

AMARIN CORP PLC\UK
Form SC 13D/A
August 24, 2011

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

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 23, 2011

(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.

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

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 023111206

This Amendment No. 3 (Amendment No. 3) amends and supplements the statement on Schedule 13D initially filed on October 26, 2009 (the Original Filing), the Amendment No. 1 to Schedule 13D filed on June 29, 2010 (Amendment No. 1) and the Amendment No. 2 to Schedule 13D filed on August 26, 2010 (Amendment No. 2), together with the Original Filing, Amendment No. 1 and Amendment No.2, the Previous Filings). Capitalized terms used and not defined in this Amendment No. 3 have the meanings set forth in the Previous Filings. This Amendment No. 3 is being filed to reflect a decrease of more than 1% of the Reporting Persons' beneficial ownership of the Issuer's outstanding Ordinary Shares from the time of Amendment No. 2 to this Amendment No. 3.

Item 5. Interest in Securities of the Issuer.

- (a) The Reporting Persons no longer beneficially own any Ordinary Shares, and as such are no longer subject to the Management Rights Agreement.
- (b) The Reporting Persons no longer have voting power or dispositive power with regard to any 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 |
|-----------|-----------------------|----------------|----------------|
| 8/23/2011 | 600,000 | \$10.71 | \$10.71 |

*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.

- (e) On August 23, 2011, the Reporting Persons ceased to be the beneficial owners of any Ordinary Shares.

Item 7. Material to Be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated August 24, 2011, among Boxer Capital, Boxer Management and Joseph Lewis

CUSIP No. 023111206

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.

BOXER CAPITAL, LLC

Date: August 24, 2011

By: /s/ Christopher Fuglesang
Name: Christopher Fuglesang
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 24, 2011, among Boxer Capital, Boxer Management and Joseph Lewis |