

AMARIN CORP PLC\UK

Form 4

September 30, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

09/30/2016

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 below) \_\_\_\_ Other (specify 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Ordinary<br>Shares <sup>(1)</sup>     | 09/30/2016                              |                                                             | M                                    | Amount<br>47,188<br><sup>(2)</sup>                                      | (A)<br>or<br>(D) A <sup>(3)</sup>                                                                                  | 306,113                                                              | D                                       |
| Ordinary<br>Shares <sup>(1)</sup>     | 09/30/2016                              |                                                             | M                                    | 6,250<br><sup>(4)</sup>                                                 | A <sup>(3)</sup>                                                                                                   | 312,363                                                              | D                                       |
| Ordinary<br>Shares <sup>(1)</sup>     | 09/30/2016                              |                                                             | F <sup>(5)</sup>                     | 27,885                                                                  | D \$<br>3.19                                                                                                       | 284,478                                                              | D                                       |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Derivative<br>Securities<br>(Instr. 3 and 4) |                               |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|-------------------------------------------------|-------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date                              | Title                         | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(6)</u>                                                    | 09/30/2016                              |                                                             | M                                    |                                                                                                              | 47,188                                                         |     | <u>(2)</u>                                                          | <u>(3)</u>                                      | Ordinary<br>Shares <u>(1)</u> | 47,188                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(6)</u>                                                    | 09/30/2016                              |                                                             | M                                    |                                                                                                              | 6,250                                                          |     | <u>(4)</u>                                                          | <u>(3)</u>                                      | Ordinary<br>Shares <u>(1)</u> | 6,250                               |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| Kennedy Joseph T<br>C/O AMARIN PHARMA, INC.<br>1430 ROUTE 206<br>BEDMINSTER, NJ 07921 | General Counsel                  |

## Signatures

/s/ Joseph T.  
Kennedy 09/30/2016

\_\_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 755,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in 16 equal quarterly installments. The fifth vesting event occurred on September 30, 2016.

(3) Not applicable.

(4) 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 fifth vesting event occurred on September 30, 2016.

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- (5) 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.
- (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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