

AMARIN CORP PLC\UK
Form 4
January 03, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
12/31/2016

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)
President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Ordinary Shares ⁽¹⁾	12/31/2016		M		37,500 ⁽²⁾	A	⁽³⁾ 762,111 ⁽⁴⁾ D
Ordinary Shares ⁽¹⁾	12/31/2016		F ⁽⁵⁾		20,194	D	\$ 3.08 741,917 ⁽⁴⁾ 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)

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

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁶⁾	12/31/2016		M	37,500	⁽²⁾ ⁽³⁾	Ordinary Shares	37,500

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	X		President and CEO	

Signatures

/s/ John F. Thero 01/03/2017

 **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 represents one Ordinary Share.
As previously reported on July 8, 2015, the Reporting Person was granted 600,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in 16 equal quarterly installments. The sixth vesting event occurred on December 31, 2016.
- (2) As previously reported on July 8, 2015, the Reporting Person was granted 600,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in 16 equal quarterly installments. The sixth vesting event occurred on December 31, 2016.
- (3) Not applicable.
- (4) Please see the section titled "Remarks" below for additional information.
- (5) Represents a withholding by the Issuer of shares in respect of tax liability incident to the vesting of a security issued in accordance with Rule 16b-3, and not a market sale of securities.
- (6) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

Remarks:

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

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As of the date of this Form 4, the Reporting Person owns or holds the right to acquire an aggregate of 8,947,758 Ordinary Shares.

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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