

AMARIN CORP PLC\UK

Form 4

April 01, 2016

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

OMB APPROVAL

OMB  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THERO JOHN F

(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)

03/31/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 <sup>(1)</sup>	03/31/2016		M	Amount 37,500 <sup>(2)</sup>	(A) or (D) A <sup>(3)</sup>	699,243	D
Ordinary Shares <sup>(1)</sup>	03/31/2016		F <sup>(4)</sup>	14,719	D \$ 1.53	684,524	D

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

**Persons who respond to the collection of  
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(9-02)

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**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
Restricted Stock Units	\$ 0 <sup>(5)</sup>	03/31/2016		M	37,500	<sup>(2)</sup> <sup>(3)</sup>	Ordinary Shares	37,500

## 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 Thero 04/01/2016

            
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 600,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in 16 equal quarterly installments. The third vesting event occurred on March 31, 2016.

(3) Not applicable.

(4) Represents a 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) 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 grant described in this Form 4 vests 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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