

AMARIN CORP PLC\UK
Form SC 13D/A
August 26, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

AMARIN CORPORATION PLC

(Name of Issuer)

Ordinary Shares, par value 50 pence per share

(Title of Class of Securities)

023111206

(CUSIP Number)

Christopher Fuglesang

Boxer Capital, LLC

445 Marine View Avenue, Suite 100

Del Mar, CA 92014

(858) 400-3112

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

August 25, 2010

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 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).

CUSIP No. 023111206

NAMES OF REPORTING PERSONS

1
Boxer Capital, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
WC

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

5
 o

CITIZENSHIP OR PLACE OF ORGANIZATION

6
Delaware

SOLE VOTING POWER

7

NUMBER OF 0 (see Item 5)

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 1,625,000* (see Item 5)

SOLE DISPOSITIVE POWER

9

EACH REPORTING

PERSON 0 (see Item 5)

WITH SHARED DISPOSITIVE POWER

10

1,625,000* (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,625,000* (see Item 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

1.6%* (see Item 5)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* = Ordinary Shares beneficially owned pursuant to the right to acquire Ordinary Shares under a Warrant. See Item 5.
** = Based on 100,426,982 shares outstanding. See Item 5.

CUSIP No. 023111206

NAMES OF REPORTING PERSONS

1

Boxer Asset Management Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Bahamas

SOLE VOTING POWER

7

NUMBER OF 0 (see Item 5)

SHARED VOTING POWER

SHARES BENEFICIALLY 8

OWNED BY 1,625,000* (see Item 5)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0 (see Item 5)

WITH SHARED DISPOSITIVE POWER

10

1,625,000* (see Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,625,000* (see Item 5)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.6%**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* = Ordinary Shares beneficially owned pursuant to the right to acquire Ordinary Shares under a Warrant. See Item 5.

** = Based on 100,426,982 shares outstanding. See Item 5.

CUSIP No. 023111206

NAMES OF REPORTING PERSONS

1

Joseph Lewis

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC, PF

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United Kingdom

SOLE VOTING POWER

7

NUMBER OF 0 (see Item 5)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

1,625,000* (see Item 5)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0 (see Item 5)

WITH SHARED DISPOSITIVE POWER

10

1,625,000* (see Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,625,000* (see Item 5)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.6%** (see Item 5)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

* = Ordinary Shares beneficially owned pursuant to the right to acquire Ordinary Shares under a Warrant. See Item 5.

** = Based on 100,426,982 shares outstanding. See Item 5.

CUSIP No. 023111206

SCHEDULE 13D

This Amendment No. 2 (Amendment No. 2) amends and supplements the statement on Schedule 13D initially filed on October 26, 2009 (the Original Filing) and the Amendment No. 1 to Schedule 13D filed on June 29, 2010 (Amendment No. 1 , together with the Original Filing, the Previous Filings). The Previous Filings remain in effect except to the extent that they are amended, restated or superseded by information contained in this Amendment No. 2. Capitalized terms used and not defined in this Amendment No. 2 have the meanings set forth in the Previous Filings. This Amendment No. 2 is being filed to reflect a decrease of more than 1% of the Reporting Persons' beneficial ownership of the Issuer's outstanding Common Shares from the time of Amendment No. 1 to this Amendment No. 2.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons may be deemed to beneficially own 1,625,000 Ordinary Shares underlying the Warrant, which represents 1.6% of the Issuer's outstanding Ordinary Shares (based upon 100,426,982 outstanding Ordinary Shares, the sum of (i) 98,801,982 Ordinary Shares stated to be outstanding as of December 31, 2009, as reported in the Issuer's Annual Report on Form 20-F filed with the SEC on June 25, 2010, and (ii) 1,625,000 Ordinary Shares to be issued in connection with the exercise of the Warrant).

(b) With respect to any rights or powers to vote, or to direct the vote of, or to dispose of, or direct the disposition of, the Ordinary Shares referenced in paragraph 5(a), the Reporting Persons have shared voting power and shared dispositive power with regard to 1,625,000 Ordinary Shares.

(c) Other than the following open market sales of Ordinary Shares, the Reporting Persons have not engaged in any transactions in the Ordinary Shares in the past 60 days.

Date	Number of Shares Sold	Average Price*	Range of Price
7/7/2010	46,000	\$ 2.31	\$ 2.33 - \$2.30
7/8/2010	8,200	\$ 2.25	\$ 2.26 - \$2.25
7/9/2010	16,800	\$ 2.32	\$ 2.35 - \$2.30
7/10/2010	20,700	\$ 2.22	\$ 2.22 - \$2.21
7/11/2010	5,000	\$ 2.25	\$ 2.28 - \$2.25
7/12/2010	245,000	\$ 2.28	\$ 2.35 - \$2.25
7/13/2010	55,000	\$ 2.40	\$ 2.46 - \$2.38
7/14/2010	45,000	\$ 2.48	\$ 2.50 - \$2.43
7/15/2010	150,000	\$ 2.50	\$ 2.52 - \$2.46
7/16/2010	100,000	\$ 2.52	\$ 2.57 - \$2.52
7/17/2010	100,000	\$ 2.86	\$ 2.95 - \$2.80
8/24/2010	175,000	\$ 2.85	\$ 2.85
8/24/2010	8,449	\$ 2.85	\$ 2.85
8/25/2010	875,000	\$ 2.85	\$ 2.85
8/25/2010	100,000	\$ 2.85	\$ 2.85
8/25/2010	59,808	\$ 2.85	\$ 2.88 - \$2.85

* Price information provided by weighted average. The Reporting Persons hereby undertake to provide, upon

request by the
Staff of the
Securities and
Exchange
Commission,
full information
regarding the
number of
shares
purchased or
sold at each
separate price.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated August 26, 2010, among Boxer Capital, Boxer Management and Joseph Lewis

CUSIP No. 023111206

SCHEDULE 13D

SIGNATURE

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.

Date: August 26, 2010

BOXER CAPITAL, LLC

By: /s/ Aaron Davis
Name: Aaron Davis
Title: Authorized Signatory

BOXER ASSET MANAGEMENT INC.

By: /s/ Jefferson R. Voss
Name: Jefferson R. Voss
Title: Director

JOSEPH LEWIS

By: /s/ Joseph Lewis
Joseph Lewis, Individually

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement, dated August 26, 2010, among Boxer Capital, Boxer Management and Joseph Lewis

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