

AMARIN CORP PLC\UK

Form 4

February 02, 2016

**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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Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Farrell Michael James

(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)

01/31/2016

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)

VP, Finance

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Ordinary<br>Shares <sup>(1)</sup>     | 01/31/2016                              |                                                             | M                                    | (A)<br>or<br>(D)<br>Amount<br>(2)<br>6,500<br>A (3)                     | 19,037                                                                                                             | D                                                                    |                                         |
| Ordinary<br>Shares <sup>(1)</sup>     | 01/31/2016                              |                                                             | M                                    | (A)<br>or<br>(D)<br>Amount<br>(4)<br>22,750<br>A (3)                    | 41,787                                                                                                             | D                                                                    |                                         |
| Ordinary<br>Shares <sup>(1)</sup>     | 01/31/2016                              |                                                             | F <sup>(5)</sup>                     | 11,597 D \$<br>1.36                                                     | 30,190                                                                                                             | 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**

SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                    |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|----------------------------------------------------------------|--------------------|--------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)    | Date<br>Exercisable                                            | Expiration<br>Date | Title              | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(6)</sup>                                                   | 01/31/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 6,500  | <sup>(2)</sup>                                                 | <sup>(3)</sup>     | Ordinary<br>Shares | 6,500                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(6)</sup>                                                   | 01/31/2016                              |                                                             | M                                       |                                                                                                        |                                                                | 22,750 | <sup>(4)</sup>                                                 | <sup>(3)</sup>     | Ordinary<br>Shares | 22,750                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(6)</sup>                                                   | 02/01/2016                              |                                                             | A                                       |                                                                                                        | 35,000                                                         |        | <sup>(7)</sup>                                                 | <sup>(3)</sup>     | Ordinary<br>Shares | 35,000                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.4                                                                | 02/01/2016                              |                                                             | A                                       |                                                                                                        | 55,000                                                         |        | <sup>(8)</sup>                                                 | 01/31/2026         | Ordinary<br>Shares | 55,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |             |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                            | Director      | 10% Owner | Officer     | Other |
| Farrell Michael James<br>C/O AMARIN PHARMA, INC.<br>1430 ROUTE 206<br>BEDMINSTER, NJ 07921 |               |           | VP, Finance |       |

## Signatures

/s/ Michael  
Farrell  
02/02/2016  
Date

\*\*Signature of  
Reporting Person

## 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.

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- On January 8, 2014, the Reporting Person was granted 19,500 restricted stock units ("RSUs") under the Amarin Corporation plc 2011
- (2) Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2015, January 31, 2016 and January 31, 2017. The second vesting event occurred on January 31, 2016.
- (3) Not applicable.
- On February 2, 2015, the Reporting Person was granted 68,250 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan.
- (4) These RSUs vest in three equal installments on each of January 31, 2016, January 31, 2017 and January 31, 2018. The first vesting event occurred on January 31, 2016.
- (5) 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.
- (6) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.
- (7) On February 1, 2016, the Reporting Person was granted 35,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2017, January 31, 2018 and January 31, 2019.
- On February 1, 2016, the Reporting Person was granted an option to purchase 55,000 Ordinary Shares under the Amarin Corporation plc
- (8) 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 29, 2016.

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.