

AMARIN CORP PLC\UK
Form 4
July 14, 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 *
HEALY JAMES

(Last) (First) (Middle)

**C/O SOFINNOVA
VENTURES, 3000 SAND HILL
ROAD, BLDG 4, SUITE 250**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 number.

SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|--------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|--------------------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | |
|----------------------------------------------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------|---------------------------|-----------------|-----------------------------------|----------------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
| Series A Convertible Preference Shares ⁽¹⁾ | \$ 0 ⁽²⁾ | 07/10/2015 | A | 38,867,180 | | 07/10/2015 ⁽²⁾ | ⁽³⁾ | Ordinary Shares ⁽⁴⁾ | 3, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEALY JAMES
C/O SOFINNOVA VENTURES
3000 SAND HILL ROAD, BLDG 4, SUITE 250
MENLO PARK, CA 94025

X

Signatures

/s/ James Healy 07/14/2015

 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 Series A Convertible Preference Shares ("Series A Preference Shares") may be represented by restricted American Depositary Shares, each of which currently represents one Series A Preference Share.
- (2) Each ten (10) Series A Preference Shares may be consolidated and redesignated as one Ordinary Share of the Issuer at any time at the holder's election.
- (3) The Series A Preference Shares do not have an expiration date.
- (4) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
Shares are owned directly by Sofinnova Venture Partners VII, L.P. ("SV VII"). James Healy ("Healy"), a director of the issuer, and a managing member of Sofinnova Management VII, L.L.C., the general partner of SV VII, may be deemed to have shared voting and dispositive power over the shares owned by SV VII. Healy disclaims beneficial ownership over the shares owned by SV VII except to the extent of any pecuniary interest therein.
- (5)

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.