UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant \Box

Filed by a party other than the Registrant \square

Check the appropriate box:

- Preliminary Proxy Statement
- \Box Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material under § 240.14a-12

Amarin Corporation plc

(Name of Registrant as Specified In Its Charter)

Sarissa Capital Catapult Fund LLC Sarissa Capital Hawkeye Fund LP **ISP Fund LP** Sarissa Capital Offshore Master Fund LP Sarissa Capital Master Fund II LP Sarissa Capital Athena Fund Ltd Atom Master Fund LP Sarissa Capital Fund GP LP Sarissa Capital Fund GP LLC Sarissa Capital Offshore Fund GP LLC Sarissa Capital Management GP LLC Sarissa Capital Management LP Alexander J. Denner, Ph.D. **Patrice Bonfiglio** Paul Cohen. M.D. **Mark DiPaolo** Keith L. Horn Odysseas Kostas, M.D. Louis Sterling III Diane E. Sullivan

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ⊠ No fee required
- □ Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

This filing contains a press release issued on February 7, 2023 by Sarissa Capital. This filing also contains materials posted by Sarissa Capital to <u>www.freeamarin.com</u> in connection with the press release.

SARISSA CAPITAL HIGHLIGHTS AMARIN'S INACCURATE AND MISLEADING STATEMENTS

Sarissa urges all shareholders to vote the **BLUE** proxy card for needed change at Amarin on or prior to February 21, 2023

Do NOT vote Amarin's WHITE proxy card

Greenwich, CT, February 7, 2023 – Sarissa Capital Management LP ("Sarissa") today made the following statement on Amarin Corporation plc (NASDAQ: AMRN):

Sarissa today released a presentation highlighting many of the inaccurate and misleading statements Amarin made in its attempts to thwart shareholder representation and oversight on the board. For Sarissa's presentation, please click on the link below.

Presentation: https://freeamarin.com/wp-content/pdfs/presentation-slides-020723.pdf

Visit our website at www.freeamarin.com for helpful information about Sarissa and the need for change at Amarin.

Vote the **BLUE** proxy card "FOR" the Sarissa Nominees and "FOR" the removal of Chairman Per Wold-Olsen from the board.

The General Meeting of Amarin shareholders is scheduled for February 28, 2023, BUT TO MAKE SURE YOUR VOTE COUNTS, <u>SUBMIT YOUR VOTE ON OR BEFORE TUESDAY, FEBRUARY 21, 2023</u>.

Shareholders should be receiving the **BLUE** proxy card this week. If you do not receive your **BLUE** proxy card this week or have any questions on how to vote, please contact:

D.F. King & Co., Inc. 48 Wall Street New York, New York 10005 Shareholders call toll-free: (800) 331-7024 Banks and Brokers call: (212) 269-5550 By Email: <u>AMRN@dfking.com</u>

#FreeAmarin

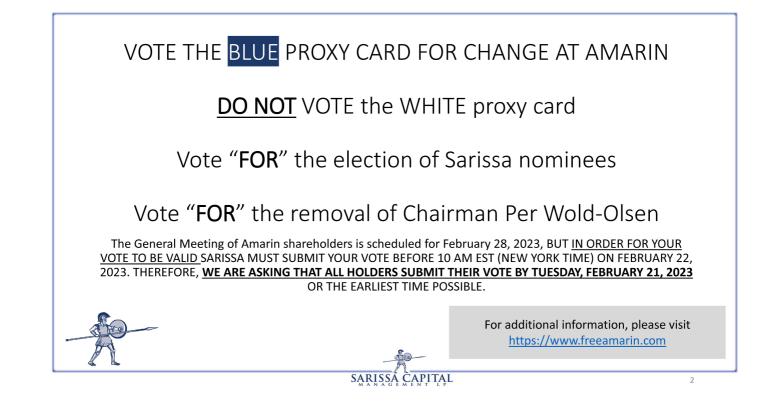
Contact: Jean Puong Sarissa Capital Management LP <u>info@sarissacap.com</u>

Additional Information

Sarissa Capital Management LP ("Sarissa Capital"), together with other participants, filed a definitive proxy statement and an accompanying blue proxy card with the SEC on January 31, 2023, in connection with the solicitation of shareholders of Amarin Corporation plc (the "Company") at the general meeting of the Company for the election of Sarissa Capital's slate of highlyqualified nominees (the "General Meeting"). Shareholders are advised to read the definitive proxy statement and other relevant documents related to the General Meeting as they contain important information.

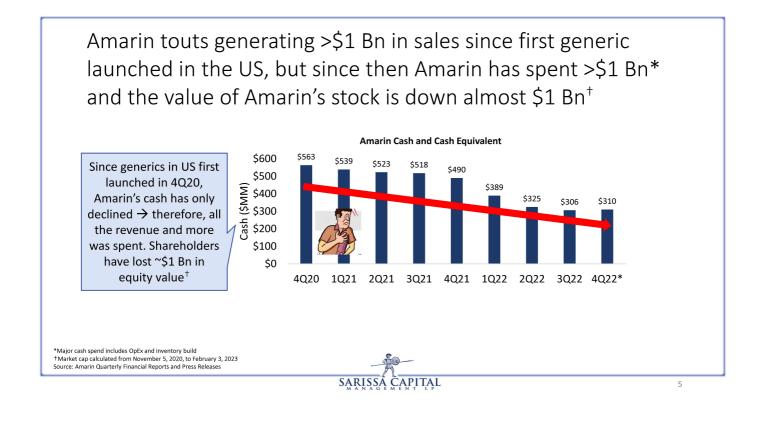
The definitive proxy statement and other relevant documents are available at no charge on the SEC's website at <u>www.sec.gov</u> and at <u>www.freeamarin.com</u>. The definitive proxy statement and other relevant documents are also available at no charge by directing a request to Sarissa Capital's proxy solicitor, D.F. King & Co., Inc., 48 Wall Street, New York, New York 10005 (Shareholders can call toll-free: (800) 331-7024).

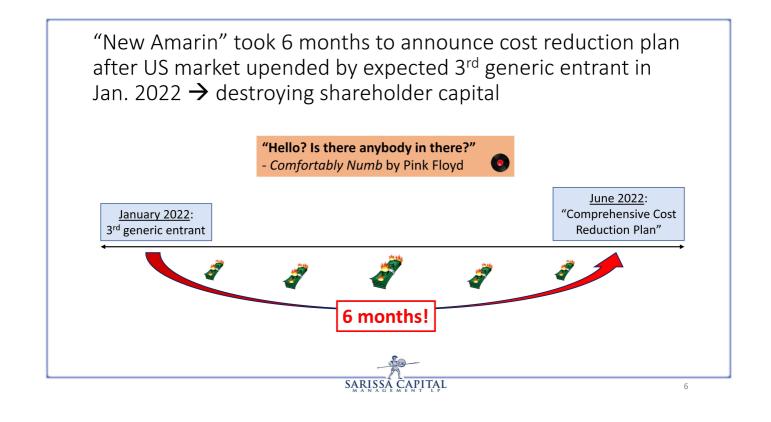




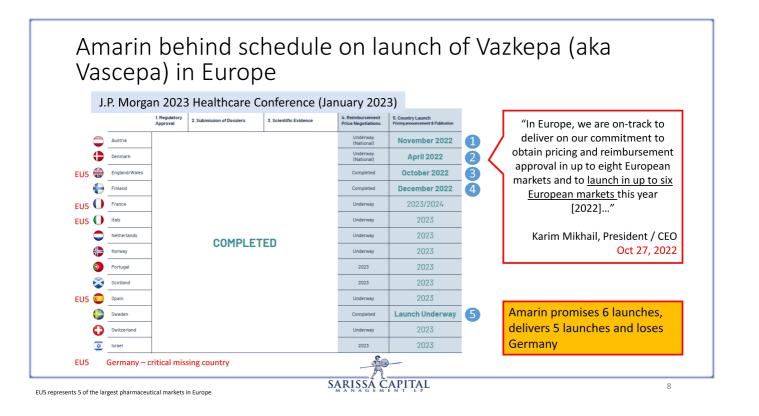






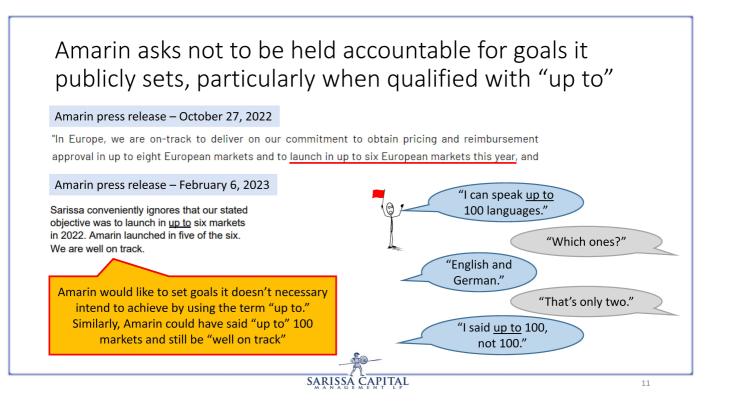


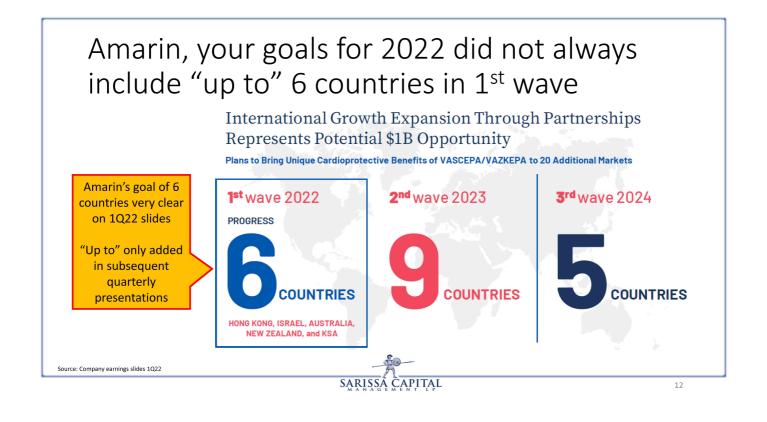




			ntil 2024				The appearance of "2024" is surprising, a
	J	I.P. Morga	in Healthcare Cor	nference Present	ation, January	2023	Amarin has been in
		1. Regulatory Approval	2. Submission of Dossiers	3. Scientific Evidence	4. Reimbursement Price Negotiations	5. Country Launch Pricing announcement & Publication	price negotiations sinc early 2022 and, in
	Austria					November 2022	October 2022, Amarin
0	Denmark						stated, "[we] are now i the mid- to late stage
						October 2022	reimbursement
\bigcirc	Finland				Completed	December 2022	negotiations in
0	France				Underway	2023/2024	France"
0	Italy				Underway	2023	
Ŏ	Italy				Underway		3 years after drug approv









Management blames everyone and everything except itself for the German launch failure

J.P. Morgan Healthcare Conference Presentation - January 2023

Having said that, there were factual mistakes that happened in the evaluation and the scientific evaluation of the product in Germany. So we do intend to explore every legal avenue to challenge the GKV decision. So we are a company that does not give up easily. I think we've shown that from the first 2 chapters of the company and how we just don't let go. So because we've seen that the treatment of the dossier was not as you would expect, right? So we plan to challenge that.

Amarin 1Q22 Earnings - May 2022

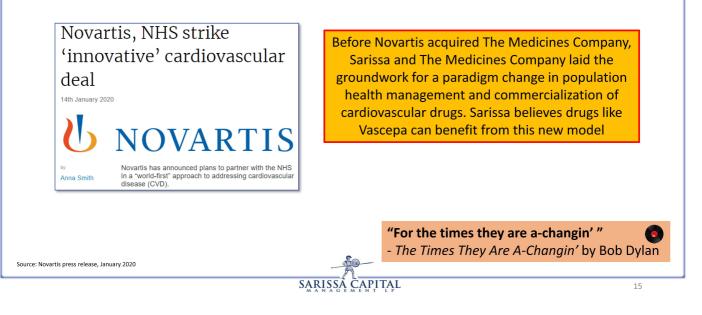
Our initial sales in Germany continue to be impacted by local market conditions predominantly the ongoing <u>impact from COVID-19</u>, which had a second peak during the quarter, which experienced a 320% increase in new cases for a total of 19 million cases that affected 25% of the German population and resulted in significant disruption of the activity of the practices and hospitals.

Local market conditions in Germany are also affected by newly proposed Healthcare austerity measures, which are being implemented as a result of the challenging political <u>situation in Europe</u>, which has impacted our initial sales during this launch period.

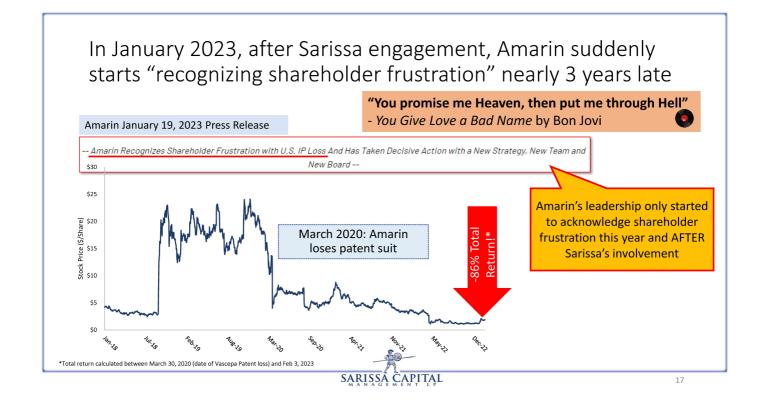


Amarin initially optimistic on Germany, as evident by the large 150-person field force it deployed. After German negotiations failed, Amarin has taken no responsibility

Amarin should think outside the box when it considers commercializing to single payor countries



(1) Or	dinary resolution to re-elect Mr. I	Carim Mikhail as a director:		
	Votes For	Votes Against	Abstentions	- Prior to the annual meeting,
	92,806,878	37,056,881	54,858,311	
				Sarissa announced that "we inten
(2) Or	dinary resolution to re-elect Mr. I	Per Wold-Olsen as a director:		to vote 'ABSTAIN' [as] this
				reinforces our message that change
	Votes For	Votes Against	Abstentions	
	95,246,101	34,980,455	54,495,514	is needed as we give the board the
(3) Or	dinary resolution to re-elect Ms. I	Erin Enright as a director:		time to add shareholder representatives"
	Votes For	Votes Against	Abstentions	
	93,984,896	35,945,247	54,791,927	Even with almost 50% of votes a
(4) Or	dinary resolution to re-elect Mr. A	Alfonso Zulueta as a director:		<u>"Against" or "Abstain" in June</u> 2022, Amarin board still refuses t
	Votes For	Votes Against	Abstentions	
	93,477,981	36,366,185	54,877,904	add shareholder representatives
	95,477,981	36,366,185	54,877,904	





Amarin planning to spend >\$7 million of shareholder money to keep its shareholders off the board Amarin DEFC14A (1/31/2023) and Okapi Partners LLC expects that approximately 50 of its employees will assist in the solicitation of proxies. The Company estimates that its additional out-of-pocket expenses will be \$7,350,000 in the aggregate, of which approximately \$4,315,000 has been spent to date. Such additional Sarissa DEFC14A (1/31/2023) expenditures in furtherance of, or in connection with, the solicitation of proxies is approximately \$250,000 to date, and is estimated to be approximately \$1,250,000 in total. Not only is Amarin's spending of shareholder capital Sarissa Amarin not in the best interest of shareholders, their spend is Spent to date \$250,000 \$4,315,000 ~6x that of Sarissa. Either Amarin does not know how Total expected spend \$1,250,000 \$7,350,000 to spend its money efficiently or the board does not Shareholders' care as it's not their money Money being spent Own Source: Amarin and Sarissa Definitive Proxies filed January 31, 2023 SARISSĂ ČAPITAL 19

Amarin disingenuously released record date too late for shareholders to act

Amarin Press Release – January 11, 2023

DUBLIN, Ireland and BRIDGEWATER, N.J., Jan. 11, 2023 (GLOBE NEWSWIRE) -- Amarin Corporation plc (NASDA0:AMRN)('Amarin' or the "Company') today confirmed receipt of a requisition by Sarissa Capital Management LP ('Sarissa') to convene a General Meeting of Shareholders (the "Special Meeting'). As appropriate, Amarin will announce the date of the Special Meeting and the record date for shareholders to vote at the Special Meeting in due course, and Amarin shareholders are not required to take any action at this time, On January 11, Amarin implied in a press release that it would announce the record date with enough time for shareholders to act (e.g. recall shares from loan)

Amarin Company Filing – January 27, 2023

Only shareholders who held shares at the close of business on the record date, January 23, 2023 may vote at the General Meeting, including any adjournment or postponement thereof. The accompanying Proxy Statement more fully describes the details of the business to be conducted at the General Meeting.

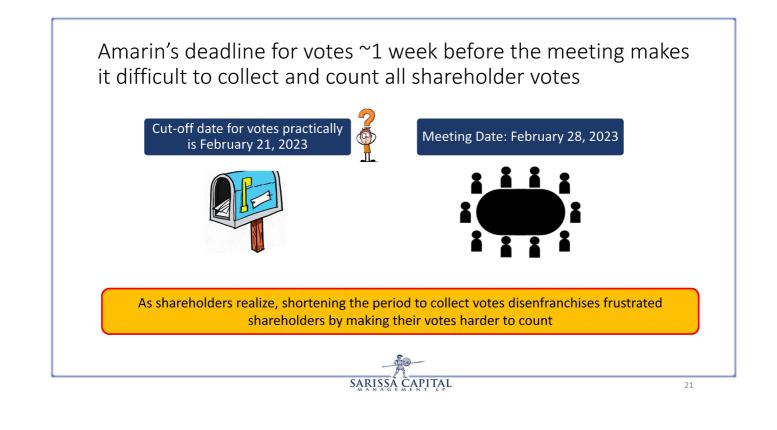
We believe the board informed shareholders of the record date weeks after they had established it in order for shareholders to have difficulty voting their shares

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Sources: Amarin press release and corporate filing

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AARRGH



Amarin effectively thwarted shareholder turnout, demonstrating a lack of genuine concern for shareholder engagement

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- Shareholder turnout is historically terrible
 - Routinely, only 50% of shareholder votes show up for meetings
 - On some matters, <40% of shares vote
- Only after the June 2022 meeting and after Sarissa pointed out their issues with shareholder engagement, did Amarin acknowledge it

Amarin has continued its pattern of reactive versus proactive, only now paying lip service to its shareholder base, post Sarissa's engagement

We understand from multiple directors that Chairman Per Wold-Olsen's process with Sarissa was not legitimate

SARISSA CAPITAL

 A few directors acknowledged following Chairman Per Wold-Olsen's lead and the time to interview candidates was unnecessarily lengthy → our candidacy was "up to Per"

Amarin's process was anything but the "comprehensive, independent, and transparent" board refreshment process that it touts

Source: Amarin Press Release January 19, 2023, conversations between Sarissa and Amarin board memb

Amarin misrepresents interactions with Sarissa

What Amarin Said Happened		Wha	at Actually H	appened		
This refreshment process remains active, and we are open to a	ili (Amarin email to Sariss	sa January 31, 2023			
qualified candidates. In fact, we have offered to interview two	of	Hi Mark,				
Sarissa's new nominees, Paul Cohen and Diane Sullivan, who ha backgrounds in specific areas we are evaluating as part of our ongoing Board refreshment process. <u>Sarissa has ignored this</u> request following direct outreach from our Board.	ave	I recently joined the Amarin Board of Directors, and I am now Chair of the Nominating and Corporate Governa Committee. In that capacity, I am contacting you about including Paul Cohen and Diane Sullivan in Amarin's ongoing board replenishment process. Sarissa's original requisition bundled its seven nominees, so interviewi selected candidates at that time seemed inconsistent with the Sarissa requisition. Now that Sarissa has unbun its proposed candidates, the Amarin Board of Directors is open to evaluating Dr. Cohen and Ms. Sullivan. Sincerely,				
		Adam				
		Sarissa email to Amar	in February 2, 2023			
Contrary to Amarin's false statements,	Hi Adam,					
Sarissa responded.		Welcome! As you know, we are you shareholder representation. As cha am sure you want to hear from us d	ir of the NomGov committee, I	extremely dissatisfied with the board's lack of		
In fact, Amarin has yet to respond to this email from Sarissa		I am not sure what the "unbundling you can.	" means. Sounds like lawyer speal	s. I know I am a lawyer 🈉. Anyway, let's talk w		
		Best	"Tell me swee	et little lies"		
		Mark		Fleetwood Mac 🥙		
ce: Amarin Press Release February 6, 2023; Sarissa email correspondence		Pa-				
	SADISSA	CADITAL		24		

Amarin delayed transfer of the NOBO list (detailed list of shareholders) to uneven the playing field

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February 1

• Sarissa requests NOBO list from Amarin and follows up with request from Sarissa's lawyers

February 3

 After Sarissa follows up, Amarin says they would "consider" our request

February 5

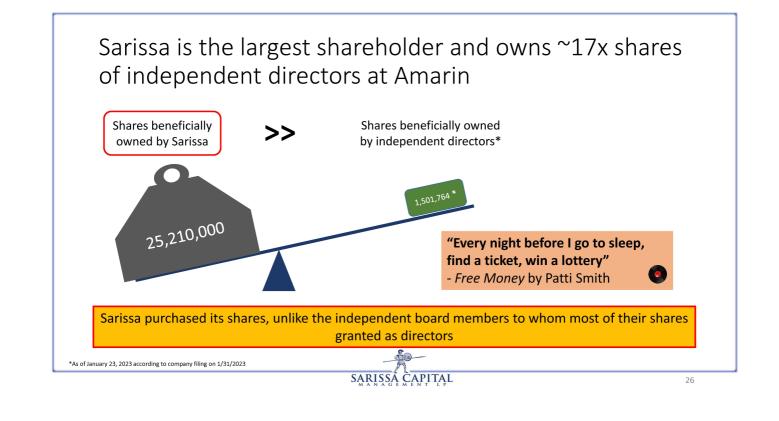
• Amarin says yes; they are now processing our request

February 6

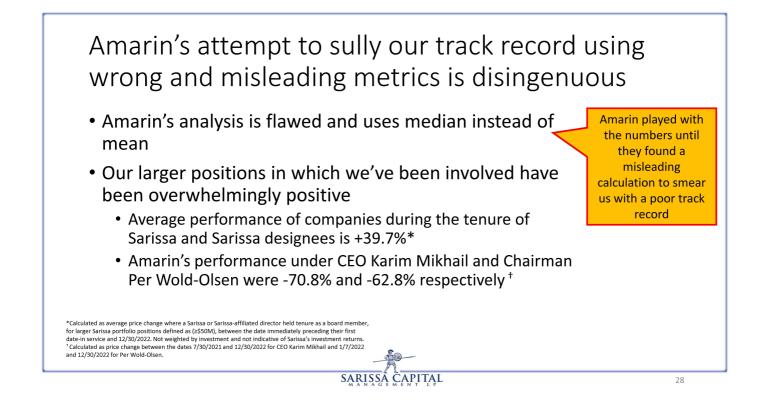
• Sarissa finally receives NOBO list from Amarin

NOBO: Non-Objecting Beneficial Owners

Five-day delay is significant with such an artificially shortened proxy period. We can only assume Amarin is employing these tactics to uneven the playing field

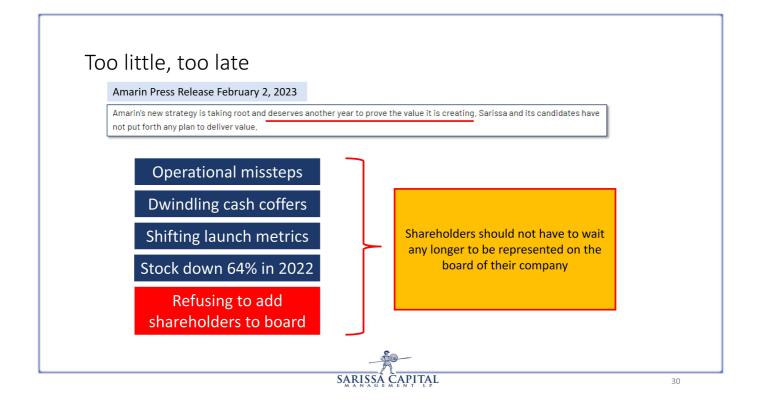


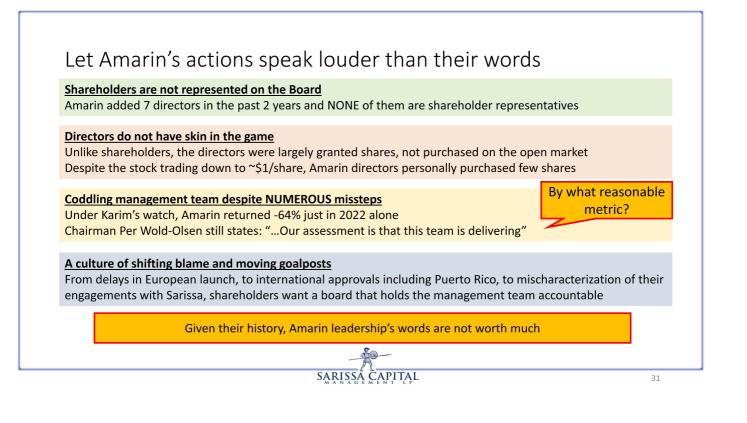


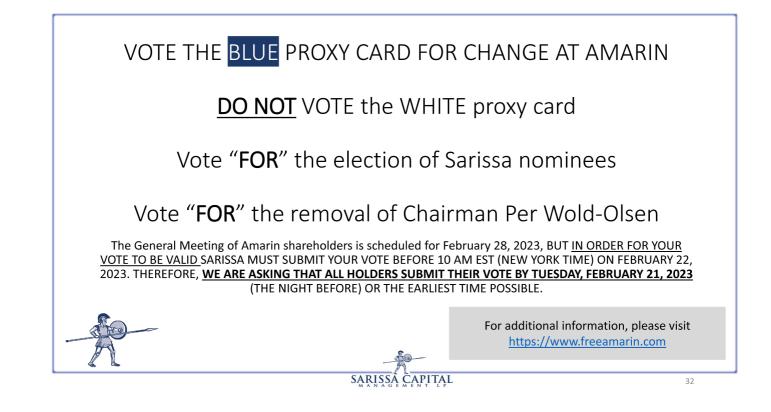


Amarin's assertion that our slate was not involved with The Medicines Company's \$9.7bn sale process is canonically false

	Title	Board Reconstitution	Investment Analysis	Population Health Discussions	Financing	Company Operations	Strategic Partnerships and Sale Process
Odysseas Kostas	Senior Managing Director, Head of Research, Sarissa Capital	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark
Mark DiPaolo	Senior Partner, General Counsel, Sarissa Capital	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark
Patrice Bonfiglio	Chief Financial Officer, Sarissa Capital	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark	\checkmark
Diane Sullivan	Chief Commercial Officer, The Medicines Company	1		\checkmark	\checkmark	\checkmark	\checkmark
	of our slate was inti th this Sarissa inves		SARISSA CAI	PITAL P			29







ADS holders are strongly encouraged to submit their votes as soon as possible (on or before February 21, 2023) <i>or risk having their votes not counted</i>
VOTING FOR ADS HOLDERS (holding shares through a bank or brokerage firm) WILL BE RECEIVING THE <u>BLUE</u> VOTING INSTRUCTION FORM:
 <u>Voting by Mail</u> – Sign, date and return your BLUE Voting Instruction Form in the postage paid envelope provided.
 <u>Voting by Internet</u> – Locate the URL voting website listed on your BLUE Voting Instruction Form (most holders will have <u>www.proxyvote.com</u>). Please have your BLUE Voting Instruction Form in hand and enter your 16-digit control number located on it and follow the simple voting instructions.
 <u>Vote by Phone</u> – Locate the control number featured on your BLUE Voting Instruction Form. Dial the toll-free telephone number on your BLUE Voting Instruction Form.
The General Meeting of Amarin shareholders is scheduled for February 28, 2023, BUT <u>IN ORDER FOR YOUR VOTE</u> <u>TO BE VALID</u> SARISSA MUST SUBMIT YOUR VOTE BEFORE 10 AM EST (NEW YORK TIME) ON FEBRUARY 22, 2023. THEREFORE, WE ARE ASKING THAT ALL HOLDERS SUBMIT THEIR VOTE BY TUESDAY, FEBRUARY 21, 2023 OR
THE EARLIEST TIME POSSIBLE.
SARISA EAPITAL 33

If you have any questions regarding your **BLUE** proxy card or voting instruction form or need assistance in executing your proxy card or voting instruction form, please contact:

D.F. King & Co., Inc.

48 Wall Street New York, New York 10005

Shareholders call toll-free: (800) 331-7024

Banks and Brokers call: (212) 269-5550

By Email: <u>AMRN@dfking.com</u>

VOTE THE **BLUE** PROXY CARD BY 11:59 PM EST (NEW YORK TIME) ON TUESDAY, FEBRUARY 21, 2023 TO ENABLE SARISSA TO SUBMIT ALL PROXY CARDS BY TUESDAY, FEBRUARY 22, 2023.



Disclosures

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "could," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of this presentation and involve risks, uncertainties and other factors that may cause actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are bryoticet are results or forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the projected results or forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or forward-looking statements any optical results and forward-looking statements were seed or implied by such projected results of any revisions that may be made to any projected results or forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or forward-looking statements any optical er sults and forward-looking statements were seed or implied by such projected results of any revisions that may be made to any projected results



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ADDITIONAL INFORMATION

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