

AMARIN CORP PLC\UK
Form 4
July 08, 2015

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 *
Zakrzewski Joseph S

(Last) (First) (Middle)

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

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMARIN CORP PLC\UK [AMRN]

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

07/06/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Amount | | |
| | | | | | (D) | | |
| | | | | | Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|---|------|---|--------|-----|------------------|-----------------|---------------------|----------------------------|
| Stock Option (right to buy) | \$ 2.5 | 07/06/2015 | | | A | | 17,358 | | (1) | 07/06/2025 | Ordinary Shares (2) | 17,358 |
| Stock Option (right to buy) | \$ 2.5 | 07/06/2015 | | | A | | 23,144 | | (3) | 07/06/2025 | Ordinary Shares (2) | 23,144 |
| Restricted Stock Units | \$ 0 (4) | 07/06/2015 | | | A | | 40,500 | | (5) | (6) | Ordinary Shares (2) | 40,500 |
| Restricted Stock Units | \$ 0 (4) | 07/06/2015 | | | A | | 18,000 | | (7) | (6) | Ordinary Shares (2) | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Zakrzewski Joseph S C/O AMARIN PHARMA, INC., 1430 ROUTE 206 BEDMINSTER, NJ 07921 | X | | | |

Signatures

/s/ Michael Farrell, by power of attorney
07/08/2015
Date

**Signature of Reporting Person

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) On July 6, 2015, the Reporting Person was granted an option to purchase 17,358 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 equal annual installments over a three-year period, with each installment vesting upon the earlier of (i) the anniversary of the grant date of July 6, 2015 or (ii) the Issuer's annual general meeting of shareholders in such year.
- (2) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (3) On July 6, 2015, the Reporting Person was granted an option to purchase 23,144 Ordinary Shares under the Plan. The shares subject to this option shall vest and become exercisable in full upon the earlier of (i) the one-year anniversary of the grant date of July 6, 2015 or (ii) the Issuer's next annual general meeting of shareholders.

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- (4) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion, with settlement to be made on a deferred basis, specifically upon the non-employee director's separation of service with the Issuer.
- (5) On July 6, 2015, the Reporting Person was granted 40,500 RSUs under the Plan. The RSUs vest in equal annual installments over a three-year period, with each installment vesting upon the earlier of (i) the anniversary of the grant date of July 6, 2015 or (ii) the Issuer's annual general meeting of shareholders in such year.
- (6) Not applicable.
- (7) On July 6, 2015, the Reporting Person was granted 18,000 RSUs under the Plan. The RSUs vest in full upon the earlier of (i) the one-year anniversary of the grant date of July 6, 2015 or (ii) the Issuer's 2016 annual general meeting of shareholders.

Remarks:

Each of the grants described in this Form 4 was previously disclosed in the Issuer's Definitive Proxy Statement on Schedule 14

In the event of a Change of Control (as defined in the Plan), each of the grants described in this Form 4 vests in full.

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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