SEC Form 4

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
THERO JOHN F (Last) (First) (Middle) C/O AMARIN PHARMA, INC. 440 US HIGHWAY 22 (Street) BRIDGEWATER NJ 08807 (City) (State) (Zip)	AMARIN CORP PLC\UK [AMRN] 3. Date of Earliest Transaction (Month/Day/Year) 04/30/2021 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director; 10% Owner X Officer (give title below); Other (specify below) President and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	(A) or (D)	Price			
Ordinary Shares(1)	04/30/2021		M(2)		6,736	A	(3)	3,194,128	D	
Ordinary Shares(1)	04/30/2021		M(2)		6,736	A	(3)	3,200,864	D	
Ordinary Shares(1)	04/30/2021		M(2)		13,472	A	(3)	3,214,336	D	
Ordinary Shares(1)	04/30/2021		F(4)		10,604	D	$5.24	3,203,732(5)	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. 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 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(6)	$0.00	04/30/2021		M			6,736	(2)	(3)	Ordinary Shares(1)	6,736	$0.00	26,944	D	
Restricted Stock Units(6)	$0.00	04/30/2021		M			6,736	(2)	(3)	Ordinary Shares(1)	6,736	$0.00	26,944	D	
Restricted Stock Units(6)	$0.00	04/30/2021		M			13,472	(2)	(3)	Ordinary Shares(1)	13,472	$0.00	53,888	D	

Explanation of Responses:

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

2. As previously reported on February 27, 2020 and March 1, 2021, on May 15, 2017, the Reporting Person was granted 970,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan, of which the performance criteria related to two tranches representing 25% of the total award each was deemed achieved on February 25, 2020 pursuant to reporting of audited net product revenues for 2019 exceeding $400 million and of which the performance criteria related to one tranche representing 50% of the total award was deemed achieved on February 25, 2021 pursuant to reporting of audited net product revenues for 2020 exceeding $500 million. The tranches vest ratably over 36 months beginning September 30, 2018 subject to achievement of the performance criteria and continued service of the Reporting Person as provided in the RSU Award Agreement between the Issuer and Reporting Person. The thirty-second vesting event occurred on April 30, 2021.

3. Not applicable.

4. 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.

5. Please see the section titled "Remarks" below for additional information.

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 case of a Change of Control (as defined in the Issuer's stock incentive 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 10,494,207 Ordinary Shares of the Issuer in the form of Ordinary Shares, stock options and RSUs outstanding under the Issuer's stock incentive plans, including but not limited to certain performance-based RSUs that are earned only if certain pre-defined operational milestones are achieved and, in certain cases, then vest only if the recipient remains with the company for an extended period of time.

/s/ John F. Thero — 04/30/2021

** 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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