

AMARIN CORP PLC\UK

Form 4

February 02, 2015

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

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(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)

01/31/2015

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 below) ____ Other (specify below)

President, Chief Exec. Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Ordinary Shares ⁽¹⁾	01/31/2015		M		169,500 ⁽²⁾	A ⁽³⁾	284,400 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
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SEC 1474
(9-02)

**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 Security (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title	Amount of Shares		
				Code	V	(A)	(D)				
Restricted Stock Units	\$ 0 ⁽⁴⁾	01/31/2015		M			169,500	⁽²⁾	⁽³⁾	Ordinary Shares	169,500
Stock Option (right to buy)	\$ 1.02	02/02/2015		A		400,000		⁽⁵⁾	02/01/2025	Ordinary Shares	400,000
Restricted Stock Units	\$ 0 ⁽⁴⁾	02/02/2015		A		780,000		⁽⁶⁾	⁽³⁾	Ordinary Shares	780,000

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			President, Chief Exec. Officer	

Signatures

/s/ Michael Farrell, by power of attorney

02/02/2015

****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 January 8, 2014, the Reporting Person was granted 508,500 restricted stock units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal annual installments on each of January 31, 2015, January 31, 2016 and January 31,

- (2) 2017. The first vesting event occurred on January 31, 2015. Upon vesting of the RSUs, the Reporting Person had the option to have the Issuer withhold shares from the total number of shares delivered in respect of withholding taxes due upon such vesting. Instead, the Reporting Person elected to pay withholding taxes to the Issuer in cash and receive the full number of shares vested.

- (3) Not applicable.

- (4) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

On February 2, 2015, the Reporting Person was granted an option to purchase 400,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month starting on February 28, 2015.

- (5) 2011 Stock Incentive Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month starting on February 28, 2015.

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- (6) On February 2, 2015, the Reporting Person was granted 780,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal annual installments on each of January 31, 2016, January 31, 2017 and January 31, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.