

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Kennedy Joseph T</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) _____ General Counsel | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2021</u> | | | 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 | | |
| C/O AMARIN PHARMA, INC. 440 US HIGHWAY 22 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>BRIDGEWATER NJ</u> <u>08807</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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⁾ | 01/29/2021 | | M ⁽²⁾ | | 26,000 | A | (3) | 240,399 | D | |
| Ordinary Shares ⁽¹⁾ | 01/29/2021 | | M ⁽⁴⁾ | | 12,733 | A | (3) | 253,132 | D | |
| Ordinary Shares ⁽¹⁾ | 01/29/2021 | | F ⁽⁵⁾ | | 15,351 | D | \$7.5 | 237,781 | D | |
| Ordinary Shares ⁽¹⁾ | 01/29/2021 | | M ⁽⁶⁾ | | 1,806 | A | (3) | 239,587 | D | |
| Ordinary Shares ⁽¹⁾ | 01/29/2021 | | M ⁽⁶⁾ | | 1,806 | A | (3) | 241,393 | D | |
| Ordinary Shares ⁽¹⁾ | 01/29/2021 | | F ⁽⁵⁾ | | 1,360 | D | \$7.5 | 240,033 ⁽⁷⁾ | 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 |
| Restricted Stock Units ⁽⁸⁾ | \$0.00 | 01/29/2021 | | M | | | 26,000 | (2) | (3) | Ordinary Shares ⁽¹⁾ | 26,000 | \$0.00 | 0.00 | D | |
| Restricted Stock Units ⁽⁸⁾ | \$0.00 | 01/29/2021 | | M | | | 12,733 | (4) | (3) | Ordinary Shares ⁽¹⁾ | 12,733 | \$0.00 | 12,733 | D | |
| Restricted Stock Units ⁽⁸⁾ | \$0.00 | 01/29/2021 | | M | | | 1,806 | (6) | (3) | Ordinary Shares ⁽¹⁾ | 1,806 | \$0.00 | 12,636 | D | |
| Restricted Stock Units ⁽⁸⁾ | \$0.00 | 01/29/2021 | | M | | | 1,806 | (6) | (3) | Ordinary Shares ⁽¹⁾ | 1,806 | \$0.00 | 12,636 | D | |

Explanation of Responses:

- The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- On February 1, 2018, the Reporting Person was granted 78,000 Restricted Stock Units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs vest in three equal installments on each of January 31, 2019, January 31, 2020, and January 31, 2021. The third and final vesting event occurred on January 29, 2021.
- Not applicable.
- On February 1, 2019, the Reporting Person was granted 38,200 RSUs under the Plan. These RSUs vest in three equal installments on each of January 31, 2020, January 31, 2021, and January 31, 2022. The second vesting event occurred on January 29, 2021.
- 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.
- As previously reported on February 27, 2020, on May 15, 2017, the Reporting Person was granted 260,000 RSUs under the Plan, of which the performance criteria related to two tranches representing 50% of the total award was deemed achieved on February 25, 2020 pursuant to reporting of audited net product revenues for 2019 exceeding \$400 million. The tranches vest ratably over 36 months beginning September 30, 2018 subject to achievement of the performance criteria and continued employment of the Reporting Person as provided in the RSU Award Agreement between the Issuer and Reporting Person. The twenty-ninth vesting event occurred on January 29, 2021. The performance criteria related to the remaining 50% tranche has not yet been formally deemed achieved; such tranche has not lapsed as a result of achieving the other two tranches.
- Please see the section titled "Remarks" below for additional information.
- 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 1,327,736 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/ Joseph T. Kennedy

01/29/2021

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.