

Kennedy Joseph T
Form 4
January 24, 2019

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
AMARIN CORP PLC\UK [AMRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

General Counsel

(Street)

BEDMINSTER, NJ 07921

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares ⁽¹⁾ ₍₂₎	01/22/2019		M		72,453	A	\$ 2.95
							290,387
							D ⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	01/22/2019		M		24,376	A	\$ 3.8
							314,763
							D ⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	01/22/2019		M		78,471	A	\$ 6.35
							393,234
							D ⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	01/22/2019		S		175,300	D	\$ 17.9229
							217,934
							D ⁽³⁾

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<u>(2)</u>				<u>(4)</u>			
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	M	159,529	A	\$ 6.35	377,463	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	M	33,750	A	\$ 8.1	411,213	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	M	62,500	A	\$ 8.86	473,713	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	S	255,779	D	\$ <u>(5)</u> 17.9503	217,934	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	1,953	A	\$ 1.02	219,887	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	2,604	A	\$ 1.4	222,491	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	18,750	A	\$ 2.5	241,241	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	3,437	A	\$ 2.95	244,678	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	2,437	A	\$ 3.8	247,115	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	362,000	A	\$ 6.35	609,115	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	S	609,115	D	\$ <u>(6)</u> 17.6563	0	D <u>(3)</u>

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

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.95	01/22/2019		M		72,453	(7)	02/01/2027	Ordinary Shares (2)	72,453
Stock Option (Right to Buy)	\$ 3.8	01/22/2019		M		24,376	(8)	02/01/2028	Ordinary Shares (2)	24,376
Stock Option (Right to Buy)	\$ 6.35	01/22/2019		M		78,471	(9)	12/16/2021	Ordinary Shares (2)	78,471
Stock Option (Right to Buy)	\$ 6.35	01/23/2019		M		159,529	(9)	12/16/2021	Ordinary Shares (2)	159,529
Stock Option (Right to Buy)	\$ 8.1	01/23/2019		M		33,750	(9)	01/02/2023	Ordinary Shares (2)	33,750
Stock Option (Right to Buy)	\$ 8.86	01/23/2019		M		62,500	(9)	01/31/2022	Ordinary Shares (2)	62,500
Stock Option (Right to Buy)	\$ 1.02	01/24/2019		M		1,953	(10)	02/01/2025	Ordinary Shares (2)	1,953
Stock Option (Right to Buy)	\$ 1.4	01/24/2019		M		2,604	(11)	01/31/2026	Ordinary Shares (2)	2,604
Stock Option (Right to Buy)	\$ 2.5	01/24/2019		M		18,750	(12)	07/06/2025	Ordinary Shares (2)	18,750
	\$ 2.95	01/24/2019		M		3,437	(7)	02/01/2027		3,437

Stock Option (Right to Buy)								Ordinary Shares ⁽²⁾	
Stock Option (Right to Buy)	\$ 3.8	01/24/2019	M	2,437	<u>(8)</u>	02/01/2028	Ordinary Shares ⁽²⁾	2,437	
Stock Option (Right to Buy)	\$ 6.35	01/24/2019	M	362,000	<u>(9)</u>	12/16/2021	Ordinary Shares ⁽²⁾	362,000	

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/ Joseph T.
Kennedy

01/24/2019

 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 option exercise and sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person for general diversification purposes.
- (2) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (3) Please see the section titled "Remarks" below for additional information.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.92 to \$17.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.92 to \$18.14, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.23 to \$17.895, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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- (7) On February 1, 2017, the Reporting Person was granted an option to purchase 165,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that started on February 28, 2017.
- (8) On February 1, 2018, the Reporting Person was granted an option to purchase 117,000 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that started on February 28, 2018.
- (9) The stock option granted to the Reporting Person is fully vested as of the date hereof.
- (10) On February 2, 2015, the Reporting Person was granted an option to purchase 93,750 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that started on February 28, 2015.
- (11) On February 1, 2016, the Reporting Person was granted an option to purchase 125,000 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that started on February 29, 2016.
- (12) On July 6, 2015, the Reporting Person was granted an option to purchase 900,000 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that started on July 31, 2015.

Remarks:

In the case of a Change of Control (as defined in the Plan), the grants described in this Form 4 vest in full. As of the date of this filing, the Reporting Person is not a director, officer, or substantial holder of the issuer's securities.

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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