

AMARIN CORP PLC\UK
Form 4
February 02, 2015

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

(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)
01/31/2015

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)
President, Chief Exec. Officer

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Ordinary Shares ⁽¹⁾ | 01/31/2015 | | M | | 169,500 ⁽²⁾ | A | <u>(3)</u> 284,400 D |

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

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SEC 1474 (9-02)

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

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| 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 | Amount |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 01/31/2015 | | M | | 169,500 | ⁽²⁾ ⁽³⁾ | Ordinary Shares | 1 |
| Stock Option (right to buy) | \$ 1.02 | 02/02/2015 | | A | 400,000 | ⁽⁵⁾ | 02/01/2025 | Ordinary Shares | 4 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 02/02/2015 | | A | 780,000 | ⁽⁶⁾ ⁽³⁾ | | Ordinary Shares | 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THERO JOHN F C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921 | | | President, Chief Exec. Officer | |

Signatures

/s/ Michael Farrell, by power of attorney
02/02/2015

**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.

On January 8, 2014, the Reporting Person was granted 508,500 restricted stock units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal annual installments on each of January 31, 2015, January 31, 2016 and January 31,

(2) 2017. The first vesting event occurred on January 31, 2015. Upon vesting of the RSUs, the Reporting Person had the option to have the Issuer withhold shares from the total number of shares delivered in respect of withholding taxes due upon such vesting. Instead, the Reporting Person elected to pay withholding taxes to the Issuer in cash and receive the full number of shares vested.

(3) Not applicable.

(4) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

On February 2, 2015, the Reporting Person was granted an option to purchase 400,000 Ordinary Shares under the Amarin Corporation plc

(5) 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, 2015.

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- (6) On February 2, 2015, the Reporting Person was granted 780,000 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal annual installments on each of January 31, 2016, January 31, 2017 and January 31, 2018.

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.