

Kennedy Joseph T
Form 4
January 02, 2019

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 *
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)
12/31/2018

___ 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)

General Counsel

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₎	12/31/2018		M		47,188 ⁽³⁾	A ⁽⁴⁾	265,122 D ⁽⁵⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	12/31/2018		M		6,250 ⁽⁶⁾	A ⁽⁴⁾	271,372 D ⁽⁵⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	12/31/2018		F ⁽⁷⁾		26,495	D \$ 13.24	244,877 D ⁽⁵⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	12/31/2018		S		26,943	D \$ 13.4932	217,934 D ⁽⁵⁾

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(2)

(8)

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

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SEC 1474
(9-02)

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)	8. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽⁹⁾	\$ 0	12/31/2018		M	47,188	<u>(3)</u>	<u>(4)</u>	Ordinary Shares ⁽²⁾	47,188
Restricted Stock Units ⁽⁹⁾	\$ 0	12/31/2018		M	6,250	<u>(6)</u>	<u>(4)</u>	Ordinary Shares ⁽²⁾	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Joseph T C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921			General Counsel	

Signatures

/s/ Michael W. Kalb, by power of attorney

01/02/2019

 **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)

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The 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.
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 fourteenth vesting event occurred on December 31, 2018.
- (3) Corporation plc 2011 Stock Incentive Plan (the "Plan"). These RSUs vest in 16 equal quarterly installments. The fourteenth vesting event occurred on December 31, 2018.
- (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 fourteenth vesting event occurred on December 31, 2018.
- (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.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.21 to \$13.93, 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.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.21 to \$13.93, 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) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

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 the

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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