

AMARIN CORP PLC\UK

Reported by
THERO JOHN F

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/18 for the Period Ending 01/31/18

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|-------------|------------------------------------|
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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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[] Check this box if no longer
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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

| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| THERO JOHN F | | | AMARIN CORP PLC\UK [AMRN] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O AMARIN PHARMA, INC., 1430 ROUTE 206 | | | 1/31/2018 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| BEDMINSTER, NJ 07921 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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) | 1/31/2018 | | M | | 260000 (2) | A | (3) | 1416771 | D | |
| Ordinary Shares (1) | 1/31/2018 | | M | | 120000 (4) | A | (3) | 1536771 | D | |
| Ordinary Shares (1) | 1/31/2018 | | M | | 119667 (5) | A | (3) | 1656438 | D | |
| Ordinary Shares (1) | 1/31/2018 | | F (6) | | 197513 | D | \$3.83 | 1458925 | 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 (7) | \$0.00 | 1/31/2018 | | M | | 260000 | | (2) | (3) | Ordinary Shares (1) | 260000 | \$0.00 | 0 (8) | D | |
| Restricted Stock Units (7) | \$0.00 | 1/31/2018 | | M | | 120000 | | (4) | (3) | Ordinary Shares (1) | 120000 | \$0.00 | 120000 | D | |
| Restricted Stock Units (7) | \$0.00 | 1/31/2018 | | M | | 119667 | | (5) | (3) | Ordinary Shares (1) | 119667 | \$0.00 | 239333 | D | |
| Restricted Stock Units (7) | \$0.00 | 2/1/2018 | | A | | 371000 | | (9) | (3) | Ordinary Shares (1) | 371000 | \$0.00 | 371000 | D | |
| Stock Options (Right to Buy) | \$3.80 | 2/1/2018 | | A | | 558000 | | (10) | 2/1/2028 | Ordinary Shares (1) | 558000 | \$3.80 | 558000 | D | |

Explanation of Responses:

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- On February 2, 2015, the Reporting Person was granted 780,000 Restricted Stock Unit ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2016, January 31, 2017 and January 31, 2018. The third and final vesting event occurred on January 31, 2018.
- Not applicable.
- On February 1, 2016, the Reporting Person was granted 360,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2017, January 31, 2018 and January 31, 2019. The second vesting event occurred on January 31, 2018.
- On February 1, 2017, the Reporting Person was granted 359,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020. The first vesting event occurred on January 31, 2018.
- 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.
- (8) Please see the section titled "Remarks" below for additional information.
- (9) On February 1, 2018, the Reporting Person was granted 371,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2019, January 31, 2020 and January 31, 2021.
- (10) On February 1, 2018, the Reporting Person was granted an option to purchase 558,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month starting on February 28, 2018.

Remarks:

As of the date of this Form 4, the Reporting Person owns or holds the right to acquire an aggregate of 10,303,599 Ordinary Shares of the Issuer in the form of Ordinary Shares, stock options and Restricted Stock Units granted under the Amarin Corporation plc 2002 Stock Option Plan and the Amarin Corporation plc 2011 Stock Incentive Plan.

The above-referenced stock option and RSU awards were approved by the Issuer's remuneration committee, in consultation with an independent executive compensation consultant, as part of the Issuer's annual review of executive compensation matters and were benchmarked against the Issuer's pre-defined peer group at the 50th percentile level for long-term incentive awards and other market data.

In the event of a Change of Control (as defined in the Amarin Corporation plc 2011 Stock Plan), the grants described in this Form 4 vest in full.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THERO JOHN F C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921 | X | | President and CEO | |

Signatures

/s/ John F. Thero

2/2/2018

—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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