

AMARIN CORP PLC\UK  
Form F-6  
September 16, 2011

Registration No. 333-

As filed with the Securities and Exchange Commission on September 16, 2011

# **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## **FORM F-6**

## **REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS*

# **AMARIN CORPORATION PLC**

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

**ENGLAND**

(Jurisdiction of incorporation or organization of issuer)

**CITIBANK, N.A.**

(Exact name of depositary as specified in its charter)

**399 Park Avenue**

**New York, New York 10043**

**(877) 248 - 4237**

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**John Thero**

**President**

**Amarin Corporation plc**

**c/o Amarin Pharma, Inc.**

**Mystic Packer Building**

**12 Roosevelt Avenue**

**Mystic, CT 06355**

**(860) 572-4979**

(Address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Michael H. Bison, Esq.**

**Herman H. Raspé, Esq.**

**Goodwin Procter LLP**

**Patterson Belknap Webb & Tyler LLP**

### Exchange Place

**1133 Avenue of the Americas**

**53 State Street**

**New York, New York 10036**

**Boston, Massachusetts 02109**

It is proposed that this filing become effective under Rule 466:

..	immediately upon filing.
..	on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box: ☐

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed	Proposed	Amount of Registration Fee
		Maximum	Maximum	
		Aggregate	Aggregate	
		Price Per Unit*	Offering Price**	
American Depositary Shares, each representing the right to receive one (1) Ordinary Share of Amarin Corporation PLC	100,000,000 American			
	Depositary Shares	\$5.00	\$5,000,000	\$580.50

\* Each unit represents 100 American Depositary Shares.

\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

**Explanatory Note**

This Registration Statement on Form F-6 is being filed in connection with a proposed amendment and restatement of the deposit agreement by and among the Amarin Corporation plc, Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares issued thereunder.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

**PART I**

**INFORMATION REQUIRED IN PROSPECTUS**

**Cross Reference Sheet**

**Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED**

<b>Item Number and Caption</b>	<b>Location in Form of American Depositary Receipt ( Receipt ) Filed Herewith as Prospectus</b>
1. Name of Depositary and address of its principal executive office	<u>Face of Receipt</u> - Introductory paragraph and last sentence of face.
2. Title of Receipts and identity of deposited securities	<u>Face of Receipt</u> - Top Center and Introductory paragraph.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ( ADSs )	<u>Face of Receipt</u> - Upper right corner and Introductory paragraph.
(ii) The procedure for voting, if any, the deposited securities	<u>Reverse of Receipt</u> - Paragraphs (16) and (17).
(iii) The collection and distribution of dividends	<u>Reverse of Receipt</u> - Paragraph (14).
(iv) The transmission of notices, reports and proxy soliciting material	<u>Face of Receipt</u> - Paragraph (13)
	<u>Reverse of Receipt</u> - Paragraph (16)
(v) The sale or exercise of rights	<u>Reverse of Receipt</u> - Paragraphs (14) and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	<u>Face of Receipt</u> - Paragraphs (3) and (6);
	<u>Reverse of Receipt</u> - Paragraphs (14) and (18).
(vii) Amendment, extension or termination of the deposit agreement	<u>Reverse of Receipt</u> - Paragraphs (22) and (23) (no provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depositary and the list of holders of ADSs	<u>Reverse of Receipt</u> - Paragraph (13).

Item Number and Caption	Location in Form of American Depository Receipt ( Receipt ) Filed Herewith as Prospectus
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	<u>Face of Receipt</u> - Introductory paragraph and Paragraphs (2), (3), (4), (6), (7), (9) and (10).
(x) Limitation upon the liability of the Depositary	<u>Face of Receipt</u> - Paragraph (7);
	<u>Reverse of Receipt</u> - Paragraphs (19) and (20).
3. Fees and charges which may be imposed directly or indirectly on holders of ADSs	<u>Face of Receipt</u> - Paragraphs (10).
<b>Item 2. AVAILABLE INFORMATION</b>	<u>Face of Receipt</u> - Paragraph (13).
The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the <u>Commission</u> ). These reports can be retrieved from the Commission's internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.	

**PROSPECTUS**

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of the Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

I-3



**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 3. EXHIBITS**

- (a) Form of Amended and Restated Deposit Agreement, by and among Amarin Corporation PLC, (the Company ), Citibank, N.A., as depositary (the Depositary ), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder ( Deposit Agreement ).Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. None.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. Set forth on the signature pages hereto.

II-1

**Item 4.     UNDERTAKINGS**

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
  
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

II-2

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, by and among Amarin Corporation PLC, Citibank, N.A., as Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, as amended and supplemented from time to time, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 13th day of September, 2011.

Legal entity created by the Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing the right to receive one (1) Ordinary Share of Amarin Corporation PLC.

CITIBANK, N.A., solely in its capacity as Depositary

By:	/s/ ROBERT FRANZ
Name:	<b>Robert Franz</b>
Title:	<b>Vice President</b>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Amarin Corporation PLC certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized in the city of Mystic, Connecticut, on September 16th, 2011.

AMARIN CORPORATION PLC

By:	/s/ JOHN THERO
Name:	<b>John Thero</b>
Title:	<b>President</b>

II-4

**POWERS OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints John Thero to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on September 16, 2011.

Signature	Title
/s/ JOHN THERO	President (Principal Financial Officer)
<b>John Thero</b>	
/s/ JOSEPH ZAKRZEWSKI	Chief Executive Officer and Director (Principal Executive Officer)
<b>Joseph Zakrzewski</b>	
/s/ FREDERICK AHLHOLM	Vice President Finance (Principal Accounting Officer)
<b>Frederick Ahlholm, CPA</b>	
/s/ JOSEPH ANDERSON	Director
<b>Joseph Anderson, Ph.D.</b>	
/s/ JAMES HEALY	Director
<b>James Healy, M.D., Ph.D.</b>	

Signature	Title
/s/ MANUS ROGAN <b>Manus Rogan, Ph.D.</b>	Director
/s/ CARL GORDON <b>Carl Gordon, Ph.D., CFA</b>	Director
/s/ LARS EKMAN <b>Lars Ekman</b>	Director
/s/ JAN VAN HECK <b>Jan van Heck</b>	Director
/s/ KRISTINE PETERSON <b>Kristine Peterson</b>	Director
/s/ DAVID W. FEIGAL <b>David W. Feigal, Jr., M.D.</b>	Director

Authorized Representative in the U.S.

/s/ JOHN THERO  
**John Thero**

**Index to Exhibits**

<b>Exhibit</b>	<b>Document</b>
(a)	Form of Amended and Restated Deposit Agreement
(d)	Opinion of counsel to the Depositary