

AMARIN CORP PLC\UK

Form 4

January 04, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O AMARIN PHARMA,
INC., 1430 ROUTE 206

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMARIN CORP PLC\UK [AMRN]

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

12/31/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

General Counsel

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

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)
Ordinary Shares ⁽¹⁾	12/31/2015		M	Amount 47,188 ⁽²⁾	(A) or (D) A ⁽³⁾	143,993	D
Ordinary Shares ⁽¹⁾	12/31/2015		F ⁽⁴⁾	17,733	D \$ 1.89	126,260	D
Ordinary Shares ⁽¹⁾	12/31/2015		M	6,250 ⁽⁵⁾	A ⁽³⁾	132,510	D
Ordinary Shares ⁽¹⁾	12/31/2015		F ⁽⁴⁾	2,349	D \$ 1.89	130,161	D

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

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(9-02)

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. Filing Date of Derivative Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁶⁾	12/31/2015		M		47,188		⁽²⁾	⁽³⁾	Ordinary Shares ⁽¹⁾	47,188
Restricted Stock Units	\$ 0 ⁽⁶⁾	12/31/2015		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/ Michael Farrell, by power of attorney 01/04/2015

__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. These RSUs vest in 16 equal quarterly installments. The second vesting event occurred on December 31, 2015.

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- (3) Not applicable.
- (4) 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.
- (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 second vesting event occurred on December 31, 2015.
- (6) 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.

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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