

AMARIN CORP PLC\UK
Form POS AM
November 10, 2010
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As filed with the Securities and Exchange Commission on November 10, 2010

Registration Statement No. 333-163704

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

FORM F-1

ON FORM F-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

AMARIN CORPORATION PLC

(Exact name of registrant as specified in its charter)

(Exact name of registrant as specified in its charter)

Not Applicable

(Translation of Registrant's Name into English)

England and Wales
(State or other jurisdiction of
incorporation or organization)

Not Required
(I.R.S. Employer
Identification No.)

First Floor, Block 3, The Oval

Shelbourne Road, Ballsbridge

Dublin 4, Ireland

+353 1 6699 020

(Address and telephone number of registrant's principal executive offices)

John Thero

Chief Financial Officer

Amarin Corporation plc

c/o Amarin Pharma, Inc.

Mystic Packer Building

12 Roosevelt Avenue

Mystic, CT 06355

(860) 572-4979

(Name, address and telephone number of agent for service)

Copy to:

Michael H. Bison

Goodwin Procter LLP

Exchange Place

53 State Street

Boston, Massachusetts 02109

Telephone: (617) 570-1000

Facsimile: (617) 523-1231

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective, as determined by the registrant.

If the only securities being registered on this Form are to be offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is used to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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EXPLANATORY NOTE

On December 14, 2009, Amarin Corporation plc (the *Company*) filed a registration statement with the Securities and Exchange Commission (the *SEC*) on Form F-1 (Registration No. 333-163704) (the *Registration Statement*), which was amended by Pre-Effective Amendment No. 1 to Form F-1 filed with the SEC on January 26, 2010 (as amended, the *Form F-1*). The Registration Statement was declared effective by the SEC on January 27, 2010. This Post-Effective Amendment No. 1 to Form F-1 on Form F-3 (the *Post Effective Amendment No. 1*) is being filed by the registrant to convert the Form F-1 into a registration statement on Form F-3, and contains an updated prospectus relating to the offering and sale of the shares that were registered for resale on the Form F-1.

All filing fees payable in connection with the registration of the securities covered by the Registration Statement were paid by the registrant at the time of the initial filing of the Form F-1.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 10, 2010

PROSPECTUS

119,512,556 Ordinary Shares

AMARIN CORPORATION PLC

From time to time, the selling shareholders named in this prospectus or their transferees, pledgees, donees or other successors in interest, may offer an aggregate of 119,512,556 of our ordinary shares, par value £0.50 per share (*Ordinary Shares*), each represented by one American Depositary Share, or ADS, of Amarin Corporation plc. The selling shareholders are identified in the table commencing on page 7. The shares held by these selling shareholders are being registered hereunder in accordance with previously disclosed agreements between the Company and these shareholders. No shares are being registered hereunder for sale by the Company and, therefore, the Company will not receive any proceeds from the sale of securities under this prospectus, although we may receive proceeds from the exercise of warrants in respect of which certain of the Ordinary Shares registered hereby are issuable.

Our ADSs are listed on the Nasdaq Capital Market, the principal trading market for our securities, under the symbol *AMRN* . On November 9, 2010, the closing sale price for our ADSs, each representing one Ordinary Share, on the Nasdaq Capital Market was \$3.00 per ADS.

The ADSs beneficially owned by the selling shareholders may be offered for sale from time to time by the selling shareholders directly or in negotiated transactions or otherwise at fixed prices, at prevailing market prices, at varying prices determined at the time of sale or at negotiated prices. In addition, the selling shareholders may from time to time effect sales of ADSs representing Ordinary Shares in one or more types of transactions on the Nasdaq Capital Market. No representation is made that any ADS will or will not be offered for sale. We will not receive any proceeds from the sale by the selling shareholders of Ordinary Shares or ADSs.

INVESTING IN THE SECURITIES INVOLVES RISKS. SEE RISK FACTORS BEGINNING ON PAGE 2 TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE SECURITIES. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Amarin Corporation plc

First Floor, Block 3, The Oval

Shelbourne Road, Ballsbridge

Dublin 4, Ireland

+353 1 6699 020

The date of this prospectus is _____, 2010.

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SUMMARY

About This Prospectus

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, using a shelf registration process. Under this process, the selling shareholders listed in the table commencing on page 7 may, from time to time, sell the offered securities described in this prospectus in one or more offerings, up to a total of 119,512,556 Ordinary Shares. The shares held by these selling shareholders are being registered hereunder in accordance with previously disclosed agreements between the Company and these shareholders. No shares are being registered hereunder for sale by the Company.

We have not authorized any broker, dealer, salesperson or other person to give any information or to make any representation regarding any of the securities offered hereby. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus.

This prospectus does not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction in which an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus is accurate as of any date other than the date set forth on the front of the document or that any information we have incorporated by reference is correct as of any date other than the date of the document incorporated by reference, even though this prospectus is delivered and securities are sold on another date.

This prospectus does not contain all of the information included in the registration statement and the exhibits thereto. This prospectus includes statements that summarize the contents of contracts and other documents that are filed as exhibits to the registration statement. These statements do not necessarily describe the full contents of such documents, and you should refer to those documents for a complete description of these matters. It is important for you to read and consider all information contained in this prospectus and any prospectus supplement, including the documents referred to in the section entitled **Incorporation by Reference**, together with the additional information described below under the heading **Where You Can Find More Information**.

In this prospectus, **Amarin**, **Company**, **we**, **us** and **our** refer to Amarin Corporation plc and its consolidated subsidiaries. References to **U.S. dollars**, **USD** or **\$** are to the lawful currency of the United States, and references to **pounds sterling** or **£** are to the lawful currency of the United Kingdom.

Our Company

We are a clinical-stage biopharmaceutical company focused on developing improved treatments for cardiovascular disease. Our development programs capitalize on our work in the field of lipid science and the therapeutic benefits of essential fatty acids in cardiovascular disease. We are currently focusing our efforts on our lead candidate, AMR101. AMR101 is believed to have an impact on a number of biological factors in the body such as anti-inflammatory mechanisms, cell membrane composition and plasticity, triglyceride levels and regulation of glucose metabolism.

We are concurrently conducting two Phase III registration trials, referred to as the MARINE (also known as Study 16) and ANCHOR (also known as Study 17) trials. Although the trials are being run concurrently, both of the trials are separate registration trials seeking to demonstrate safety and efficacy for different indications.

Our strategy is to seek approval for two indications supported by the MARINE and ANCHOR trials. The indication being evaluated in the MARINE trial is independent of the ANCHOR trial and could potentially be submitted independently, whereas, the indication being evaluated in the ANCHOR trial is dependent upon also showing success in the MARINE trial. In order to obtain a separate indication for AMR101 based on the ANCHOR trial results, the Food and Drug Administration, or FDA, requires that we have a clinical **Outcomes study** substantially underway at the time of filing a New Drug Application, or NDA. If we elect to seek this separate indication in our initial NDA filing and commence an Outcomes study, we will need to seek additional financing, through a commercial partner or otherwise. The results of an Outcomes study are not required for FDA approval of the broader indication and an Outcomes study is not required for the indication being studied in the MARINE trial.

For more information regarding our business, including our history and development, our pipeline of drug candidates and our collaboration efforts, please refer to our Annual Report on Form 20-F for the fiscal year ended December 31, 2009, filed with the SEC on June 25, 2010 (the **2009 Annual Report**).

Corporation Information

Amarin Corporation plc (formerly Ethical Holdings plc) is a public limited company listed in the United States on the NASDAQ Capital Market. Amarin was originally incorporated in England as a private limited company on March 1, 1989 under the Companies Act 1985, and re-registered in England as a public limited company on March 19, 1993.

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Our registered office is located at 110 Cannon Street, London, EC4N 6AR, England. Our principal executive offices are located at First Floor, Block 3, The Oval, Shelbourne Road, Ballsbridge, Dublin 4, Ireland and our telephone number is +353-1-6699-020. Our principal research and development facilities are located at 12 Roosevelt Avenue, Mystic, Connecticut 06355, USA. Our website address is www.amarincorp.com. Information contained on our website is not a part of this prospectus.

For additional information about our company, please refer to other documents we have filed with the SEC and that are incorporated by reference into this prospectus, as listed under the heading **Incorporation by Reference**. Additional information about us can be found on our website, at www.amarincorp.com, and in our periodic and current reports filed with the SEC. Copies of our current and periodic reports filed with the SEC are available at the SEC Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, and online at www.sec.gov and our website at www.amarincorp.com.

RISK FACTORS

An investment in our securities involves a high degree of risk. Prior to making a decision about investing in our securities, you should carefully consider the specific risk factors contained or to be contained in our filings with the SEC and incorporated by reference in this prospectus, together with all of the other information contained in this prospectus. If any of the risks or uncertainties described in our SEC filings or any additional risks and uncertainties actually occur, our business, financial condition and results of operations could be materially and adversely affected. In that case, the trading price of our securities could decline and you might lose all or part of the value of your investment.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains or incorporates by reference forward-looking statements and readers are cautioned that our actual results may differ materially from those discussed in the forward-looking statements. Forward-looking statements include statements regarding our intent, belief or current expectations or those of our management regarding various matters, including statements that include forward-looking terminology such as may, will, should, believes, expects, anticipates, estimates, continues, or similar expressions. These forward-looking statements include, without limitation, statements regarding our future capital needs, our ability to acquire or develop additional marketable products, acceptance of our products by prescribers and end-users, competitive factors, and our marketing and sales plans. In addition, we may make forward-looking statements in future filings with the SEC and in written material, press releases and oral statements issued by or on behalf of us. These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievement to differ materially from those expressed or implied by these forward-looking statements. These risks and uncertainties include, among others:

our ability to maintain sufficient cash and other liquid resources to meet our operating and any debt service requirements;

the success of our research and development activities;

decisions by regulatory authorities regarding whether and when to approve our drug applications, as well as their decisions regarding labeling and other matters that could affect the commercial potential of our products;

the speed with which regulatory authorizations, pricing approvals and product launches may be achieved;

whether and when we will be able to enter into and consummate strategic collaborations with respect to our products or product candidates on acceptable terms;

the success with which developed products may be commercialized;

competitive developments affecting our products or product candidates, including generic and branded competition;

the effect of possible domestic and foreign legislation or regulatory action affecting, among other things, pharmaceutical pricing and reimbursement, including under Medicaid and Medicare in the United States, and involuntary approval of prescription medicines for over-the-counter use and the trend toward managed care and health care cost containment;

our ability to protect our patents and other intellectual property;

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claims and concerns that may arise regarding the safety or efficacy of our products or product candidates;

governmental laws and regulations affecting our operations, including those affecting taxation;

risks relating to our ability to maintain our NASDAQ listing; and

growth in costs and expenses.

In evaluating our business, prospective investors should carefully consider these factors in addition to the other information set forth in this prospectus and incorporated herein by reference, including under the caption, Risk Factors. All forward-looking statements included in this document are based on information available to us on the date hereof, and all forward-looking statements in documents incorporated by reference are based on information available to us as of the date of such documents. We disclaim any intent to update any forward-looking statements.

OFFER STATISTICS AND EXPECTED TIMETABLE

The 119,512,556 Ordinary Shares offered by this prospectus are being registered on behalf of the selling shareholders named in this prospectus and may be sold from time to time following the effective date of the registration statement of which this prospectus is a part. The selling shareholders may offer to sell the Ordinary Shares being offered in this prospectus in negotiated transactions or otherwise at fixed prices, at prevailing market prices at the time of sale, at varying prices or at negotiated prices.

We have established an American Depositary Receipt facility pursuant to which holders of our Ordinary Shares can receive American Depositary Receipts, evidencing ADSs, against the deposit of their Ordinary Shares with Citibank, N.A., which acts as depositary on our behalf. The selling shareholders have deposited their Ordinary Shares in our American Depositary Receipt facility and consequently may also offer and sell ADSs on the Nasdaq Capital Market at prevailing market prices.

For more information on the sale of the Ordinary Shares by the selling shareholders, please see the section of this prospectus entitled Plan of Distribution.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth, on an IFRS basis, our capitalization as of June 30, 2010. This table should be read in conjunction with our consolidated financial statements as of and for the year ended December 31, 2009 set forth in our 2009 Annual Report, which are incorporated by reference herein.

As at June 30, 2010, Amarin held approximately \$37.7 million of cash balances.

	Actual (\$ 000)
Long Term Debt	\$ nil
Shareholders' equity:	
Ordinary Share capital	\$ 84,698
Treasury shares	\$ 217
Capital redemption reserve	\$ 27,633
Other reserves (share based payments, warrants, etc.)	\$ 24,623
Share premium account	\$ 189,063
Profit and loss account (deficit)	\$ (290,433)
Total shareholders' equity	\$ 32,600

Total capitalization

\$ 38,744

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Expenses associated with the preparation and filing of this registration statement have been estimated and offset against the share premium account. Details of these expenses can be found in the section entitled "The Offer and Listing Expenses of the Issue" on page 14.

REASONS FOR THE OFFER AND USE OF PROCEEDS

All of the Ordinary Shares offered by this prospectus are being offered by the selling shareholders listed in the table commencing on page 7. We will not receive any proceeds from sales of Ordinary Shares by the selling shareholders, although we may receive proceeds from the exercise of warrants in respect of which certain of the Ordinary Shares registered hereby are issuable. We will pay the expenses of the offering other than any underwriters' discounts and commissions and any fees and disbursements of counsel to the selling shareholders. We expect that the selling shareholders will sell their Ordinary Shares as described under "Plan of Distribution."

THE OFFER AND LISTING**Price History**

The following table sets forth the range of high and low closing sale prices for our ADSs for the periods indicated, as reported by the NASDAQ Capital Market. These prices do not include retail mark-ups, markdowns, or commissions but give effect to a change in the number of ordinary shares represented by each ADS, implemented in both October 1998 and July 2002. Historical data in the table has been restated to take into account these changes. Share price information has been adjusted for a 1-for-10 share consolidation, effective January 18, 2008.

	USD High	USD Low
Fiscal Year Ended		
December 31, 2005	\$ 34.04	\$ 10.60
December 31, 2006	\$ 37.40	\$ 12.70
December 31, 2007	\$ 37.80	\$ 2.25
December 31, 2008	\$ 3.59	\$ 0.60
December 31, 2009	\$ 1.95	\$ 0.52
Fiscal Year Ended December 31, 2008		
First Quarter	\$ 3.59	\$ 1.81
Second Quarter	\$ 3.07	\$ 1.89
Third Quarter	\$ 2.05	\$ 0.86
Fourth Quarter	\$ 1.00	\$ 0.60
Fiscal Year Ended December 31, 2009		
First Quarter	\$ 0.80	\$ 0.52
Second Quarter	\$ 1.95	\$ 0.62
Third Quarter	\$ 1.51	\$ 1.15
Fourth Quarter	\$ 1.68	\$ 1.20
Fiscal Year Ending December 31, 2010		
First Quarter	\$ 1.54	\$ 0.98
Second Quarter	\$ 2.78	\$ 1.55
Third Quarter	\$ 3.12	\$ 2.07
Month Ended		
May 2010	\$ 2.78	\$ 2.06
June 2010	\$ 2.71	\$ 2.22
July 2010	\$ 2.43	\$ 2.07
August 2010	\$ 3.12	\$ 2.35
September 2010	\$ 3.10	\$ 2.58
October 2010	\$ 3.33	\$ 2.49

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Plan of Distribution

We are registering the Ordinary Shares on behalf of the selling shareholders. As used in this prospectus, selling shareholders includes transferees, donees, pledgees and other successors in interest selling Ordinary Shares or ADSs received from a selling shareholder after the date of this prospectus. The selling shareholders will receive all of the net proceeds from the sale of Ordinary Shares or ADSs under this prospectus. We will bear all costs, expenses and fees incurred by us in connection with the registration of the Ordinary Shares offered by this prospectus. The selling shareholders will bear brokerage commissions and similar selling expenses, if any, attributable to the sale of Ordinary Shares or ADSs, as well as any fees and disbursements of counsel to the selling shareholders. Selling shareholders may effect sales of Ordinary Shares or ADSs from time to time in one or more types of negotiated transactions or otherwise at fixed prices, prevailing market prices, at varying prices determined at the time of sale or at negotiated prices as the selling shareholders determine. Alternatively, the selling shareholders may from time to time effect sales of ADSs representing Ordinary Shares in one or more types of transactions on the Nasdaq Capital Market, which may include block transactions, in the over-the-counter market, through options transactions relating to the ADSs, or a combination of such methods of sale, at market prices prevailing at the time of sale, or at negotiated prices. Selling shareholders also may resell all or a portion of their Ordinary Shares or ADSs in open market transactions in reliance upon Rule 144 under the Securities Act, provided they meet the criteria, and conform to the requirements, of such rule. Any of the transactions described above may or may not involve brokers or dealers. To the Company's knowledge, the selling shareholders have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their securities, nor is there an underwriter or coordinating broker acting in connection with the proposed sale of Ordinary Shares or ADSs by the selling shareholders.

The selling shareholders may effect transactions by selling Ordinary Shares or ADSs directly to purchasers or to or through broker-dealers, which may act as agents or principals. Such broker-dealers may receive compensation in the form of discounts, concessions, or commissions from the selling shareholders and/or the purchasers of Ordinary Shares or ADSs for whom such broker-dealers may act as agents or to whom they sell as principal, or both. Compensation as to a particular broker-dealer might be in excess of customary commissions.

The selling shareholders and any broker-dealers that act in connection with the sale of Ordinary Shares or ADSs might be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act, and any commissions received by such broker-dealers and any profit on the resale of the Ordinary Shares or ADSs sold by them while acting as principals might be deemed to be underwriting discounts or commissions under the Securities Act. We have agreed to indemnify the selling shareholders against certain liabilities, including liabilities arising under the Securities Act. A selling shareholder may agree to indemnify any agent, dealer or broker-dealer that participates in a transaction involving the sale of the Ordinary Shares or ADSs against certain liabilities, including liabilities arising under the Securities Act.

Because selling shareholders may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act, the selling shareholders will be subject to the prospectus delivery requirements of the Securities Act. The selling shareholders have agreed not to take any action that would constitute a violation of U.S. federal or state or foreign securities laws, including Regulation M under the Exchange Act. Regulation M generally provides that, during an offering by selling shareholders, such shareholders may not bid for, purchase, or attempt to induce any person to bid for or purchase, the securities being offered.

Upon a selling shareholder notifying us that he, she or it has entered into any material arrangement with a broker-dealer for the sale of Ordinary Shares or ADSs through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, we will file a supplement to this prospectus, if required, pursuant to Rule 424(b) under the Securities Act, disclosing (i) the name of each such selling shareholder and of the participating broker-dealer(s), (ii) the number of Ordinary Shares or ADSs involved, (iii) the price at which such Ordinary Shares or ADSs were sold, (iv) the commissions paid or discounts or concessions allowed to such broker-dealer(s), where applicable, (v) that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus and (vi) other facts material to the transaction.

Markets

Information regarding the Company's trading market for its securities is disclosed under Item 9.C of the 2009 Annual Report, which is incorporated by reference herein.

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Selling Shareholders

Pursuant to a Securities Purchase Agreement, dated as of December 16, 2005, among the Company and the purchasers party thereto, we issued warrants (the **2005 Warrants**) to purchase Ordinary Shares to certain of the selling shareholders listed below.

Pursuant to the financing we completed in May 2008 (the **May 2008 Financing**), we issued Ordinary Shares and eight preference shares (which were converted into eight Ordinary Shares in connection with the 2009 Private Placement) to certain of the selling shareholders listed below.

Pursuant to our private placement of convertible bridge loan notes in May 2009 (the **Initial Bridge Financing**) and our private placement of additional convertible bridge loan notes in August 2009 (the **Additional Bridge Financing**), we issued warrants (the **Bridge Warrants**) to purchase Ordinary Shares to certain of the selling shareholders listed below.

On October 16, 2009, pursuant to the 2009 Private Placement, we issued Ordinary Shares and warrants (the **2009 Warrants**) to purchase Ordinary Shares to certain of the selling shareholders listed below. Since the 2009 Private Placement, we have issued to certain of our executives, listed below as selling shareholders, warrants (the **Executive Warrants**), having substantially the same terms as the 2009 Warrants, to purchase Ordinary Shares.

In the aggregate, selling shareholders are offering up to 119,512,556 Ordinary Shares, each represented by one ADS, in connection with this offering.

The following table sets forth certain information provided to us by the selling shareholders regarding the Ordinary Shares beneficially owned by such selling shareholders as of January 26, 2010, as supplemented as of May 6, 2010 with respect to certain selling shareholders, and as adjusted to reflect the sale of the Ordinary Shares offered by the selling shareholders under this prospectus. Since the date on which we were provided with the information regarding their security ownership in Amarin Corporation plc, selling shareholders may have acquired, sold, transferred or otherwise disposed of all or a portion of their securities. Accordingly, the information provided herein for any particular shareholder may understate or overstate, as the case may be, such shareholder's current ownership. The selling shareholders may sell all, some or none of their Ordinary Shares in this offering. This table assumes that all Ordinary Shares being offered under this prospectus are sold in the offering. The first and second columns reflect the number of Ordinary Shares owned by each selling shareholder. The third column reflects the aggregate number of Ordinary Shares being offered by the selling shareholders. To our knowledge, each of the selling shareholders has sole investment power and sole voting power, except where joint ownership is indicated. Except as set forth below, none of the selling shareholders holds or has held within the past three years any position or office with us. To our knowledge, except as set forth below, none of the selling shareholders has or has had within the past three years any material relationships with us.

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	Ordinary Shares Owned Prior to Offering (Including Ordinary Shares underlying warrants)	Percentage of Ordinary Shares Owned Prior to Offering	Ordinary Shares to be Offered	Ordinary Shares to be owned upon completion of offering	Percentage of Ordinary Shares to be owned upon completion of offering
Selling Shareholder					
OrbiMed Private Investments III, LP(1)(2)(4)(5) c/o OrbiMed Advisors LLC 767 Third Avenue, 30th Floor New York, NY 10017	13,631,051	13.33%	13,631,051	0	0%
OrbiMed Associates III, LP(1)(2)(4)(5) c/o OrbiMed Advisors LLC 767 Third Avenue, 30th Floor New York, NY 10017	129,821	0.13%	129,821	0	0%
Sofinnova Venture Partners VII, L.P.(1)(2)(4)(5) c/o Sofinnova Management VII, L.L.C. 850 Oak Grove Avenue Menlo Park, CA 94025	14,086,958	13.77%	14,086,958	0	0%
Longitude Venture Partners, L.P.(1)(2)(4)(5) c/o Longitude Capital Partners, LLC 800 El Camino Real, Ste 220 Menlo Park, CA 94025	6,233,797	6.20%	6,233,797	0	0%
Longitude Capital Associates, L.P.(1)(2)(4)(5) c/o Longitude Capital Partners, LLC 800 El Camino Real, Ste 220 Menlo Park, CA 94025	103,161	0.10%	103,161	0	0%

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Fountain Healthcare Partners Fund I, L.P.(1)(2)(4)(5) c/o Fountain Healthcare Partners Ltd. Guild House, 4th Floor Guild Street, IFSC Dublin 1, Ireland	7,717,391	7.62%	7,717,391	0	0%
Stichting Depository APG Developed Markets Equity Pool(1)(4) PO Box 75283 1070 AG Amsterdam The Netherlands	10,875,000	10.62%	10,875,000	0	0%
Abingworth Bioventures V L.P.(1)(4)(5) c/o Abingworth LLP 38 Jermyn St. London SW1Y 6DN, United Kingdom	11,250,000	10.97%	11,250,000	0	0%
Abingworth Bioventures V Co-Invest Growth Equity Fund LP(1)(4)(5) c/o Abingworth LLP 38 Jermyn St. London SW1Y 6DN United Kingdom	11,250,000	10.97%	11,250,000	0	0%
Abingworth Bioequities Master Fund Limited(1)(4)(5) c/o Abingworth LLP 38 Jermyn St. London SW1Y 6DN United Kingdom	3,000,000	3.01%	3,000,000	0	0%

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Biomedical Offshore Value Fund, Ltd.(1)(4)	3,621,000	3.62%	3,621,000
c/o Great Point Partners, LLC			
165 Mason Street, 3rd Floor			
Greenwich, CT 06830			