

AMARIN CORP PLC\UK  
Form 4  
May 17, 2017

**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 \*  
STACK DAVID M

(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)

05/15/2017

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 Beneficial Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |       |
|                                 |                                      |  |                                | 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) | \$ 3.06                      | 05/15/2017       | A          | 21,146   |      |   |     |     | (1)              | 05/15/2027      | Ordinary Shares (2) | 21,146                     |
| Restricted Stock Units      | \$ 0 (3)                     | 05/15/2017       | A          | 14,706   |      |   |     |     | (4)              | (5)             | Ordinary Shares (2) | 14,706                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| STACK DAVID M<br>C/O AMARIN PHARMA, INC.<br>1430 ROUTE 206<br>BEDMINSTER, NJ 07921 | X             |           |         |       |

## Signatures

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

05/17/2017

\_\_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).

- On May 15, 2017, the Reporting Person was granted an option to purchase 21,146 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). The option shall vest and become exercisable in a single annual installment upon the earlier of (i) the anniversary of the grant date of May 15, 2017 or (ii) the Issuer's annual general meeting of shareholders in 2018.
- 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 discretion, with settlement to be made on a deferred basis, specifically upon the non-employee director's separation of service with the Issuer.
  - On May 15, 2017, the Reporting Person was granted 14,706 RSUs under the Plan. The RSUs vest in equal annual installments over a three-year period, with each installment vesting upon the earlier of (i) the anniversary of the grant date of May 15, 2017 or (ii) the Issuer's annual general meeting of shareholders in such year.
  - Not applicable.

### Remarks:

These grants are made in accordance with the Issuer's previously disclosed non-employee director compensation program.

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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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