

AMARIN CORP PLC\UK

Form 4

July 13, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zakrzewski Joseph S

(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)

07/11/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.19	07/11/2016			A		28,847		(1)	07/11/2026	Ordinary Shares (2)	28,847
Restricted Stock Units	\$ 0 (3)	07/11/2016			A		20,548		(4)	(5)	Ordinary Shares (2)	20,548

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zakrzewski Joseph S C/O AMARIN PHARMA, INC., 1430 ROUTE 206 BEDMINSTER, NJ 07921				X

Signatures

/s/ Michael W. Kalb, by power of
attorney

07/13/2016

__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).

- On July 11, 2016, the Reporting Person was granted an option to purchase 28,847 Ordinary Shares under the Amarin Corporation plc
- (1) 2011 Stock Incentive Plan (the "Plan"). The shares subject to this option shall vest and become exercisable in a single annual installment upon the earlier of (i) the anniversary of the grant date of July 11, 2016 or (ii) the Issuer's annual general meeting of shareholders in 2017.
 - (2) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's
- (3) discretion, with settlement to be made on a deferred basis, specifically upon the non-employee director's separation of service with the Issuer.
- On July 11, 2016, the Reporting Person was granted 20,548 RSUs under the Plan. The RSUs vest in equal annual installments over a
- (4) three-year period, with each installment vesting upon the earlier of (i) the anniversary of the grant date of July 11, 2016 or (ii) the Issuer's annual general meeting of shareholders in such year.
 - (5) Not applicable.

Remarks:

In the event of a Change of Control (as defined in the Plan), each of the grants described in this Form 4 vests in full.
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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