

☐ 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 hours per response: | 0.5 |

| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Berg Aaron</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMARIN CORP PLC\UK [AMRN]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF COMMERCIAL OFFICER</u> | | |
| (Last) (First) (Middle) <u>C/O AMARIN PHARMA, INC.</u> <u>440 US HIGHWAY 22</u> | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2020</u> | | | | | |
| (Street) <u>BRIDGEWATER NJ</u> <u>08807</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (City) (State) (Zip) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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⁾ | 02/25/2020 | | M ⁽²⁾ | | 25,974 | A | (3) | 186,967 | D | |
| Ordinary Shares ⁽¹⁾ | 02/25/2020 | | M ⁽²⁾ | | 25,974 | A | (3) | 212,941 | D | |
| Ordinary Shares ⁽¹⁾ | 02/25/2020 | | F ⁽⁴⁾ | | 25,586 | D | \$17.58 | 187,355 ⁽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 | | | | | | | |
| Restricted Stock Units ⁽⁶⁾ | \$0.00 | 02/25/2020 | | A | | 55,000 | (2) (3) | Ordinary Shares ⁽¹⁾ 55,000 | \$0.00 | 55,000 | D | |
| Restricted Stock Units ⁽⁶⁾ | \$0.00 | 02/25/2020 | | M | | 25,974 | (2) (3) | Ordinary Shares ⁽¹⁾ 25,974 | \$0.00 | 29,026 | D | |
| Restricted Stock Units ⁽⁶⁾ | \$0.00 | 02/25/2020 | | A | | 55,000 | (2) (3) | Ordinary Shares ⁽¹⁾ 55,000 | \$0.00 | 55,000 | D | |
| Restricted Stock Units ⁽⁶⁾ | \$0.00 | 02/25/2020 | | M | | 25,974 | (2) (3) | Ordinary Shares ⁽¹⁾ 25,974 | \$0.00 | 29,026 | D | |

Explanation of Responses:

1. The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
2. On May 15, 2017, the Reporting Person was granted 220,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs consist of three tranches representing 25%, 25% and 50% of the total award. Each tranche vests ratably over 36 months beginning Sept. 30, 2018 subject to achievement of certain prespecified performance criteria and continued employment of the Reporting Person as provided in the RSU Award Agreement between the Issuer and Reporting Person. On Feb. 25, 2020, pursuant to reporting of audited net total revenue for 2019 exceeding \$400 million, the performance criteria related to both 25% tranches was deemed to be achieved, resulting in the vesting of 25,974 RSUs per tranche. The remaining RSUs in these two tranches will continue to vest over 19 monthly installments. The performance criteria related to the 50% tranche has not yet been achieved; such tranche has not lapsed as a result of achieving the other two tranches.
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:

As of the date of this Form 4, the Reporting Person owns or holds the right to acquire an aggregate of 967,655 Ordinary Shares of the Issuer in the form of Ordinary Shares, stock options and RSUs granted under the Plan, including but not limited to certain performance-based RSUs that are earned only if product revenues reach pre-defined annual milestone levels and, in certain cases, then vest only if the recipient remains with the company for an extended period of time.

/s/ Joseph Kennedy, by power
of attorney.

02/27/2020

** 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.