SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person* THERO JOHN F			2. Issuer Name and Ticker or Trading Symbol <u>AMARIN CORP PLC\UK</u> [AMRN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
IIIEKO JOII.				X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)			
			12/31/2016		President and C	CEO			
1430 ROUTE 20	6								
			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing (Check Applicable			
(Street)				Line)	Four filed by One Deser	tine Demonst			
BEDMINSTER	NJ	07921		X	Form filed by One Repor	ting Person			
,					Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any Ó						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Ordinary Shares ⁽¹⁾	12/31/2016		М		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	

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. Transa Code (1 8)		of		Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00 ⁽⁶⁾	12/31/2016		М			37,500	(2)	(3)	Ordinary Shares	37,500	\$0.00	375,000	D	

Explanation of Responses:

1. The Ordinary Shares may be represented by American Depositary Shares, each of which represents one Ordinary Share.

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. 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 of the Issuer in the form of (i) stock options and Restricted Stock Units granted under the Amarin Corporation plc 2002 Stock Option Plan and the Amarin Corporation plc 2011 Stock Option Plan and (ii) 741,917 Ordinary Shares.

<u>/s/ John F. Thero</u>

** Signature of Reporting Person Date

01/03/2017

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.