

Kalb Michael Wayne
 Form 4
 March 01, 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 *
 Kalb Michael Wayne

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CFO

(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₎	03/01/2019		M		50,000	A	\$ 2.19
					70,551	D	⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	03/01/2019		M		19,000	A	\$ 2.95
					89,551	D	⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	03/01/2019		M		31,000	A	\$ 3.8
					120,551	D	⁽³⁾
Ordinary Shares ⁽¹⁾ ₍₂₎	03/01/2019		S		7,124	D	\$ 20.8865
					113,427	D	⁽³⁾

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<u>(2)</u>					<u>(4)</u>		
Ordinary Shares <u>(1)</u>	03/01/2019	S	70,801	D	\$ 22.0579	42,626	D <u>(3)</u>
<u>(2)</u>					<u>(5)</u>		
Ordinary Shares <u>(1)</u>	03/01/2019	S	22,075	D	\$ 22.5858	20,551	D <u>(3)</u>
<u>(2)</u>					<u>(6)</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)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 2.19	03/01/2019		M	50,000	<u>(7)</u>	07/01/2026	Ordinary Shares <u>(2)</u> 50,000
Stock Option (Right to Buy)	\$ 2.95	03/01/2019		M	19,000	<u>(8)</u>	01/31/2027	Ordinary Shares <u>(2)</u> 19,000
Stock Option (Right to Buy)	\$ 3.8	03/01/2019		M	31,000	<u>(9)</u>	02/01/2028	Ordinary Shares <u>(2)</u> 31,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kalb Michael Wayne			SVP and CFO	

C/O AMARIN PHARMA, INC.
1430 ROUTE 206
BEDMINSTER, NJ 07921

Signatures

/s/ Joseph Kennedy, by power of
attorney

03/01/2019

**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) The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.43 to \$21.42, 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.43 to \$22.42, 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.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.43 to \$22.84, 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.
- (7) On July 1, 2016, the Reporting Person was granted an option to purchase 625,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan (the "Plan"). The shares subject to this option shall vest as follows: 25% of the total number of underlying shares shall vest on July 1, 2017, and the remaining 75% of the underlying shares shall vest ratably over the subsequent 36 months.
- (8) On February 1, 2017, the Reporting Person was granted an option to purchase 133,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive 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 began on February 28, 2017.
- (9) On February 1, 2018, the Reporting Person was granted an option to purchase 117,000 Ordinary Shares under the Amarin Corporation plc 2011 Stock Incentive Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month starting on February 28, 2018.

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, all grants have vested.

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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