

AMARIN CORP PLC\UK  
Form S-8  
November 24, 2003

As filed with the Securities and Exchange Commission on November 24, 2003  
Registration No. 333 - -----

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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AMARIN CORPORATION PLC  
(Exact name of registrant as specified in its charter)

ENGLAND  
(State or other jurisdiction of  
incorporation or organization)

NOT APPLICABLE  
(I.R.S. Employer Identification No.)

7 CURZON STREET  
LONDON, W1J 5HG  
ENGLAND  
(Address of principal executive offices)

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AMARIN CORPORATION PLC. 2002 STOCK OPTION PLAN  
(Full title of the plans)  
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Donald Joseph  
Executive Vice President Legal and Commercial Development  
Amarin Pharmaceuticals, Inc.  
2 Belvedere Place, Suite 330  
Mill Valley, California 94941  
(415) 389-4757  
(Name, address, and telephone number, including area code, of agent for service)

Please send copies of all communications to:  
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SEYFARTH SHAW  
55 E. MONROE STREET, SUITE 4200  
CHICAGO, ILLINOIS 60603  
ATTENTION: ROBERT P. FLANAGAN, ESQ.  
(312) 269-8517  
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## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price
Ordinary Shares, par value 1L each (1)	2,000,000 (2)	\$2.34 (3)	\$4,680,000 (3)

- (1) American Depositary Shares ("Amarin ADSs"), evidenced by American Depositary Receipts, issuable upon deposit of Ordinary Shares, par value 1L each (the "Ordinary Shares"), of Amarin Corporation plc ("Amarin") are registered on a separate registration statement. Each Amarin ADS represents one Amarin Ordinary Share.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers 2,000,000 Ordinary Shares previously registered with the Securities and Exchange Commission (the "Commission") on December 11, 2002, pursuant to an effective Registration Statement on Form S-8. The amount of the registration fee, therefore relates to only those additional 2,000,000 Ordinary Shares being registered hereunder.
- (3) Estimated solely for the purpose of calculating the registration fee, computed pursuant to Rules 457(c) and (h) under the Securities Act on the basis of the average of the high and low sales prices of an Amarin ADS, as reported in the National Association of Securities Dealers Automatic Quotation System on November 20, 2003.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E of the instructions to Form S-8, Amarin Corporation plc (the "Registrant") and the Amarin Corporation plc 2002 Stock Option Plan (the "Plan") hereby incorporate by reference the contents of the previous Registration Statement filed by the Registrant and the Plan on Form S-8 (Registration No. 333-101775). The current registration of 2,000,000 Ordinary Shares of the Registrant will increase the total number of shares registered for issuance under the Plan to 4,000,000.

#### ITEM 8. EXHIBITS.

Pursuant to General Instruction E of the instruction to Form S-8, the Registrant and the Plan hereby incorporate by reference the exhibits of the previous Registration Statement filed by the Registrant and the Plan on Form S-8 (Registration No. 333-101775). The Registrant also incorporates by reference the amended Annual Report on Form 20-F for the fiscal year ended December 31, 2001, filed with the Commission on March 10, 2003; the Annual Report on Form 20-F for the fiscal year ended December 31, 2002, filed with the Commission of April 24,

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2003; and the amended Annual Report on Form 20-F for the fiscal year ended December 31, 2002, filed with the Commission on July 31, 2003. The following additional exhibits are filed as a part of this Registration Statement:

Exhibit No.	Description
4.1	Amendment No. 1 to the Amarin Corporation plc 2002 Stock Option Plan
23	Consent of PRICEWATERHOUSECOOPERS.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, England, on November 21, 2003.

AMARIN CORPORATION PLC

By: /s/ Richard A.B. Stewart  
 -----  
 Name: Richard A.B. Stewart  
 Title: Chief Executive Officer  
 and Director  
 (principal executive officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	
/s/ Thomas G. Lynch ----- (Thomas G. Lynch)	Chairman and Director	Novem
/s/ Richard A.B. Stewart ----- (Richard A.B. Stewart)	Chief Executive Officer and Director (principal executive officer)	Novem
/s/ Michael D. Coffee ----- (Michael D. Coffee)	President, Chief Operating Officer and Director	Novem
/s/ Ian Garland ----- (Ian Garland)	Chief Financial Officer (principal accounting officer)	Novem

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/s/ John Groom	Director	Novem
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(John Groom)		
/s/ William Mason	Director	Novem
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(William Mason)		
/s/ Hubert Huckel	Director	Novem
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(Hubert Huckel)		

Authorized Representative. Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Amarin Corporation, plc., has signed this Form S-8 in Mill Valley, California on November 19, 2003.

By: /s/ Donald R. Joseph  
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Donald R. Joseph  
Executive Vice President,  
Legal and Commercial  
Development of Amarin  
Pharmaceuticals, Inc.