Shares in respect of which Awards may be made under this Plan on any day shall not exceed the sum of (i) 51,500,000 Shares, (ii) 3,074,680 Shares (being Shares that remained available for grants under the Company’s existing 2002 Stock Option Plan (the “**2002 Plan**”) as of July 12, 2011) and (iii) the number of Shares subject to grants under the 2002 Plan that are outstanding as of the Effective Date but subsequently become Lapsed Awards (as defined below) (“the Plan Limit”). Shares to be issued under the Plan may be either authorized but unissued Shares, or Shares acquired in the open market or otherwise. If any award over Shares granted under this Plan or the 2002 Plan expires or is forfeited, surrendered, canceled or otherwise terminated in whole or in part without Shares being issued (“**Lapsed Award**”), then the Shares subject to such Lapsed Award may, at the discretion of the Committee, be made available for subsequent grants under the Plan; *provided, however*, that Shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding shall not be considered a Lapsed Award. Notwithstanding the foregoing, the number of Shares available for granting Incentive Stock Options under the Plan shall not exceed the ISO Limit, and Options with respect to no more than 10,000,000 Shares may be granted to any one individual Participant during any one calendar year period.

ADOPTED BY BOARD OF DIRECTORS: March 13, 2017

ADOPTED BY SHAREHOLDERS: May 15, 2017

AMARIN CORPORATION PLC
2017 EMPLOYEE STOCK PURCHASE PLAN

The purpose of the Amarin Corporation plc Employee Stock Purchase Plan (“the Plan”) is to provide eligible employees of each Designated Company (as defined in Section 11) of Amarin Corporation plc (the “Company”) with opportunities to purchase ordinary shares of £0.50 each (the “Ordinary Shares”) or American Depositary Shares, each representing one Ordinary Share, as the case may be (the “Shares”). An aggregate of 3,000,000 Shares have been approved and reserved for this purpose. The Plan is intended to constitute an “employee stock purchase plan” within the meaning of Section 423(b) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall be interpreted in accordance with that intent.

1. Administration. The Plan will be administered by the person or persons (the “Administrator”) appointed by the Company’s Board of Directors (the “Board”) for such purpose. The Administrator has authority at any time to: (i) adopt, alter and repeal such rules, guidelines and practices for the administration of the Plan and for its own acts and proceedings as it shall deem advisable; (ii) interpret the terms and provisions of the Plan; (iii) make all determinations it deems advisable for the administration of the Plan; (iv) decide all disputes arising in connection with the Plan; and (v) otherwise supervise the administration of the Plan. All interpretations and decisions of the Administrator shall be binding on all persons, including the Company and the Participants. No member of the Board or individual exercising administrative authority with respect to the Plan shall be liable for any action or determination made in good faith with respect to the Plan or any option granted hereunder.

2. Offerings. The Company will make one or more offerings to eligible employees to purchase Shares under the Plan (“Offerings”). Unless otherwise determined by the Administrator, the initial Offering will begin on December 1, 2017 and will end on May 31, 2018 (the “Initial Offering”). Thereafter, unless otherwise determined by the Administrator, an Offering will begin on the first business day occurring on or after each June 1st and December 1st and will end on the last business day occurring on or before the following May 31st and November 30th, respectively. The Administrator may, in its discretion, designate a different period for any Offering, provided that no Offering shall exceed six months in duration or overlap any other Offering.

3. Eligibility. All individuals classified as employees on the payroll records of each Designated Company are eligible to participate in any one or more of the Offerings under the Plan, provided that as of the first day of the applicable Offering (the “Offering Date”) they are customarily employed by a Designated Company for more than 20 hours a week and have completed at least six months of employment. Notwithstanding any other provision herein, individuals who are not contemporaneously classified as employees of a Designated Company for purposes of the applicable Designated Company’s payroll system are not considered to be eligible employees of any Designated Company and shall not be eligible to participate in the Plan. In the event any such individuals are reclassified as employees of a Designated Company for any purpose, including, without limitation, common law or statutory employees, by any action of any third party, including, without limitation, any government agency, or as a result of any private lawsuit, action or administrative proceeding, such individuals shall, notwithstanding such reclassification, remain ineligible for participation. Notwithstanding the foregoing, the exclusive means for individuals who are not contemporaneously classified as employees of a Designated Company on the Designated Company’s payroll system to become eligible to participate in this Plan is through an amendment to this Plan, duly executed by the Company, which specifically renders such individuals eligible to participate herein.

4. Participation.

(a) An eligible employee who is not a Participant in any prior Offering may participate in an Offering by submitting an enrollment form to his or her appropriate payroll location at least 15 business days before the Offering Date (or by such other deadline as shall be established by the Administrator for the Offering).

(b) Enrollment. The enrollment form will (a) state a dollar amount or whole percentage to be deducted from an eligible employee's Compensation (as defined in Section 11) per pay period, (b) authorize the purchase of Shares in each Offering in accordance with the terms of the Plan and (c) specify the exact name or names in which Shares purchased for such individual are to be issued pursuant to Section 10. An employee who does not enroll in accordance with these procedures will be deemed to have waived the right to participate. Unless a Participant files a new enrollment form or withdraws from the Plan, such Participant's deductions and purchases will continue at the same amount or percentage of Compensation for future Offerings, provided he or she remains eligible.

(c) Notwithstanding the foregoing, participation in the Plan will neither be permitted nor be denied contrary to the requirements of the Code.

5. Employee Contributions. Each eligible employee may authorize payroll deductions at a minimum of one percent up to a maximum of 15 percent of such employee's Compensation for each pay period. The Company will maintain book accounts showing the amount of payroll deductions made by each Participant for each Offering. No interest will accrue or be paid on payroll deductions.

6. Deduction Changes. Except as may be determined by the Administrator in advance of an Offering, a Participant may not increase or decrease his or her payroll deduction during any Offering, but may increase or decrease his or her payroll deduction with respect to the next Offering (subject to the limitations of Section 5) by filing a new enrollment form at least 15 business days before the next Offering Date (or by such other deadline as shall be established by the Administrator for the Offering). The Administrator may, in advance of any Offering, establish rules permitting a Participant to increase, decrease or terminate his or her payroll deduction during an Offering.

7. Withdrawal. A Participant may withdraw from participation in the Plan by delivering a written notice of withdrawal to his or her appropriate payroll location. The Participant's withdrawal will be effective as of the next business day. Following a Participant's withdrawal, the Company will promptly refund such individual's entire account balance under the Plan to him or her (after payment for any Shares purchased before the effective date of withdrawal). Partial withdrawals are not permitted. Such an employee may not begin participation again during the remainder of the Offering, but may enroll in a subsequent Offering in accordance with Section 4.

8. Grant of Options. On each Offering Date, the Company will grant to each eligible employee who is then a Participant in the Plan an option ("Option") to purchase on the last day of such Offering (the "Exercise Date"), at the Option Price hereinafter provided for, the lowest of (a) a number of Shares determined by dividing such Participant's accumulated payroll deductions on such Exercise Date by the Option Price (as defined below), (b) a number of Shares determined by multiplying \$2,083 by the number of full months in such Offering and dividing the result by the Fair Market Value of the Shares on the Offering Date; or (c) such other lesser

maximum number of Shares as shall have been established by the Administrator in advance of the Offering; provided, however, that such Option shall be subject to the limitations set forth below. Each Participant's Option shall be exercisable only to the extent of such Participant's accumulated payroll deductions on the Exercise Date. The purchase price for each Share purchased under each Option (the "Option Price") will be 15 percent of the Fair Market Value of the Shares on the Offering Date or the Exercise Date, whichever is less.

Notwithstanding the foregoing, no Participant may be granted an option hereunder if such Participant, immediately after the option was granted, would be treated as owning shares possessing five percent or more of the total combined voting power or value of all classes of shares of the Company or any Parent or Subsidiary (as defined in Section 11). For purposes of the preceding sentence, the attribution rules of Section 424(d) of the Code shall apply in determining the share ownership of a Participant, and all shares that the Participant has a contractual right to purchase shall be treated as shares owned by the Participant. In addition, no Participant may be granted an Option that permits his or her rights to purchase Shares under the Plan, and any other employee stock purchase plan of the Company and its Parents and Subsidiaries, to accrue at a rate that exceeds \$25,000 of the fair market value of such shares (determined on the option grant date or dates) for each calendar year in which the Option is outstanding at any time. The purpose of the limitation in the preceding sentence is to comply with Section 423(b)(8) of the Code and shall be applied taking Options into account in the order in which they were granted.

9. Exercise of Option and Purchase of Shares. Each employee who continues to be a Participant in the Plan on the Exercise Date shall be deemed to have exercised his or her Option on such date and shall acquire from the Company such number of whole Shares reserved for the

purpose of the Plan as his or her accumulated payroll deductions on such date will purchase at the Option Price, subject to any other limitations contained in the Plan. Any amount remaining in a Participant's account at the end of an Offering solely by reason of the inability to purchase a fractional Share will be carried forward to the next Offering; any other balance remaining in a Participant's account at the end of an Offering will be refunded to the Participant promptly.

10. Issuance of Certificates. Certificates representing Shares purchased under the Plan may be issued only in the name of the employee, in the name of the employee and another person of legal age as joint tenants with rights of survivorship, or in the name of a broker authorized by the employee to be his, her or their, nominee for such purpose.

11. Definitions.

The term "Compensation" means the amount of base pay, prior to salary reduction pursuant to Sections 125, 132(f) or 401(k) of the Code, but excluding overtime, commissions, incentive or bonus awards, allowances and reimbursements for expenses such as relocation allowances or travel expenses, income or gains on the exercise of Company stock options, and similar items. The Administrator, in its discretion, may, on a uniform and nondiscriminatory basis, in advance of any Offering, establish a different definition of Compensation for that Offering and future Offerings.

The term "Designated Company" means the Company and/or any present or future Subsidiary (as defined below), in each case, that has been designated by the Board to participate in the Plan. The Board may so designate the Company and/or any Subsidiary, or revoke any such designation, at any time and from time to time, either before or after the Plan is approved by the shareholders. The current list of Designated Companies is attached hereto as Appendix A.

The term “Fair Market Value of the Shares” on any given date means the fair market value of the Shares determined in good faith by the Administrator; provided, however, that if the Shares admitted to quotation on the National Association of Securities Dealers Automated Quotation System (“NASDAQ”), the NASDAQ Stock Market or another national securities exchange, the determination shall be made by reference to the closing price on such date. If there is no closing price for such date, the determination shall be made by reference to the last date preceding such date for which there is a closing price.

The term “Parent” means a “parent corporation” with respect to the Company, as defined in Section 424(e) of the Code.

The term “Participant” means an individual who is eligible as determined in Section 3 and who has complied with the provisions of Section 4.

The term “Subsidiary” means a “subsidiary corporation” with respect to the Company, as defined in Section 424(f) of the Code.

12. Rights on Termination of Employment. If a Participant’s employment terminates for any reason before the Exercise Date for any Offering, no payroll deduction will be taken from any pay due and owing to the Participant and the balance in the Participant’s account will be paid to such Participant or, in the case of such Participant’s death, to his or her designated beneficiary as if such Participant had withdrawn from the Plan under Section 7. An employee will be deemed to have terminated employment, for this purpose, if the corporation that employs him or her, having been a Designated Company, ceases to be a Subsidiary, or if the employee is transferred to any corporation other than a Designated Company. An employee will not be deemed to have terminated employment for this purpose, if the employee is on an approved leave of absence for military service or sickness or for any other purpose approved by the Company, if

the employee's right to reemployment is guaranteed either by a statute or by contract or under the policy pursuant to which the leave of absence was granted or if the Administrator otherwise provides in writing.

13. Special Rules. Notwithstanding anything herein to the contrary, the Administrator may adopt special rules applicable to the employees of a particular Designated Company, whenever the Administrator determines that such rules are necessary or appropriate for the implementation of the Plan in a jurisdiction where such Designated Company has employees; provided that such rules are consistent with the requirements of Section 423(b) of the Code. Any special rules established pursuant to this Section 13 shall, to the extent possible, result in the employees subject to such rules having substantially the same rights as other Participants in the Plan.

14. Optionees Not Shareholders. Neither the granting of an Option to a Participant nor the deductions from his or her pay shall constitute such Participant a holder of the Shares covered by an Option under the Plan until such Shares have been purchased by and issued to him or her.

15. Rights Not Transferable. Rights under the Plan are not transferable by a Participant other than by will or the laws of descent and distribution, and are exercisable during the Participant's lifetime only by the Participant.

16. Application of Funds. All funds received or held by the Company under the Plan may be combined with other corporate funds and may be used for any corporate purpose.

17. Adjustment in Case of Changes Affecting Shares. In the event of a subdivision of outstanding Shares, the payment of a dividend in Shares or any other change affecting the Shares, the number of Shares approved for the Plan and the Share limitation set forth in Section 8 shall be equitably or proportionately adjusted to give proper effect to such event.

18. Amendment of the Plan. The Board may at any time and from time to time amend the Plan in any respect, except that without the approval within 12 months of such Board action by the shareholders, no amendment shall be made increasing the number of Shares approved for the Plan or making any other change that would require shareholder approval in order for the Plan, as amended, to qualify as an “employee stock purchase plan” under Section 423(b) of the Code.

19. Insufficient Shares. If the total number of Shares that would otherwise be purchased on any Exercise Date plus the number of Shares purchased under previous Offerings under the Plan exceeds the maximum number of Shares issuable under the Plan, the Shares then available shall be apportioned among Participants in proportion to the amount of payroll deductions accumulated on behalf of each Participant that would otherwise be used to purchase Shares on such Exercise Date.

20. Termination of the Plan. The Plan may be terminated at any time by the Board. Upon termination of the Plan, all amounts in the accounts of Participants shall be promptly refunded.

21. Governmental Regulations. The Company’s obligation to sell and deliver Shares under the Plan is subject to obtaining all governmental approvals required in connection with the authorization, issuance, or sale of such Shares.

22. Governing Law. This Plan and all Options and actions taken thereunder shall be governed by, and construed in accordance with, the laws of the State of New York, applied without regard to conflict of law principles.

23. Issuance of Shares. Shares may be issued upon exercise of an Option from authorized but unissued Shares, from Shares held in the treasury of the Company, or from any other proper source.

24. Tax Withholding. Participation in the Plan is subject to any minimum required tax withholding on income of the Participant in connection with the Plan. Each Participant agrees, by entering the Plan, that the Company and its Subsidiaries shall have the right to deduct any such taxes from any payment of any kind otherwise due to the Participant, including Shares issuable under the Plan.

25. Notification Upon Sale of Shares. Each Participant agrees, by entering the Plan, to give the Company prompt notice of any disposition of Shares purchased under the Plan where such disposition occurs within two years after the date of grant of the Option pursuant to which such Shares were purchased or within one year after the date such Shares were purchased.

26. Effective Date and Approval of Shareholders. The Plan shall take effect on the later of the date it is adopted by the Board and the date it is approved by the holders of a majority of the votes cast at a meeting of shareholders at which a quorum is present.

APPENDIX A

Designated Companies

Amarin Pharma, Inc.

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Amarin Corporation plc
 One New Change
 London EC4M 9AF

Our ref 6002745.00081
 LDE No 58 London/Chancery Lane

2 August 2017

Dear Sirs

AMARIN CORPORATION PLC (THE “COMPANY”)

This opinion is being delivered to you in connection with a filing by the Company of a registration statement on Form S-8 (the “**Registration Statement**”) to be filed with the United States Securities and Exchange Commission (the “**SEC**”) under the United States Securities Act of 1933 as amended (the “**US Securities Act**”) on or about 2 August 2017.

You have informed us that, on 15 May 2017, the Company, by resolution of the Company’s shareholders (the “**Resolution**”), adopted and approved an amendment to the Amarin Corporation plc 2011 Stock Incentive Plan (the “**2011 Plan**”) to increase the Plan Limit (as such term is defined in the 2011 Plan) (the “**Plan Limit**”), and adopted and approved the Amarin Corporation plc 2017 Employee Stock Purchase Plan (the “**2017 Plan**”) and, together with the 2011 Plan, the “**Plans**”). This opinion relates, and is limited, to those ordinary shares of £0.50 each in the capital of the Company (“**Ordinary Shares**”) which we understand from the Company are reserved for issue pursuant to the Plans as at the date of this opinion following the passing of the Resolution (together the “**Shares**”), being:

- (a) 51,500,000 Ordinary Shares under the 2011 Plan;
- (b) 3,000,000 Ordinary Shares under the 2017 Plan;
- (c) 3,074,680 Ordinary Shares (being those Ordinary Shares which remained available for grants under the Amarin Corporation Plc 2002 Stock Option Plan (the “**2002 Plan**”) as of 12 July 2011, but which following the adoption of the 2011 Plan were reserved for issue under the 2011 Plan); and
- (d) those Ordinary Shares subject to grants under the 2002 Plan that were outstanding as of 12 July 2011 (which we understand from the Company comprised a total of 10,167,337 Ordinary Shares) and which subsequently expire or are forfeited, surrendered, cancelled or otherwise terminated, which Ordinary Shares, we understand from the Company, may then be made available for subsequent grants under the 2011 Plan,

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subject, in the case of (a), (c) and (d), to an overall limit in respect of the issue of Ordinary Shares pursuant to Incentive Stock Options (as such term is defined in the 2011 Plan) of 31,500,000 Ordinary Shares (subject to adjustment as provided in the 2011 Plan) and subject to an annual limit on individual option grants of 10,000,000 Ordinary Shares.

2. DOCUMENTS

For the purposes of this opinion, we have examined only the following:

- 2.1 a certificate (the “**Secretary’s Certificate**”) from the Company Secretary of the Company (the “**Secretary**”) of the same date as this opinion confirming, inter alia: (a) that the copy of the Articles (referred to in paragraph 2.2 below) attached to the Secretary’s Certificate is correct and up to date; (b) that the board meeting referred to in paragraph 2.6 below was duly convened and held and that the resolutions set out in the extract of the minutes of the meeting (the “**Board Resolutions**”) were duly passed; (c) that the Company no longer has an authorised but unissued share capital, and that there are no other limits under the constitution of the Company on the powers of the directors to allot shares or to grant rights to acquire shares; (d) the nominal amount of shares which the directors are authorised to allot or grant rights to acquire under section 551 of the UK Companies Act 2006 (the “**2006 Act**”); (e) the extent of the powers to allot equity securities conferred on the directors under section 570 of the 2006 Act; (f) the number of Ordinary Shares remaining available for grants under the 2002 Plan as of 12 July 2011; and (g) the number of Ordinary Shares subject to grants under the 2002 Plan that were outstanding as of 12 July 2011;
- 2.2 copies of the certificate of incorporation, certificates of incorporation on change of name and articles of association of the Company (the “**Articles**”), copies of which are attached to the Secretary’s Certificate;
- 2.3 a print of resolutions of the Company passed at a meeting of the Company’s shareholders on 6 July 2015, authorising the board of directors of the Company to allot shares and to grant rights to subscribe for shares and empowering the directors to allot equity securities, and comprised within the information revealed by the Companies Registry Search, a copy of which is attached to the Secretary’s Certificate;
- 2.4 a copy of the resolution of the Company’s shareholders dated 12 July 2011, adopting and approving the 2011 Plan, a copy of the resolution of the Company’s shareholders dated 10 July 2012, amending the 2011 Plan to increase the Plan Limit, a copy of the resolution of the Company’s shareholders dated 6 July 2015 amending the 2011 Plan to further

increase the Plan Limit and to increase the Annual Individual Limit, and a copy of the resolution of the Company's shareholders dated 15 May 2017 amending the 2011 Plan to further increase the Plan Limit and adopting and approving the 2017 Plan (together, the "**Shareholder Resolutions**"), copies of which are attached to the Secretary's Certificate;

- 2.5 information on the file held at Companies House in respect of the Company disclosed by an online search of such file carried out by us at Companies House at 10.10 a.m. on 2 August 2017 (the "**Companies Registry Search**") and information disclosed by an enquiry by using services provided by Legalinx Limited trading as LegalinX-7Side at the Central Index of Winding Up Petitions, London at 10.16 a.m. on 2 August 2017 with respect to the Company (the "**Central Index Search**");
- 2.6 a copy of the minutes of a meeting of the board of directors of the Company dated 13 March 2017, which approved the amendment to the 2011 Plan set out in the Resolution and the adoption of the 2017 Plan, subject to the approval of the members of the Company, a copy of which is attached to the Secretary's Certificate; and
- 2.7 a copy of the 2011 Plan, a copy of which is attached to the Secretary's Certificate and certified by the Secretary to be true, complete and up-to-date; and
- 2.8 a copy of the 2017 Plan, a copy of which is attached to the Secretary's Certificate and certified by the Secretary to be true, complete and up-to-date.

3. **ASSUMPTIONS**

For the purposes of this opinion we have assumed without investigation:

- 3.1 the authenticity, accuracy and completeness of all documents submitted to us as originals or copies, the genuineness of all signatures and the conformity to original documents of all copies;
- 3.2 the capacity, power and authority of each of the parties (other than the Company) to any documents reviewed by us;
- 3.3 the due execution and delivery of any documents reviewed by us in compliance with all requisite corporate authorisations;
- 3.4 that all agreements and documents examined by us are on the date of this opinion legal, valid and binding under the laws by which they are (or are expressed to be) governed;

- 3.5 that the contents of the Secretary's Certificate were true and not misleading when given and remain true and not misleading as at the date of this opinion and that there is no matter not referred to in the Secretary's Certificate which would make any of the information in the Secretary's Certificate incorrect or misleading;
- 3.6 that the Board Resolutions were duly passed at a meeting of the board of directors which was duly convened and held, that such resolutions have not been and will not be amended or rescinded and are and will remain in full force and effect and that the minutes of such meeting have been signed by the chairman of the meeting and filed in the Company's minute book;
- 3.7 that each of the Shareholder Resolutions was duly passed at a meeting of the shareholders which was duly convened and held, that such resolutions have not been and will not be amended or rescinded and are and will remain in full force and effect, and that the minutes of each such meeting have been signed by the chairman of the meeting and filed in the Company's minute book;
- 3.8 that the directors present at the meeting referred to in paragraph 3.6 above duly declared any personal interest in the business transacted at the meeting and were entitled to count in the quorum and to vote in respect of the resolutions passed at the meeting and that in approving the amendment to the 2011 Plan, the 2017 Plan and any awards made or to be made under either Plan, the directors were and will be acting in good faith and without any conflict of interest which was not fully disclosed and properly approved;
- 3.9 having undertaken the Companies Registry Search and the Central Index Search and having made enquiries of the Secretary (together, the "**Searches and Enquiries**") (but having made no other searches or enquiries) and the Searches and Enquiries not revealing any of the same, that on the date of this opinion no resolution has been passed and no petition has been presented and no order has been made for the administration, winding up or dissolution of the Company and no receiver, administrative receiver, administrator, liquidator, provisional liquidator, trustee or similar officer has been appointed in relation to the Company or any of its assets and that none of the foregoing will occur between the date of this opinion and the date of allotment and issue of any Shares;
- 3.10 that no change has occurred to the information on the file at Companies House in respect of the Company since the time of the Companies Registry Search;

- 3.11 that the Companies Registry Search revealed all matters required by law to be notified to the Registrar of Companies and that the information revealed is complete and accurate as of the date of the Companies Registry Search and that further searches would not have revealed additional or different matters that could have affected the opinions contained in this opinion;
- 3.12 that the information revealed by the Central Index Search is complete and accurate as of the date of such search and that further searches would not have revealed additional or different matters that could have affected the opinions contained in this opinion;
- 3.13 that the centre of main interests, as such term is defined in Article 3(1) of the European Regulation on Insolvency Proceedings (EC No. 1346/2000), of the Company is and remains in England;
- 3.14 that:
- (a) the Articles, a copy of which is attached to the Secretary's Certificate, were adopted by special resolution passed by the requisite majority of the members of the Company at a general meeting of the Company, duly convened and held, at which a quorum was present;
 - (b) no alteration had been or shall have been made to the Articles as at each date of allotment and issue of, or grant of rights to acquire, any Shares; and
 - (c) at the time of each allotment and issue of any Shares, the Company shall have received in full a 'cash consideration' (as such term is defined in section 583(3) of the 2006 Act) equal to the subscription price payable for such Shares (such subscription price being no less than the nominal value of such Shares, whether in pounds sterling or equivalent in any other currency), and shall have entered the holder or holders thereof in the register of members of the Company showing that all such Shares shall have been fully paid up as to their nominal value and any premium thereon as at the date of their allotment;
- 3.15 that:
- (a) in relation to any allotment and issue of Shares pursuant to the 2011 Plan, the Award (as such term is defined in the 2011 Plan) in connection with which such Shares will be allotted and issued has or will have vested in accordance with the terms of the 2011 Plan, the Company has or will have received a valid notice of

exercise of such Award from the relevant Participant (as such term is defined in the 2011 Plan) and such Participant has or will have complied with all other requirements of the 2011 Plan in connection with the exercise of such Award;

- (b) in relation to any allotment and issue of Shares pursuant to the 2017 Plan, the Option (as such term is defined in the 2017 Plan) in connection with which such Shares will be allotted and issued has or will have vested in accordance with the terms of the 2017 Plan and the relevant Participant (as such term is defined in the 2017 Plan) has or will have complied with all other requirements of the 2017 Plan in connection with the exercise of such Option;
- (c) any Shares will be allotted and issued in accordance with the terms set out in the relevant Plan and in accordance with the Articles;
- (d) a meeting of the board of directors of the Company (or a duly constituted and empowered committee thereof) was or shall have been duly convened and held and a valid resolution passed at such meeting, or a valid written resolution of the directors or a duly constituted and empowered committee thereof was or shall have been passed, to approve each allotment and issue of Shares and each grant of rights to acquire any Shares;
- (e) as at each date of allotment and issue of Shares and grant of rights to subscribe for Shares, the directors of the Company had or shall have sufficient authority and powers conferred on them to allot and issue such Shares and grant such rights (as applicable) under section 551 of the 2006 Act and under section 570 of the 2006 Act as if section 561 of the 2006 Act did not apply to such allotment and issue or grant, and the directors of the Company shall not allot or issue (or purport to allot or issue) Shares and shall not grant rights (or purport to grant rights) to acquire Shares in excess of such powers or in breach of any other limitation on their powers to allot and issue Shares or grant rights to acquire Shares, whether under the 2006 Act, the Articles or otherwise;
- (f) the directors of the Company have used or will use all their authorities and have exercised or will exercise all their powers in connection with each allotment and issue of Shares and each grant of rights to acquire Shares bona fide in the interests of the Company and in a way most likely to promote the success of the Company for the benefit of its members as a whole;

- (g) the directors of the Company present at each meeting referred to in paragraph 3.15(d) above duly declared or shall duly declare any personal interest in the business transacted at the meeting and were or shall be entitled to count in the quorum and to vote in respect of the resolutions passed or to be passed at the meeting and that in approving the allotment and issue of Shares or grant of rights to acquire any Shares, as the case may be, the directors were and will be acting in good faith and without any conflict of interest which was not fully disclosed and properly approved; and
 - (h) no Shares shall be allotted or issued or are or shall be committed to be allotted or issued, at a discount to their nominal value (whether in pounds sterling or equivalent in any other currency);
- 3.16 that, as at each date of allotment and issue of Shares and grant of rights to acquire Shares, save for the amendment to the Plan Limit (as such term is defined in the 2011 Plan) pursuant to the Resolution, no alteration shall have been made to the form of the Plans attached to the Secretary's Certificate;
- 3.17 that no Shares or rights to subscribe for Shares have been or shall be offered to the public in the United Kingdom in breach of the Financial Services and Markets Act 2000 ("FSMA") or of any other UK laws or regulations concerning the offer of securities to the public, and no communication has been or shall be made in relation to the Shares in breach of section 21 of FSMA or any other UK laws or regulations relating to offers or invitations to subscribe for, or to acquire rights to subscribe for or otherwise acquire, shares or other securities;
- 3.18 that no shares or securities of the Company are listed on any recognised investment exchange in the United Kingdom (as defined in section 285 of FSMA) or traded on any prescribed market (as defined in the Financial Services and Markets Act 2000 (Prescribed Markets and Qualifying Investments) Order 2001);
- 3.19 that in issuing and allotting and granting rights to acquire Shares and administering the Plans the Company is not carrying on a regulated activity for the purposes of section 19 of FSMA, including (but without limitation) pursuant to Article 5 of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001;
- 3.20 that the Company's place of central management and control is not in the UK, the Channel Islands or the Isle of Man for the purposes of the City Code on Takeovers and Mergers;

- 3.21 that each Plan has the same meaning and effect as if it was governed by English law;
- 3.22 that the Company has complied (and will continue to comply) with all applicable anti-terrorism, anti-corruption, anti-money laundering, sanctions and human rights laws and regulations and that each allotment and issue of Shares and grant of rights to acquire Shares pursuant to the Plans will be consistent with all such laws and regulations; and
- 3.23 that, under the laws of the State of New York, any award of Restricted Stock Units (including any Performance-Based Awards) (as such terms are defined in the 2011 Plan) pursuant to Section 6(b) of the 2011 Plan and any award under Section 6(b)(iv) of the 2011 Plan constitutes or will constitute the award of a cash bonus so as to give rise to a liability for a liquidated sum from the Company to the recipient of such award which, pursuant to the terms of the 2011 Plan, is capable of settlement by either the payment of cash or the issue of Shares to such recipient.

4. **OPINION**

- 4.1 Based upon and subject to the foregoing, and subject to the reservations mentioned below and to any matters not disclosed to us, we are of the opinion that upon allotment and issue thereof and payment therefor, when the Shares are allotted and issued pursuant to the Plans, such Shares will be validly issued, fully paid and non-assessable.
- 4.2 For the purposes of this opinion we have assumed that the term “non-assessable” in relation to the Shares means under English law that holders of such Shares, in respect of which all amounts due on such Shares as to the nominal amount and any premium thereon have been fully paid, will be under no obligation to contribute to the liabilities of the Company solely in their capacity as holders of such Shares.

5. **RESERVATIONS**

Our reservations are as follows:

- 5.1 no allotment of any Shares has (we understand) yet taken place and no such allotment may ever take place;
- 5.2 we express no opinion as to matters of United Kingdom taxation or any liability to tax (including, without limitation, stamp duty and stamp duty reserve tax) which may arise or be incurred as a result of or in connection with the allotment and issue of the Shares

pursuant to the Plans or the transactions contemplated thereby, or as to tax matters generally;

- 5.3 we express no opinion on European Community law as it affects any jurisdiction other than England. We also express no opinion as to whether or not a foreign court (applying its own conflict of laws rules) will act in accordance with the choice of law and/or choice of jurisdiction expressed in the Plans;
- 5.4 the obligations of the Company are subject to all laws from time to time in effect relating to bankruptcy, insolvency, liquidation, administration, reorganisation or any other laws (or other legal or equitable remedies) or legal procedures affecting the rights of creditors or their enforcement;
- 5.5 we have relied entirely on the facts, statements and confirmations contained in the Secretary's Certificate and we have not undertaken any independent investigation or verification of the matters referred to in the Secretary's Certificate;
- 5.6 we express no opinion as to any law other than English law in force, and as interpreted, at the date of this opinion. We are not qualified to, and we do not, express an opinion on the laws of any other jurisdiction. In particular and without prejudice to the generality of the foregoing, we have not independently investigated the laws of the United States of America or the State of New York or the rules of any non-UK regulatory body (including, without limitation, the SEC) or any investment exchange outside the United Kingdom (including, without limitation, the NASDAQ Stock Market LLC) for the purpose of this opinion;
- 5.7 this opinion deals exclusively with the statutory authorities and powers required by the directors of the Company to allot the Shares and not with any contractual restrictions which may be binding on the Company or its directors or any investing institutions' guidelines;
- 5.8 the Companies Registry Search may not completely and accurately reflect the situation of the Company at the time it was made due to (i) failure of the Company to file documents that ought to be filed, (ii) statutory prescribed time-periods within which documents evidencing actions may be filed, (iii) the possibility of additional delays (beyond the statutory time-limits) between the taking of the action and the necessary filing with the Registrar of Companies, (iv) the possibility of delays by the Registrar of Companies or his staff in the registration of documents and their subsequent copying onto public records and (v) errors and mis-filing that may occur;

- 5.9 the Central Index Search is not capable of being conclusive. Errors and misfilings may occur. There may be delays in entering details on to the winding up register and/or administration register or a winding up order or administration order may be made before the relevant application or petition has been entered on the relevant register. In so far as it relates to matters relating to administration and administrators, the Central Index Search will not reveal applications made to, orders made by or notices filed with a court other than the High Court of Justice in London. The Central Index Search will only show petitions presented since June 1994;
- 5.10 the list of members maintained by the Company's registrars does not disclose details of the payment up of any Ordinary Shares, such details being recorded by or on behalf of the Company in a separate register of allotments which contains certain of the information required under the 2006 Act, and we assume that the same procedure will be adopted in relation to the Shares;
- 5.11 we have not reviewed the terms of the Plans or any award agreement entered into pursuant to the Plans and we express no opinion in relation to the legality, enforceability or validity of the Plans or any award agreement. In particular, but without prejudice to the generality of the foregoing, we have assumed that Shares to be allotted under the Plans or any award agreement will be paid up in full (as to their nominal value and any premium) in cash (within the meaning of section 583(1) of the 2006 Act), and we express no opinion as to whether any consideration other than 'cash consideration' (as such term is defined in section 583(3) of the 2006 Act) which might be paid, or purport to be paid, for the Shares would result in the Shares being validly issued, fully paid and non-assessable;
- 5.12 any surrender of Ordinary Shares pursuant to Section 6(a)(iii)(c) of the 2011 Plan would require a reduction of the Company's share capital in accordance with the provisions of Chapter 10 of Part 17 of the 2006 Act (including, inter alia, an application to the court for an order confirming the reduction) or a repurchase of such Ordinary Shares in accordance with Part 18 of the 2006 Act and any allotment of Shares as fully or partly paid up for a consideration other than 'cash consideration' (as such term is defined in section 583(3) of the 2006 Act) would require, inter alia, such consideration to have been independently valued pursuant to section 593 of the 2006 Act. We express no opinion in relation to the ability of the Company to complete any such reduction of its share capital or repurchase of shares, or as to whether a purported surrender of Ordinary Shares pursuant to Section 6(a)(iii)(c) of the 2011 Plan would constitute sufficient consideration for the allotment and issue of Shares for the purposes of the 2006 Act;

- 5.13 if any award of Restricted Stock Units (including any Performance-Based Awards) pursuant to Section 6(b) of the 2011 Plan or any award under Section 6(b)(iv) of the 2011 Plan does not constitute the award of a cash bonus so as to create a liability for a liquidated sum, any Shares purported to be allotted and issued pursuant to any such award will not have been validly allotted and issued for cash in accordance with the requirements of the 2006 Act and may not therefore be fully paid and non-assessable;
- 5.14 we express no opinion on the compliance of the Plans, or the compliance of any award made under the Plans, with the Code (as defined in each Plan) or the rules or regulations of the NASDAQ Stock Market LLC or of any other securities exchange that are applicable to the Company;
- 5.15 in relation to the assumption at paragraph 3.13 above, we understand that the Company moved its tax residence to the Republic of Ireland in 2008 and we have not considered the effect this change in tax residence may have on any of the matters covered by this opinion; and
- 5.16 a member of a company incorporated under the laws of England and Wales may apply to the English courts under Part 30 of the 2006 Act on the grounds that the affairs of the company are being or have been conducted in a manner unfairly prejudicial to members' interests, and in such circumstances, the court may (inter alia) require the company to refrain from doing or continuing an act complained of by the petitioner and such an order may extend to the allotment or issue of Shares or the grant of rights to acquire Shares.

This opinion speaks only as at the date hereof. Notwithstanding any reference herein to future matters or circumstances, we have no obligation to advise the addressee (or any third party) of any changes in the law or facts that may occur or become known to us after the date of this opinion.

This opinion is given on condition that it is governed by and shall be construed in accordance with English law as in force and as interpreted at the date of this opinion and that the English courts shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this opinion.

This opinion is given solely in connection with the filing of the Registration Statement by or on behalf of the Company. We hereby consent to the filing of this opinion in its full form as an exhibit to the Registration Statement.

In giving such consent, if and to the extent that this might otherwise apply in relation to the giving of an opinion governed by English law, we do not admit that we are in the category of persons whose consent is required under Section 7 of the US Securities Act or the Rules and Regulations thereunder.

Yours faithfully

/s/ K&L Gates LLP

K&L Gates LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amarin Corporation plc 2011 Stock Incentive Plan, as amended and the Amarin Corporation plc 2017 Employee Stock Purchase Plan of our reports dated March 1, 2017, with respect to the consolidated financial statements of Amarin Corporation plc and the effectiveness of internal control over financial reporting of Amarin Corporation plc included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Iselin, New Jersey
August 2, 2017