

AMARIN CORP PLC\UK
Form F-6EF
November 29, 2018

Registration No. 333-

As filed with the Securities and Exchange Commission on November 29, 2018

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)

Not Applicable

(Translation of issuer's name into English)

England

(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.

(Exact name of depository as specified in its charter)

388 Greenwich Street

New York, New York 10013

(877) 248-4237

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

John F. Thero

President and Chief Executive Officer

Amarin Corporation plc

c/o Amarin Pharma, Inc.

1430 Route 206

Bedminster, New Jersey 07921, USA

(908) 719 - 1315

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

Copies to:

Michael H. Bison, Esq.

Goodwin Procter LLP

100 Northern Ave.

Boston, Massachusetts 02210

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New York, New York 10036

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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 Maximum Aggregate Price Per Unit* | Proposed Maximum Aggregate Offering Price** | Amount of Registration Fee |
|---|-------------------------|--|---|----------------------------|
| American Depositary Shares (<u>ADS(s)</u>), each ADS representing the right to receive one (1) Ordinary Share of Amarin Corporation plc (the "Company") | 200,000,000 ADSs | \$5.00 | \$10,000,000.00 | \$1,212.00 |

*Each unit represents 100 ADSs.

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 ADSs.

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.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| <u>Item Number and Caption</u> | <u>Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus</u> |
|--|--|
| 1. Name of Depository and address of its principal executive office | <u>Face of Receipt</u> - Introductory Article. |
| 2. Title of Receipts and identity of deposited securities | <u>Face of Receipt</u> - Top Center. |
| Terms of Deposit: | |
| (i) The amount of deposited securities represented by one American Depository Share (“ADSs”) | <u>Face of Receipt</u> - Upper right corner. |
| (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 (13). |
| (iv) The transmission of notices, reports and proxy soliciting material | <u>Face of Receipt</u> - Paragraph (13); <u>Reverse of Receipt</u> - Paragraphs (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 Depository and the list of holders of ADSs | <u>Face of Receipt</u> - Paragraph (13). |

Location in Form of American

Depository Receipt (“Receipt”)

Filed Herewith as Prospectus

Item Number and Caption

| | |
|---|---|
| <p>(ix) Restrictions upon the right to deposit or withdraw the underlying securities</p> | <p><u>Face of Receipt</u> – Paragraphs (2), (3), (4), (6), (7), (9) and (10).</p> |
| <p>(x) Limitation upon the liability of the Depository</p> | <p><u>Face of Receipt</u> - Paragraph (7);</p> <p><u>Reverse of Receipt</u> - Paragraphs (19) and (20).</p> |
| <p>³ Fees and charges which may be imposed directly or indirectly on holders of ADSs</p> | <p><u>Face of Receipt</u> - Paragraph (10).</p> |
| <p>Item 2. AVAILABLE INFORMATION</p> | <p><u>Face of Receipt</u> - Paragraph (13).</p> |

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 “Commission”). 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 American Depositary Receipt included as Exhibit A to the Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3.

EXHIBITS

Amended and Restated Deposit Agreement, dated as of November 4, 2011, by and among Amarin Corporation plc (a) (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) (i) Supplemental Restricted ADS Letter Agreement, dated June 26, 2018, by and between the Company and the Depositary. — Filed herewith as Exhibit (b)(i).

(ii) ADS Letter Agreement, dated January 25, 2017, by and between the Company and the Depositary. — Filed herewith as Exhibit (b)(ii).

(iii) Exchangeable Note Letter Agreement, dated January 25, 2017, by and between the Company and the Depositary. — Filed herewith as Exhibit (b)(iii).

(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. — Filed herewith as Exhibit (e).

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.

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.

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 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 28th day of November, 2018.

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/ Leslie Deluca
Name: Leslie Deluca
Title: Attorney-in-Fact

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 Bedminster, New Jersey, on November 28, 2018.

AMARIN CORPORATION PLC

By: /s/ John Thero

Name: John F. Thero

Title: President and Chief Executive Officer

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John F. Thero and Joseph T. Kennedy, and each of them singly (with full power to each of them to act alone), 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 November 28, 2018.

| <u>Signature</u> | <u>Title</u> |
|--|---|
| /s/ John Thero John F. Thero | President, Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ Michael Kalb Michael Kalb | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Lars G. Ekman Lars G. Ekman, M.D., Ph.D. | Chairman of the Board |
| /s/ Joseph S. Zakrzewski Joseph S. Zakrzewski | Non-Executive Director |
| /s/ Jan van Heek Jan van Heek | Non-Executive Director |
| /s/ Patrick J. O'Sullivan Patrick J. O'Sullivan | Non-Executive Director |

| <u>Signature</u> | <u>Title</u> |
|--|---------------------------------------|
| /s/ Kristine Peterson Kristine Peterson | Non-Executive Director |
| /s/ David Stack David Stack | Non-Executive Director |
| /s/ John Thero John F. Thero | Authorized Representative in the U.S. |

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Index to Exhibits

| <u>Exhibit Document</u> | <u>Sequentially Numbered Page</u> |
|---|--|
| (a) Amended and Restated Deposit Agreement | |
| (b)(i) Supplemental Restricted ADS Letter Agreement | |
| (b)(ii) ADS Letter Agreement | |
| (b)(iii) Exchangeable Note Letter Agreement | |
| (d) Opinion of counsel to the Depositary | |
| (e) Certificate under Rule 466 | |