

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Kennedy Joseph T</u> (Last) (First) (Middle) <u>C/O AMARIN PHARMA, INC.</u> <u>1430 ROUTE 206</u> (Street) <u>BEDMINSTER NJ</u> <u>07921</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMARIN CORP PLC\UK [AMRN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>General Counsel</u> 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⁾⁽²⁾	03/31/2019		M		47,187 ⁽³⁾	A	(4)	78,447	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	03/31/2019		M		6,250 ⁽⁶⁾	A	(4)	84,697	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	03/31/2019		F ⁽⁷⁾		26,495	D	\$20.76	58,202	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	04/01/2019		M		2,605	A	\$1.4	60,807	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	04/01/2019		M		18,749	A	\$2.5	79,556	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	04/01/2019		M		3,438	A	\$2.95	82,994	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	04/01/2019		M		2,438	A	\$3.8	85,432	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	04/01/2019		S		53,060	D	\$20.0338 ⁽⁸⁾	32,372	D ⁽⁵⁾	
Ordinary Shares ⁽¹⁾⁽²⁾	04/01/2019		S		1,112	A	\$20.7987 ⁽⁹⁾	31,260	D ⁽⁵⁾	

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 ⁽¹⁰⁾	\$0.00	03/31/2019		M			47,187	(3)	(4)	Ordinary Shares ⁽²⁾	47,187	\$0.00	47,187	D	
Restricted Stock Units ⁽¹⁰⁾	\$0.00	03/31/2019		M			6,250	(6)	(4)	Ordinary Shares ⁽²⁾	6,250	\$0.00	6,250	D	
Stock Option (Right to Buy)	\$1.4	04/01/2019		M			2,605	(11)	01/31/2026	Ordinary Shares ⁽²⁾	2,605	\$0.00	26,040	D	
Stock Option (Right to Buy)	\$2.5	04/01/2019		M			18,749	(12)	07/06/2025	Ordinary Shares ⁽²⁾	18,749	\$0.00	56,263	D	
Stock Option (Right to Buy)	\$2.95	04/01/2019		M			3,438	(13)	02/01/2027	Ordinary Shares ⁽²⁾	3,438	\$0.00	75,624	D	
Stock Option (Right to Buy)	\$3.8	04/01/2019		M			2,438	(14)	02/01/2028	Ordinary Shares ⁽²⁾	2,438	\$0.00	82,874	D	

Explanation of Responses:

1. The option exercises and sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person for general diversification and tax planning

purposes including to minimize the potential future impact of excise tax under Internal Revenue Code Section 280G.

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

3. As previously reported on July 8, 2015, the Reporting Person was granted 755,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs vest in 16 equal quarterly installments. The fifteenth vesting event occurred on March 31, 2019.

4. Not applicable.

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

6. As previously reported on October 6, 2015, the Reporting Person was granted 100,000 RSUs under the Plan. These RSUs vest in 16 equal quarterly installments. The fifteenth vesting event occurred on March 31, 2019.

7. 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.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.73 to \$20.72, 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.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.73 to \$20.95, 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. Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

11. 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 started on February 29, 2016.

12. 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 started on July 31, 2015.

13. On February 1, 2017, the Reporting Person was granted an option to purchase 165,000 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 started on February 28, 2017.

14. On February 1, 2018, the Reporting Person was granted an option to purchase 117,000 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 started on February 28, 2018.

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 Persons owns or holds the right to acquire an aggregate of 1,014,698 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 including but not limited to, certain performance-based Restricted Stock Units that are earned only if product revenues reach pre-defined annual milestone levels ranging from \$300 million to \$1.0 billion and, in certain cases, then vest only if the recipient remains with the company for an extended period of time.

/s/ Joseph T. Kennedy

** Signature of Reporting Person

04/01/2019

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.