

Kennedy Joseph T
Form 4
January 24, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kennedy Joseph T

2. Issuer Name and Ticker or Trading Symbol
AMARIN CORP PLC\UK [AMRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

C/O AMARIN PHARMA, INC., 1430 ROUTE 206

4. If Amendment, Date Original Filed(Month/Day/Year)

General Counsel

(Street)

BEDMINSTER, NJ 07921

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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⁾ ₍₂₎	01/22/2019		M		72,453	A	\$ 2.95
							290,387
							D ⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	01/22/2019		M		24,376	A	\$ 3.8
							314,763
							D ⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	01/22/2019		M		78,471	A	\$ 6.35
							393,234
							D ⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	01/22/2019		S		175,300	D	\$ 17.9229
							217,934
							D ⁽³⁾

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<u>(2)</u>				<u>(4)</u>			
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	M	159,529	A	\$ 6.35	377,463	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	M	33,750	A	\$ 8.1	411,213	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	M	62,500	A	\$ 8.86	473,713	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/23/2019	S	255,779	D	\$ <u>(5)</u> 17.9503	217,934	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	1,953	A	\$ 1.02	219,887	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	2,604	A	\$ 1.4	222,491	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	18,750	A	\$ 2.5	241,241	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	3,437	A	\$ 2.95	244,678	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	2,437	A	\$ 3.8	247,115	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	M	362,000	A	\$ 6.35	609,115	D <u>(3)</u>
Ordinary Shares <u>(1)</u> <u>(2)</u>	01/24/2019	S	609,115	D	\$ <u>(6)</u> 17.6563	0	D <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.95	01/22/2019		M		72,453	(7)	02/01/2027	Ordinary Shares (2)	72,453
Stock Option (Right to Buy)	\$ 3.8	01/22/2019		M		24,376	(8)	02/01/2028	Ordinary Shares (2)	24,376
Stock Option (Right to Buy)	\$ 6.35	01/22/2019		M		78,471	(9)	12/16/2021	Ordinary Shares (2)	78,471
Stock Option (Right to Buy)	\$ 6.35	01/23/2019		M		159,529	(9)	12/16/2021	Ordinary Shares (2)	159,529
Stock Option (Right to Buy)	\$ 8.1	01/23/2019		M		33,750	(9)	01/02/2023	Ordinary Shares (2)	33,750
Stock Option (Right to Buy)	\$ 8.86	01/23/2019		M		62,500	(9)	01/31/2022	Ordinary Shares (2)	62,500
Stock Option (Right to Buy)	\$ 1.02	01/24/2019		M		1,953	(10)	02/01/2025	Ordinary Shares (2)	1,953
Stock Option (Right to Buy)	\$ 1.4	01/24/2019		M		2,604	(11)	01/31/2026	Ordinary Shares (2)	2,604
Stock Option (Right to Buy)	\$ 2.5	01/24/2019		M		18,750	(12)	07/06/2025	Ordinary Shares (2)	18,750
	\$ 2.95	01/24/2019		M		3,437	(7)	02/01/2027		3,437

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- (7) On February 1, 2017, the Reporting Person was granted an option to purchase 165,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan (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.
- (8) 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.
- (9) The stock option granted to the Reporting Person is fully vested as of the date hereof.
- (10) On February 2, 2015, the Reporting Person was granted an option to purchase 93,750 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, 2015.
- (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.

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 filing, the Reporting Person is not a director, officer, or substantial holder of the issuer's securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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