

AMARIN CORP PLC\UK
Form 8-K
July 10, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 8, 2013

Amarin Corporation plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation)

000-21392
(Commission
File Number)

Not applicable
(I.R.S. Employer
Identification No.)

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2 Pembroke House, Upper Pembroke Street 28-32,

Dublin 2, Ireland
(Address of principal executive offices)

Registrant's telephone number, including area code: +353 1 6699 020

Not applicable
(Zip Code)

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement

On July 8, 2013, Amarin Corporation plc (the Company, we, us and our) entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. and Jefferies LLC (the Underwriters), relating to the issuance and sale (the Offering) of up to 24,955,000 American Depositary Shares (ADSs), including 3,255,000 ADSs issuable to the Underwriters pursuant to a 30-day option, with each ADS representing one of the Company s ordinary shares, par value £0.50 per share. The Underwriters purchased the ADSs from the Company at a price of \$5.60 per ADS. The net proceeds to us from the Offering are expected to be approximately \$121.1 million, after deducting underwriting discounts and commissions and other estimated offering expenses, assuming no exercise of the option by the Underwriters. The Offering is expected to close on or about July 12, 2013, subject to customary closing conditions. The Company currently intends to use the net proceeds from the Offering to continue the commercial launch of Vascepa® (icosapent ethyl) capsules in the MARINE indication, prepare for and commercially launch Vascepa in the ANCHOR indication, if approved, advance the Company s REDUCE-IT cardiovascular outcomes trial, and for general corporate and working capital purposes.

In the Underwriting Agreement, the Company makes customary representations, warranties and covenants and also agrees to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriters may be required to make because of such liabilities. The Underwriting Agreement has been filed with this report to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. The foregoing is only a brief description of the material terms of the Underwriting Agreement and does not purport to be a complete description of the rights and obligations of the parties thereunder. The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of K&L Gates LLP relating to the legality of the issuance and sale of the ADSs in the Offering is attached as Exhibit 5.1 hereto.

The Offering was made pursuant to our effective registration statement on Form S-3 (Registration Statement No. 333-173132) previously filed with the U.S. Securities and Exchange Commission on March 29, 2011 and a prospectus supplement thereunder filed on July 8, 2013.

Item 8.01. Other Events

On July 8, 2013, we issued a press release announcing that we had commenced the Offering. A copy of this press release is attached as Exhibit 99.1 hereto.

Forward-Looking Statements

This report contains forward-looking statements that are subject to a number of risks and uncertainties, including statements about our issuance of securities, the amount of proceeds from the offering, the closing of the Offering and our expectations regarding its anticipated use of proceeds from the Offering and the effects thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to be materially different from any results expressed or implied by such forward-looking statements. For example, there are risks associated with the Underwriters fulfilling their obligations to purchase the securities and our ability to satisfy its conditions to close the Offering. These and other risks and uncertainties are described more fully under the headings Risk Factors in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 and the prospectus supplement related to the Offering. All forward-looking statements are qualified in their entirety by this cautionary statement. We are providing this information as of this date and do not undertake any obligation to update any forward-looking statements contained in this report as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

Exhibits

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibits are deemed to have been filed with the Securities and Exchange Commission:

| Exhibit No. | Description |
|-------------|--|
| 1.1 | Underwriting Agreement, dated as of July 8, 2013 |
| 5.1 | Opinion of K&L Gates LLP |
| 23.1 | Consent of K&L Gates LLP (included in Exhibit 5.1) |
| 99.1 | Press Release, dated July 8, 2013 |

* * *

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 10, 2013

AMARIN CORPORATION PLC

By: /s/ John Thero
John Thero
President

Exhibit Index

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