
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): October 19, 2018

Amarin Corporation plc
(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation)

0-21392
(Commission
File Number)

Not applicable
(I.R.S. Employer
Identification No.)

**2 Pembroke House, Upper Pembroke Street 28-32,
Dublin 2, Ireland**
(Address of principal executive offices)

Not applicable
(Zip Code)

Registrant's telephone number, including area code: +353 1 6699 020

Not Applicable
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02 Unregistered Sales of Equity Securities.

On October 19, 2018, Corsicanto II Designated Activity Company (“Corsicanto”), a wholly-owned subsidiary of Amarin Corporation plc (the “Company”), gave notice to mandatorily exchange the \$30.0 million of aggregate principal amount of its January 2017 3.50% Exchangeable Senior Notes due 2047 (the “Notes”) into 257,2016 of the Company’s American Depositary Shares (the “Shares”) representing a corresponding number of the Company’s ordinary shares, par value £0.50 per share (the “Ordinary Shares”), per \$1,000.00 of principal amount of the Notes on November 2, 2018, or an aggregate amount of 7,716,048 ADSs, subject to certain adjustments as provided in the Indenture, dated January 25, 2017 by and among Corsicanto, the Company, and Wilmington Trust, National Association, as trustee, governing the Notes.

The following table sets forth the aggregate principal amount of the Notes that will be exchanged into Shares pursuant to the exchange of the Notes (the “Transaction”).

<u>Convertible Note</u>	<u>Principal Amount</u>
January 2017 3.50% Exchangeable Senior Notes due 2047 of Corsicanto II Designated Activity Company	\$30,000,000.00

Subject to compliance with certain conditions, the Company and Corsicanto have the right to mandatorily exchange the Notes, in whole or in part, if the daily volume-weighted average price per Share equals or exceeds \$5.05 for at least twenty trading days in any thirty-trading day window. This condition was met for the thirty-trading-day window ending, and including, October 19, 2018. The Company will issue the Shares pursuant to the exchange of the Notes in reliance on the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended. The Transaction will retire all of the outstanding Notes, and the issuance of the Shares will also satisfy the Company’s obligations with respect to any accrued and unpaid interest on the Notes as of the date of the Transaction.

On October 19, 2018, the Company issued a press release announcing the Transaction. The full text of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 19, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 19, 2018

Amarin Corporation plc

By: /s/ John Thero

John Thero

President and Chief Executive Officer



Amarin Announces Mandatory Exchange of Exchangeable Senior Notes Issued in January 2017

BEDMINSTER, N.J. and DUBLIN, Ireland, October 19, 2018 — Amarin Corporation plc (NASDAQ:AMRN) (“Amarin”), announced today that its wholly owned subsidiary, Corsicanto II Designated Activity Company, a designated activity company with limited liability incorporated under the laws of Ireland (the “Issuer”), provided notice that the Issuer has exercised its option to mandatorily exchange all \$30.0 million in aggregate principal amount of its 3.50% January 2017 Exchangeable Senior Notes due 2047 (the “2017 Notes”) into American Depositary Shares (“ADSs”) of Amarin, with each ADS representing one ordinary share of Amarin. As a result, Amarin will issue 257.2016 ADSs per \$1,000 principal amount of 2017 Notes, or an aggregate amount of 7,716,048 ADSs, subject to certain adjustments as provided in the Indenture, dated January 25, 2017 by and among the Issuer, Amarin and Wilmington Trust, National Association, as trustee (the “Indenture”) governing the 2017 Notes.

The mandatory exchange of the 2017 Notes will be effective on November 2, 2018. As a condition to the mandatory exchange under the Indenture, the daily volume weighted average pricing per ADS equaled or exceeded \$5.05 for at least 20 trading days in the 30-trading-day period commencing on September 10, 2018 and ending on (and including) October 19, 2018. The date of notice of the exercise of Issuer’s mandatory exchange option under the Indenture is October 19, 2018, and the “Optional Exchange Trigger Period” under the Indenture began on September 10, 2018 and ended on (and included) October 19, 2018. The aggregate principal amount of 2017 Notes subject to the Issuer’s mandatory exchange option is \$30,000,000. The CUSIP number of the 2017 Notes is 220485 AB2. On and after the effective date of the exchange, interest on the 2017 Notes will cease to accrue.

The name and address of the Paying Agent and Exchange Agent under the Indenture are as follows:

- Paying Agent: Wilmington Trust, National Association, 50 S. Sixth Street, Suite 1290, Minneapolis, MN 55402, Attention: Corsicanto II Designated Activity Company Account Manager, Facsimile: 612- 617-5651
- Exchange Agent: Wilmington Trust, National Association, 50 S. Sixth Street, Suite 1290, Minneapolis, MN 55402, Attention: Corsicanto II Designated Activity Company Account Manager, Facsimile: 612- 617-5651

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

About Amarin

Amarin Corporation plc. is a rapidly growing, innovative pharmaceutical company focused on developing therapeutics to improve cardiovascular health. Amarin's product development program leverages its extensive experience in lipid science and the potential therapeutic benefits of polyunsaturated fatty acids. Vascepa® (icosapent ethyl) is Amarin's first FDA-approved drug and is available by prescription in the United States, Lebanon and the United Arab Emirates. Amarin's commercial partners are pursuing additional regulatory approvals for Vascepa in Canada, China and the Middle East. For more information about Amarin, visit www.amarincorp.com.

Forward-Looking Statements

This press release contains forward-looking statements concerning Amarin's expectations, anticipations, intentions, beliefs or strategies regarding the proposed exchange transaction, including the effective date thereof and the applicable conversion price of the 2017 Notes. These forward-looking statements are not promises or guarantees and involve substantial risks and uncertainties. Among the factors that could cause actual results to differ materially from those described or projected herein are the following: the trading pricing of Amarin's ADSs between now and the effectiveness of the mandatory exchange, financial market conditions, actions by our exchange counterparties prior to the closing of the exchange, our ability to continue to commercialize and increase market acceptance of Vascepa, our continued interactions with the FDA, the inherent uncertainties maintaining intellectual property rights and protections, our ability to successfully operate under current and future collaboration arrangements, and the results of our current and future clinical trials. A further list and description of these risks, uncertainties and other risks associated with an investment in Amarin can be found in Amarin's filings with the U.S. Securities and Exchange Commission, including its most recent quarterly report on Form 10-Q. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Amarin undertakes no obligation to update or revise the information contained in this press release, whether as a result of new information, future events or circumstances or otherwise, except as required by law.

Availability of Other Information About Amarin

Investors and others should note that Amarin communicates with its investors and the public using the company website <http://www.amarincorp.com/>), the investor relations website (<http://investor.amarincorp.com/>), including but not limited to investor presentations and investor FAQs, Securities and Exchange Commission filings, press releases, public conference calls and webcasts. The information that Amarin posts on these channels and websites could be deemed to be material information. As a result, Amarin encourages investors, the media, and others interested in Amarin to review the information that is posted on these channels, including the investor relations website, on a regular basis. This list of channels may be updated from time to time on Amarin's investor relations website and may include social media channels. The contents of Amarin's website or these channels, or any other website that may be accessed from its website or these channels, shall not be deemed incorporated by reference in any filing under the Securities Act of 1933.

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