Instruction 1(b)

# 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

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

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

| Name and Address of Reporting Person*     Kennedy Joseph T     |   |  |   |            |   | 2. Issuer Name and Ticker or Trading Symbol AMARIN CORP PLC\UK [ AMRN ] |   |         |   |               |                          |                                   |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner   |   |   |   |           |  |
|--|---|--|---|------------|---|---|---|---------|---|---------------|--------------------------|-----------------------------------|--|---|---|---|---|-----------|--|
| (Last) (First) (Middle) C/O AMARIN PHARMA, INC. 1430 ROUTE 206 |   |  |   |            | 3. Date of Earliest Transaction (Month/Day/Year) 09/24/2018 |   |   |         |   |               |                          |                                   | X Officer (give title Other (specify below)  General Counsel |   |   |   |   | specify   |  |
| (Street) BEDMINSTER NJ 07921                                   |   |  |   | 4.         | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |   |   |         |   |               |                          |                                   |  | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting |   |   |   | ı         |  |
| (City)   | (5  | tate) (Zip)                                |   |            |   |   |   |         |   |               |                          |                                   |  | Person  |   |   |   |           |  |
|  |   | Та   | ble I - N   | Non-De     | rivati  | ve S  | ecur                                    | ities A | cquire  | ed, D         | isposed o                | f, or Be                          | eneficial  | lly O   | wned  |   |   |           |  |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D       |   |  |   |            | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |   | 3.<br>Transaction<br>Code (Instr.<br>8) |         | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 a |               |                          | d 5) Sec<br>Ber<br>Ow             |  |   | 6. Owner<br>Form: Di<br>(D) or Inc<br>(I) (Instr. | : Direct<br>r Indirect  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |           |  |
|  |   |  |   |            |   |   | Code                                    | v       | Amount  | (A) or<br>(D) | Price                    | - 1                               | Reported Transaction(s) (Instr. 3 and 4)                     |   |   |   | (Instr. 4)  |           |  |
| Ordinary Shares <sup>(1)(2)</sup>                              |   |  |   | 09/24/2018 |   | 8   |   | M       |   | 202,500       | A                        | \$2.04                            | 1  | 420   | ),434   |   | D <sup>(3)</sup>                                    |           |  |
| Ordinary Shares <sup>(1)(2)</sup>                              |   |  |   | 09/24/2018 |   | 8   |   | M       |   | 83,985        | A                        | \$1.02                            | 2  | 504   | 4,419   |   | D <sup>(3)</sup>                                    |           |  |
| Ordinary Shares <sup>(1)(2)</sup>                              |   |  |   | 09/24/2018 |   | 8   |   | M       |   | 712,491       | A                        | \$2.5                             | 2.5 1,21   |   | 6,910   |   | D <sup>(3)</sup>                                    |           |  |
| Ordinary Shares <sup>(1)(2)</sup>                              |   |  |   | 09/24/2018 |   | 3   |   | M       |   | 80,730        | A                        | \$1.4                             | 1.4 1,29   |   | 7,640   |   | D <sup>(3)</sup>                                    |           |  |
| Ordinary Shares <sup>(1)(2)</sup>                              |   |  |   | 09/24/2018 |   | 3   |   | S       |   | 884,800       | D                        | \$10.273                          | 2737 <sup>(4)</sup> 412                                      |   | 2,840   |   | D <sup>(3)</sup>                                    |           |  |
| Ordinary Shares <sup>(1)(2)</sup> 09/24/                       |   |  |   | /2018      | 018   |   |   | S       |   | 55,200        | D                        | \$11.143                          | .1433 <sup>(5)</sup>   |   | 57,640  |   | D <sup>(3)</sup>                                    |           |  |
| Ordinary Shares <sup>(1)(2)</sup> 09/24/20:                    |   |  |   | /2018      | 18  |   | S                                       |         | 139,706   | D             | \$12.1376 <sup>(6)</sup> |                                   | 217,934  |   |   | D <sup>(3)</sup>  |   |           |  |
|  |   |  | Table I   |            |   |   |   |         |   |               | sposed of,               |                                   |  | / Ow  | ned   |   |   |           |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |            | 4.<br>Transa<br>Code (<br>8)                                |   | 5. Number of Derivative                 |         | 6. Date Exer<br>Expiration I<br>(Month/Day)                     |               | Date                     | of Securi<br>Underlyi             | ng<br>re Security  | Derivativ<br>Security   |   | 9. Number<br>derivative<br>Securities<br>Beneficial<br>Owned<br>Following<br>Reported<br>Transactio | Owners Form: Direct or Indi (I) (Inst               | Ownership | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |   |            | Code  | v   | V (A) (D)                               |         | Date<br>Exercisable   |               | Expiration<br>Date       | Title                             | Amount<br>or<br>Number<br>of Shares                          | s   |   | (Instr. 4)  | у(S)  |           |  |
| Stock<br>Option<br>(Right to<br>Buy)                           | \$2.04  | 09/24/2018                                 |   |            | M   |   |   | 202,500 | (1  | 7)            | 01/07/2024               | Ordinary<br>Shares <sup>(2)</sup> | 202,500  | 0   | \$0.00  | 0   |   | D         |  |
| Stock<br>Option<br>(Right to<br>Buy)                           | \$1.02  | 09/24/2018                                 |   |            | М   |   |   | 83,985  | (1  | 8)            | 02/01/2025               | Ordinary<br>Shares <sup>(2)</sup> | 83,985   | 5   | \$0.00  | 9,765   |   | D         |  |
| Stock<br>Option<br>(Right to                                   | \$2.5   | 09/24/2018                                 |   |            | M   |   |   | 712,491 | (9  | 9)            | 07/06/2025               | Ordinary<br>Shares <sup>(2)</sup> | 712,49   | 1   | \$0.00  | 187,50  | 9   | D         |  |

#### **Explanation of Responses:**

\$14

Stock

Option

(Right to Buy)

1. The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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- 2. The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- 3. Please see the section titled "Remarks" below for additional information.

09/24/2018

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.61 to \$10.60, 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

(10)

80 730

Ordinary

Shares<sup>(2)</sup>

80,730

\$0.00

44 270

D

01/31/2026

- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.63 to \$11.62, 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.
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.63 to \$12.45, 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.
- 7. The stock option granted to the Reporting Person are fully vested as of the date hereof.
- 8. On February 2, 2015, the Reporting Person was granted an option to purchase 93,750 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan (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, 2015.
- 9. On July 6, 2015, the Reporting Person was granted an option to purchase 900,000 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.
- 10. 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.

#### 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 Form 4, the Reporting Person owns or holds the right to acquire an aggregate of 2,287,644 Ordinary Shares of the Issuer in the form of Ordinary Shares, stock options and Restricted Stock Units granted under the Amarin Corporation 2002 Stock Option Plan and the Plan.

<u>/s/ Joseph T. Kennedy</u> 09/26/2018

\*\* 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.

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