

Edgar Filing: AMARIN CORP PLC\UK - Form SC 13D

AMARIN CORP PLC\UK  
Form SC 13D  
November 10, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

(Amendment No. \_\_\_\_\_)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

AMARIN CORPORATION PLC

-----  
(Name of Issuer)

ORDINARY SHARES, 5p PAR VALUE

-----  
(Title of Class of Securities)

023111 10 7

-----  
(CUSIP Number)

David J. Doyle  
Amarin Investment Holding Limited  
Clarendon House, 2 Church Street  
Hamilton, HM11 Bermuda  
1 441 295 1422

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

OCTOBER 6, 2004

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's

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initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.                     NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION  
                            NOS. OF ABOVE PERSONS (ENTITIES ONLY)

AMARIN INVESTMENT HOLDING LIMITED

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2.                     CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         (A) [  ]  
                            (SEE INSTRUCTIONS)   (B) [  ]

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3.                     SEC USE ONLY

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4.                     SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

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5.                     CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
                            TO ITEMS 2 (d) OR 2 (e)   [  ]

-----  
6.                     CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

-----  
7.                     SOLE VOTING POWER

7,371,210

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

-----  
8.                     SHARED VOTING POWER

0

-----  
9.                     SOLE DISPOSITIVE POWER

7,371,210

-----  
10.                    SHARED DISPOSITIVE POWER

0

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11.                    AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,371,210

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12.                    CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES (SEE INSTRUCTIONS) [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.6%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

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1. NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION  
NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
THOMAS G. LYNCH

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)  
PF

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED KINGDOM

	7.	SOLE VOTING POWER	
			7,371,210
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	8.	SHARED VOTING POWER	
			0
	9.	SOLE DISPOSITIVE POWER	
			7,371,210
	10.	SHARED DISPOSITIVE POWER	
			0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,371,210

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* [ ]

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
19.6%

14. TYPE OF REPORTING PERSON\*  
IN

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ITEM 1. SECURITY AND ISSUER

(a) Security and Issuer: This statement relates to the ordinary shares, 5p par value, of Amarin Corporation plc. The principal offices of the issuer of such securities is located at 7 Curzon Street, London, United Kingdom W1J 5HG

ITEM 2. IDENTITY AND BACKGROUND

(a) Name:

This statement is filed on behalf of each of the following persons:

- (i) Amarin Investment Holding Limited
- (ii) Thomas G. Lynch

(b) Residence or business address:

- (i) Amarin Investment Holding Limited  
Clarendon House  
2 Church Street  
Hamilton, HM 11 Bermuda
- (ii) Thomas G. Lynch  
c/o Amarin Corporation plc  
7 Curzon Street  
London, United Kingdom W1J 5HG

(c) The principal occupation of Thomas G. Lynch is as Chairman and a non-executive Director of Amarin Corporation plc, located at 7 Curzon Street, London, United Kingdom W1J 5HG. The principal business of Amarin Corporation plc is the development of pharmaceutical compounds for the treatment of neurological diseases.

The principal occupation of David J. Doyle is as director of Amarin Investment Holding Limited, located at Clarendon House, 2 Church Street, Hamilton, Bermuda. The principal business of Amarin Investment Holding Limited is investment.

(d) During the past five years, none of the reporting persons, or any other person named in Item 2(c), has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

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(e) During the past five years, none of the reporting persons, or any other person named in Item 2(c), was a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such reporting person (or other person) was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

(i) Amarin Investment Holding Limited is an exempted company limited by shares, formed under the laws of Bermuda

(ii) Thomas G. Lynch is a citizen of the United Kingdom  
David J. Doyle is a citizen of Bermuda

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On September 30, 2004, in a privately negotiated transaction, Amarin Investment Holding Limited entered into an agreement to purchase 4,653,819 American Depositary Receipts representing 4,653,819 ordinary shares of Amarin Corporation plc, together with warrants exercisable at any time after May 31, 2005 into 500,000 ordinary shares of Amarin Corporation plc, and \$5 million in aggregate principal amount of secured loan notes issued by Amarin, for an aggregate consideration of \$6,500,000. The source of these funds was working capital of Amarin Investment Holding Limited, which working capital was obtained through equity investment by its sole shareholder, Thomas G. Lynch, from his personal funds. This transaction closed on October 6, 2004.

On October 7, 2004 Amarin Investment Holding Limited converted \$3 million in principal amount of secured loan notes of Amarin Corporation plc into 2,717,391 ordinary shares of Amarin Corporation plc.

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ITEM 4. PURPOSE OF TRANSACTION

Amarin Investment Holding Limited entered into the transactions described above for general investment purposes.

None of the reporting persons, nor any other person named in Item 2(c), has any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the issuer, including

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any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the issuer; (f) any other material change in the issuer's business or corporate structure; (g) changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person; (h) causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (j) any action similar to any of those enumerated above.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Amarin Investment Holding Limited:

(a) Amount Beneficially Owned: 7,371,210 ordinary shares representing 19.6% of the outstanding ordinary shares.

(b) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 7,371,210

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition: 7,371,210

(iv) shared power to dispose or to direct the disposition: 0

Thomas G. Lynch:

(a) Amount Beneficially Owned: 7,371,210 ordinary shares, representing 19.6% of the outstanding ordinary shares.

(b) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 7,371,210

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition: 7,371,210

(iv) shared power to dispose or to direct the disposition: 0

(c) There have been no reportable transactions with respect to the ordinary shares of the issuer within the last 60 days by any of the reporting persons except for the acquisition of beneficial ownership being reported on this Schedule 13D.

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(d) Amarin Investment Holding Limited has the right to receive all dividends on the ordinary shares.

(e) Not applicable.

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ITEM 6.    CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS  
            WITH RESPECT TO SECURITIES OF THE ISSUER

Thomas G. Lynch has entered into a lockup agreement with Belsay Limited pursuant to which he will not dispose of or agree to dispose of any ordinary shares for a period of six months from October 8, 2004. Belsay Limited is a former shareholder of Laxdale Limited, a company which has recently been acquired by Amarin Corporation plc.

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ITEM 7.    MATERIAL TO BE FILED AS EXHIBITS

Exhibit	Title
A	Joint Filing Agreement

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 27, 2004

AMARIN INVESTMENT HOLDING LIMITED

By: /s/ David J. Doyle

-----  
David J. Doyle, Director

-----  
NAME/TITLE

October 27, 2004

/s/ Thomas G. Lynch

-----  
Thomas G. Lynch

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NAME

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EXHIBIT A  
JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the ordinary shares of Amarin Corporation plc, dated as of October 27, 2004 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Dated: October 27, 2004

AMARIN INVESTMENT HOLDING LIMITED

By: /s/ David J. Doyle

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Name: David J. Doyle  
Title: Director

Dated: October 27, 2004

/s/ Thomas G. Lynch

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Thomas G. Lynch