

AMARIN CORP PLC\UK
Form SC 13G/A
February 13, 2013

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 2)*

Amarin
Corporation plc
(Name of
Issuer)

Ordinary
Shares, 50
pence par value
per share
(Title of Class
of Securities)

023111206**
(CUSIP
Number)

December 31,
2012
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box

to designate the
rule pursuant to
which this
Schedule is
filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 15
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

**There is no CUSIP number assigned to the Ordinary Shares of the Company (as defined below). CUSIP number 023111206 has been assigned to the American Depositary Shares ("ADS") of the Company, which are quoted on The NASDAQ Global Market under the symbol "AMRN." Each ADS represents 1 Ordinary Share.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| 2 | Ardley Partners Fund II, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " |
| 3 | OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| 8 | 0 SOLE DISPOSITIVE POWER |
| 9 | 0 SHARED DISPOSITIVE POWER |
| 10 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 0 .. |

| | |
|----|--|
| 11 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
|----|--|

| | |
|----|--|
| 12 | 0.0% TYPE OF REPORTING PERSON |
|----|--|

PN

| | |
|---|--|
| | NAME OF REPORTING PERSON |
| 1 | Ardley Partners Institutional Fund, L.P. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2 | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| | SOLE VOTING POWER |
| 5 | 0 |
| | SHARED VOTING POWER |
| 6 | 0 |
| | SOLE DISPOSITIVE POWER |
| 7 | 0 |
| | SHARED DISPOSITIVE POWER |
| 8 | 0 |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | 0 |

| | |
|----|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 11 | 0.0% |
| 12 | TYPE OF REPORTING PERSON |
| | PN |

| | | |
|---|---|--|
| | | NAME OF REPORTING PERSON |
| 1 | | Ardley Partners Renewable Energy Fund, L.P. |
| | | CHECK THE APPROPRIATE |
| 2 | | BOX IF A MEMBER (b) " OF A GROUP |
| 3 | | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | | Delaware |
| | | SOLE VOTING POWER |
| | 5 | 0 |
| | | SHARED VOTING POWER |
| | 6 | 0 |
| | | SOLE DISPOSITIVE POWER |
| | 7 | 0 |
| | | SHARED DISPOSITIVE POWER |
| | 8 | 0 |
| | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | | 0 |

| | |
|----|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY |
| 11 | AMOUNT IN ROW (9) |
| 12 | 0.0% TYPE OF REPORTING PERSON |
| | PN |

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | Ardley Offshore Fund, Ltd. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | British Virgin Islands |
| 5 | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 0 .. |

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| 11 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
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| 12 | 0.0% TYPE OF REPORTING PERSON |
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CO

| | | |
|---|--|---|
| | | NAME OF REPORTING PERSON |
| 1 | | Ardley Renewable Energy Offshore Fund, Ltd. |
| | | CHECK THE APPROPRIATE |
| 2 | | BOX IF A MEMBER (b) " |
| | | OF A GROUP |
| 3 | | SEC USE ONLY CITIZENSHIP OR |
| 4 | | PLACE OF ORGANIZATION |
| | | British Virgin Islands |
| | | SOLE VOTING |
| 5 | | POWER |
| | | 0 |
| | | SHARED VOTING |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | POWER |
| | | 0 |
| | | SOLE DISPOSITIVE |
| 7 | | POWER |
| | | 0 |
| | | SHARED DISPOSITIVE |
| 8 | | POWER |
| | | 0 |
| | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | | |
| | | 0 |

| | |
|----|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY |
| 11 | AMOUNT IN ROW (9) |
| 12 | 0.0% TYPE OF REPORTING PERSON CO |

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | Ardley Advisory Partners |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | New York |
| 5 | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 0 .. |

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| 11 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
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| 12 | 0.0% TYPE OF REPORTING PERSON |
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PN; IA

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| 1 | NAME OF REPORTING PERSON |
| 2 | Ardley Partners I CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | New York |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 0 CHECK BOX " IF THE |

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.0%
TYPE OF
REPORTING
PERSON

PN

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | Philip J. Hempleman |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | SOLE VOTING POWER |
| | 0 |
| 6 | SHARED VOTING POWER |
| 7 | 0 SOLE DISPOSITIVE POWER |
| 8 | 0 SHARED DISPOSITIVE POWER |
| 9 | 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | 0 CHECK BOX " IF THE |

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.0%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER

The name of the issuer is Amarin Corporation plc (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 2 Pembroke House, Upper Pembroke Street 28-32, Dublin 2, Ireland.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

- (i) Ardsley Partners Fund II, L.P., a Delaware limited partnership ("AP II"), with respect to the Ordinary Shares held as American depository shares, each representing one Ordinary Share, 50 pence par value per share ("American Depository Shares") directly owned by it;
- (ii) Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership ("Ardsley Institutional"), with respect to the Ordinary Shares held as American Depository Shares directly owned by it;
- (iii) Ardsley Partners Renewable Energy Fund, L.P., a Delaware limited partnership ("Ardsley Energy"), with respect to the Ordinary Shares held as American Depository Shares directly owned by it;
- (iv) Ardsley Offshore Fund, Ltd., a British Virgin Islands corporation ("Ardsley Offshore"), with respect to the Ordinary Shares held as American Depository Shares directly owned by it;
- (v) Ardsley Renewable Energy Offshore Fund, Ltd., a British Virgin Islands Corporation ("Ardsley Energy Offshore"), with respect to the Ordinary Shares held as American Depository Shares directly owned by it;
- (vi) Ardsley Advisory Partners, a New York general partnership ("Ardsley") which serves as Investment Manager of Ardsley Offshore and Ardsley Energy Offshore and as Investment Adviser of AP II, Ardsley Institutional, Ardsley Energy and a certain managed account, with respect to the Ordinary Shares held as American Depository Shares directly owned by Ardsley Offshore, Ardsley Energy Offshore, AP II, Ardsley Institutional, Ardsley Energy and the managed account;
- (vii) Ardsley Partners I, a New York general partnership ("Ardsley Partners") which serves as General Partner of AP II, Ardsley Institutional and Ardsley Energy with respect to the Ordinary Shares held as American Depository Shares owned by APII, Ardsley Institutional and Ardsley Energy; and
- (viii) Philip J. Hempleman ("Mr. Hempleman"), the Managing Partner of Ardsley and Ardsley Partners, with respect to the shares of Ordinary Shares held as American Depository Shares owned by AP II, Ardsley Institutional, Ardsley Energy, Ardsley Offshore, Ardsley Energy Offshore and the managed account and with respect to the shares of Ordinary Shares held as American Depository Shares owned by certain accounts managed by him directly.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13G of the Act, the beneficial owner of the Ordinary Shares held as American Depository Receipts reported herein.

Item
2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each of the Reporting Persons, with the exception of Ardsley Offshore and Ardsley Energy Offshore, is 262 Harbor Drive, Stamford, Connecticut 06902.

The address of the registered office of Ardsley Offshore and Ardsley Energy Offshore is Romasco Place, Wickhams Cay 1, Road Town Tortola, British Virgin Islands.

Item
2(c). CITIZENSHIP

AP II, Ardsley Institutional and Ardsley Energy are Delaware limited partnerships. Ardsley Offshore and Ardsley Energy Offshore are British Virgin Islands corporations. Ardsley and Ardsley Partners are New York general partnerships. Mr. Hempleman is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES

Ordinary Shares, 50 pence par value per share (the "Ordinary Shares").

Item 2(e). CUSIP NUMBER

023111206**

**There is no CUSIP number assigned to the Ordinary Shares of the Company (as defined below). CUSIP number 023111206 has been assigned to the American Depository Shares ("ADS") of the Company, which are quoted on The NASDAQ Global Market under the symbol "AMRN." Each ADS represents 1 Ordinary Share.

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule
- (f) " 13d-1(b)(1)(ii)(F);
A parent holding company or control person in accordance with Rule
- (g) " 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

Item 4. OWNERSHIP

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The Company's Form 10-Q, filed on November 8, 2012, indicates that as of November 1, 2012, there were 149,769,550 shares held as American Depositary Shares (ADS), each representing one Ordinary Share, 50 pence par value per share, and 365,080 Ordinary Shares outstanding. The percentages used herein and in the rest of the Schedule 13G/A are based upon the combined total of such ADS and Ordinary Shares outstanding.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

CUSIP No. 023111206 13G/APage 13 of 15 Pages

Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY
7. BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 023111206 13G/APage 14 of 15 Pages

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 13, 2013

ARDSLEY PARTNERS FUND II, L.P.

BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli
Steve Napoli
General Partner

ARDSLEY PARTNERS INSTITUTIONAL FUND, L.P.

BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli
Steve Napoli
General Partner

ARDSLEY PARTNERS RENEWABLE ENERGY FUND, L.P.

BY: ARDSLEY PARTNERS I,
GENERAL PARTNER

BY: /s/ Steve Napoli
Steve Napoli
General Partner

ARDSLEY OFFSHORE FUND, LTD.

BY: /s/ Steve Napoli
Steve Napoli
Director

ARDSLEY RENEWABLE ENERGY OFFSHORE FUND, LTD.

BY: /s/ Steve Napoli
Steve Napoli
Director

ARDSLEY ADVISORY PARTNERS

CUSIP No. 023111206 13G/APage 15 of 15 Pages

BY: /s/ Steve Napoli
Steve Napoli
Partner

ARDSLEY PARTNERS I

BY: /s/ Steve Napoli
Steve Napoli
General Partner

PHILIP J. HEMPLEMAN, INDIVIDUALLY

BY: /s/ Steve Napoli*
Steve Napoli
As attorney in fact for
Philip J. Hempleman

* Evidence of Power of Attorney was filed with the Schedule 13G/A filed on February 15, 2006 (Acc-no: 0000902664-06-000895) and is incorporated by reference into this filing.