

THERO JOHN F  
Form 4  
February 02, 2018

**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 \*  
THERO JOHN F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O AMARIN PHARMA,  
INC., 1430 ROUTE 206

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2018

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

(Street)  
BEDMINSTER, NJ 07921

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or (D) Price   |  |   |
| Ordinary Shares <sup>(1)</sup>  | 01/31/2018                           |  | M                              |   | 260,000 <sup>(2)</sup>  | A  | ③ 1,416,771 D   |
| Ordinary Shares <sup>(1)</sup>  | 01/31/2018                           |  | M                              |   | 120,000 <sup>(4)</sup>  | A  | ③ 1,536,771 D   |
| Ordinary Shares <sup>(1)</sup>  | 01/31/2018                           |  | M                              |   | 119,667 <sup>(5)</sup>  | A  | ③ 1,656,438 D   |
| Ordinary Shares <sup>(1)</sup>  | 01/31/2018                           |  | F <sup>(6)</sup>               |   | 197,513   | D  | \$ 3.83 1,458,925 D                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units <sup>(7)</sup>      | \$ 0   | 01/31/2018                           |  | M                              | 260,000   | <sup>(2)</sup> <sup>(3)</sup>                            | Ordinary Shares <sup>(1)</sup> 2                            |
| Restricted Stock Units <sup>(7)</sup>      | \$ 0   | 01/31/2018                           |  | M                              | 120,000   | <sup>(4)</sup> <sup>(3)</sup>                            | Ordinary Shares <sup>(1)</sup> 1                            |
| Restricted Stock Units <sup>(7)</sup>      | \$ 0   | 01/31/2018                           |  | M                              | 119,667   | <sup>(5)</sup> <sup>(3)</sup>                            | Ordinary Shares <sup>(1)</sup> 1                            |
| Restricted Stock Units <sup>(7)</sup>      | \$ 0   | 02/01/2018                           |  | A                              | 371,000   | <sup>(9)</sup> <sup>(3)</sup>                            | Ordinary Shares <sup>(1)</sup> 3                            |
| Stock Options (Right to Buy)               | \$ 3.8   | 02/01/2018                           |  | A                              | 558,000   | <sup>(10)</sup> 02/01/2028                               | Ordinary Shares <sup>(1)</sup> 5                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| THERO JOHN F<br>C/O AMARIN PHARMA, INC.<br>1430 ROUTE 206<br>BEDMINSTER, NJ 07921 | X             |           | President and CEO |       |

## Signatures

/s/ John F. Thero 02/02/2018

\*\*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.
- (2) On February 2, 2015, the Reporting Person was granted 780,000 Restricted Stock Unit ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2016, January 31, 2017 and January 31, 2018. The third and final vesting event occurred on January 31, 2018.
- (3) Not applicable.
- (4) On February 1, 2016, the Reporting Person was granted 360,000 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. The second vesting event occurred on January 31, 2018.
- (5) On February 1, 2017, the Reporting Person was granted 359,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020. The first vesting event occurred on January 31, 2018.
- (6) 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.
- (7) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.
- (8) Please see the section titled "Remarks" below for additional information.
- (9) On February 1, 2018, the Reporting Person was granted 371,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal installments on each of January 31, 2019, January 31, 2020 and January 31, 2021.
- (10) On February 1, 2018, the Reporting Person was granted an option to purchase 558,000 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, 2018.

### Remarks:

As of the date of this Form 4, the Reporting Person owns or holds the right to acquire an aggregate of 10,303,599 Ordinary Shares.

The above-referenced stock option and RSU awards were approved by the Issuer's remuneration committee, in consultation with the Board of Directors.

In the event of a Change of Control (as defined in the Amarin Corporation plc 2011 Stock Plan), the grants described in this Form 4 shall be subject to the terms and conditions of the Amarin Corporation plc 2011 Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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