

AMARIN CORP PLC\UK
Form 4
October 06, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
10/05/2015

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 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 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount or (D) Price | | | |
| Ordinary Shares ⁽¹⁾ | 10/05/2015 | | M | | 6,250 ⁽²⁾ | A | € 99,154 | D |
| Ordinary Shares ⁽¹⁾ | 10/05/2015 | | F ⁽⁴⁾ | | 2,349 | D | \$ 2.05 | D |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 10/05/2015 | | A | 100,000 | ⁽²⁾ ⁽³⁾ | Ordinary Shares ⁽¹⁾ 100,000 |
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | 10/05/2015 | | M | 6,250 | ⁽²⁾ ⁽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
10/06/2015
**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 currently represents one Ordinary Share.
On July 6, 2015, the Reporting Person was granted 100,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs commence vesting upon achievement of certain performance criteria and continued employment of the Reporting Person as provided in the Restricted Stock Unit Award Agreement between the Issuer and the Reporting Person. On October 5, 2015, the performance criteria was deemed to have been achieved, resulting in the vesting of 6,250 RSUs. The remaining RSUs will vest in 15 quarterly installments.
- (2) employment of the Reporting Person as provided in the Restricted Stock Unit Award Agreement between the Issuer and the Reporting Person. On October 5, 2015, the performance criteria was deemed to have been achieved, resulting in the vesting of 6,250 RSUs. The remaining RSUs will vest in 15 quarterly installments.
- (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) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

Remarks:

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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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