

Ketchum Steven B
 Form 4
 February 01, 2019

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 *
 Ketchum Steven B

2. Issuer Name and Ticker or Trading Symbol
 AMARIN CORP PLC\UK [AMRN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O AMARIN PHARMA,
 INC., 1430 ROUTE 206
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Scientific Officer

BEDMINSTER, NJ 07921
 (City) (State) (Zip)

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

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)
			Code	V	Amount	(D)	Price
Ordinary Shares ⁽¹⁾ ₍₂₎	01/31/2019		M		2,604	A	\$ 1.4
							343,901
Ordinary Shares ⁽¹⁾ ₍₂₎	01/31/2019		M		4,167	A	\$ 2.5
							348,068
Ordinary Shares ⁽¹⁾ ₍₂₎	01/31/2019		M		2,770	A	\$ 2.95
							350,838
Ordinary Shares ⁽¹⁾ ₍₂₎	01/31/2019		S		9,541	D	\$ 17.4903
							341,297

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<u>(2)</u>					<u>(4)</u>		
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/31/2019	M	26,666 <u>(5)</u>	A	<u>(6)</u>	367,963	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/31/2019	M	29,000 <u>(7)</u>	A	<u>(6)</u>	396,963	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/31/2019	M	26,000 <u>(8)</u>	A	<u>(6)</u>	422,963	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/31/2019	F ⁽⁹⁾	40,482	D	\$ 16.94	382,481	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	02/01/2019	S	27,989	D	\$ <u>(10)</u> 17.0602	354,492	D <u>(3)</u>

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

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(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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.4	01/31/2019		M		<u>(11)</u>	01/31/2026	Ordinary Shares <u>(2)</u>	2,604
Stock Option (Right to Buy)	\$ 2.5	01/31/2019		M		<u>(12)</u>	07/06/2025	Ordinary Shares <u>(2)</u>	4,167
Stock Option (Right to Buy)	\$ 2.95	01/31/2019		M		<u>(13)</u>	01/31/2027	Ordinary Shares <u>(2)</u>	2,770

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On February 1, 2016, the Reporting Person was granted 80,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs vest in three equal installments on each of January 31, 2017, January 31, 2018 and January 31, 2019. The third and final vesting event occurred on January 31, 2019.

- (6) Not applicable.
- (7) On February 1, 2017, the Reporting Person was granted 87,000 RSUs under the Plan. These RSUs vest in three equal installments on each of January 31, 2018, January 31, 2019 and January 31, 2020. The second vesting event occurred on January 31, 2019.
- (8) On February 1, 2018, the Reporting Person was granted 78,000 RSUs under the Plan. These RSUs vest in three equal installments on each of January 31, 2019, January 31, 2020 and January 31, 2021. The first vesting event occurred on January 31, 2019.
- (9) Represents 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.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.81 to \$17.62, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (11) On February 1, 2016, the Reporting Person was granted an option to purchase 125,000 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that began on February 29, 2016.
- (12) On July 6, 2015, the Reporting Person was granted an option to purchase 200,000 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that began on July 31, 2015.
- (13) On February 1, 2017, the Reporting Person was granted an option to purchase 133,000 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month that began on February 28, 2017.
- (14) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.
- (15) On February 1, 2019, the Reporting Person was granted 38,200 RSUs under the Plan. These RSUs vest in three equal installments on each of January 31, 2020, January 31, 2021 and January 31, 2022.
- (16) On February 1, 2019, the Reporting Person was granted an option to purchase 53,500 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in 16 equal quarterly installments starting on May 15, 2019.

Remarks:

In the case of a Change of Control (as defined in the Plan), the grants described in this Form 4 vest in full. As of the date of this filing, the Reporting Person is not a party to any such Change of Control.

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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