SEC Form 4

П

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
L		

1. Name and Address of Reporting Person [*] Zakrzewski Joseph S			2. Issuer Name and Ticker or Trading Symbol <u>AMARIN CORP PLC\UK</u> [AMRN]		tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner	
(Last) C/O AMARIN PI	Č.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2017		Officer (give title below)	Other (specify below)	
1430 ROUTE 206 		07001	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report		
BEDMINSTER (City)	NJ (State)	07921 (Zip)			Form filed by More than 0 Person	One Reporting	

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. Transa Code (8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	ities Form: Direct of Indirect icially (D) or Indirect Beneficia d Following (I) (Instr. 4) (Instr. 4)			
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		

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 (8)		n of		6. Date Exercisable and 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				
Stock Option (right to buy)	\$3.06	05/15/2017		A		21,146		(1)	05/15/2027	Ordinary Shares ⁽²⁾	21,146	\$0.00	21,146	D	
Restricted Stock Units	\$0.00 ⁽³⁾	05/15/2017		A		14,706		(4)	(5)	Ordinary Shares ⁽²⁾	14,706	\$0.00	14,706	D	

Explanation of Responses:

1. 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.

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

3. 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.

4. 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.

5. Not applicable.

Remarks:

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

/s/ Michael W. Kalb, by power 05/17/2017 of attorney

** Signature of Reporting Person Date

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.