

THERO JOHN F
Form 4
November 14, 2018

FORM 4

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

OMB APPROVAL

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

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 *
THERO JOHN F

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)
11/12/2018

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

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

(Street)

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

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

BEDMINSTER, NJ 07921

(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₎ | 11/12/2018 | | M | | 407,611 | A | \$ 1.35 |
| | | | | | | | 2,702,139 ⁽³⁾ |
| Ordinary Shares ⁽¹⁾ ₍₂₎ | 11/12/2018 | | S | | 136,422 | D | \$ 18.0498 |
| | | | | | | | 2,565,717 ⁽³⁾ ₍₄₎ |
| Ordinary Shares ⁽¹⁾ ₍₂₎ | 11/12/2018 | | S | | 244,031 | D | \$ 19.0273 |
| | | | | | | | 2,321,686 ⁽³⁾ ₍₅₎ |
| Ordinary Shares ⁽¹⁾ | 11/12/2018 | | S | | 222,158 | D | \$ 2,099,528 ⁽³⁾ |
| | | | | | | | 19.7096 |

| | | | | | | | |
|------------|------------|--|---|-------|-----------|-----------|-------|
| (2) | | | | | (6) | | |
| Ordinary | | | | | \$ 20.722 | 2,094,528 | (3) D |
| Shares (1) | 11/12/2018 | | S | 5,000 | D | | |
| (2) | | | | | (7) | | |

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

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 control number.

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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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 1.35 | 11/12/2018 | | M | 407,611 | (8) 12/21/2019 | Ordinary Shares (2) 407,611 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THERO JOHN F C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921 | X | | President and CEO | |

Signatures

/s/ John F. Thero 11/14/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The option exercise and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person established in 2017. The option reported in this Form 4 was granted in 2009 and was set to expire in 2019.

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- (2) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (3) Please see the section titled "Remarks" below for additional information.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.43 to \$18.42, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (4)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.43 to \$19.42, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (5)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.43 to \$20.41, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (6)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.46 to \$20.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff at the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (7)

On December 21, 2009, the Reporting Person was granted an option to purchase 900,000 Ordinary Shares under the Amarin Corporation plc 2002 Stock Option Plan. The stock option is fully vested.
- (8)

Remarks:

As of the date of this Form 4, the Reporting Person owns or holds the right to acquire an aggregate of 10,123,841 Ordinary Shares.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.