

AMARIN CORP PLC\UK
Form S-8
November 24, 2003

As filed with the Securities and Exchange Commission on November 24, 2003
Registration No. 333 - -----

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMARIN CORPORATION PLC
(Exact name of registrant as specified in its charter)

ENGLAND
(State or other jurisdiction of
incorporation or organization)

NOT APPLICABLE
(I.R.S. Employer Identification No.)

7 CURZON STREET
LONDON, W1J 5HG
ENGLAND
(Address of principal executive offices)

AMARIN CORPORATION PLC. 2002 STOCK OPTION PLAN
(Full title of the plans)

Donald Joseph
Executive Vice President Legal and Commercial Development
Amarin Pharmaceuticals, Inc.
2 Belvedere Place, Suite 330
Mill Valley, California 94941
(415) 389-4757
(Name, address, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

SEYFARTH SHAW
55 E. MONROE STREET, SUITE 4200
CHICAGO, ILLINOIS 60603
ATTENTION: ROBERT P. FLANAGAN, ESQ.
(312) 269-8517

Edgar Filing: AMARIN CORP PLC\UK - Form S-8

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (2) | Proposed maximum offering price per share | Proposed maximum aggregate offering price |
|--|-----------------------------|---|---|
| Ordinary Shares, par value 1L each (1) | 2,000,000 (2) | \$2.34 (3) | \$4,680,000 (3) |

- (1) American Depositary Shares ("Amarin ADSs"), evidenced by American Depositary Receipts, issuable upon deposit of Ordinary Shares, par value 1L each (the "Ordinary Shares"), of Amarin Corporation plc ("Amarin") are registered on a separate registration statement. Each Amarin ADS represents one Amarin Ordinary Share.
- (2) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers 2,000,000 Ordinary Shares previously registered with the Securities and Exchange Commission (the "Commission") on December 11, 2002, pursuant to an effective Registration Statement on Form S-8. The amount of the registration fee, therefore relates to only those additional 2,000,000 Ordinary Shares being registered hereunder.
- (3) Estimated solely for the purpose of calculating the registration fee, computed pursuant to Rules 457(c) and (h) under the Securities Act on the basis of the average of the high and low sales prices of an Amarin ADS, as reported in the National Association of Securities Dealers Automatic Quotation System on November 20, 2003.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E of the instructions to Form S-8, Amarin Corporation plc (the "Registrant") and the Amarin Corporation plc 2002 Stock Option Plan (the "Plan") hereby incorporate by reference the contents of the previous Registration Statement filed by the Registrant and the Plan on Form S-8 (Registration No. 333-101775). The current registration of 2,000,000 Ordinary Shares of the Registrant will increase the total number of shares registered for issuance under the Plan to 4,000,000.

ITEM 8. EXHIBITS.

Pursuant to General Instruction E of the instruction to Form S-8, the Registrant and the Plan hereby incorporate by reference the exhibits of the previous Registration Statement filed by the Registrant and the Plan on Form S-8 (Registration No. 333-101775). The Registrant also incorporates by reference the amended Annual Report on Form 20-F for the fiscal year ended December 31, 2001, filed with the Commission on March 10, 2003; the Annual Report on Form 20-F for the fiscal year ended December 31, 2002, filed with the Commission of April 24,

Edgar Filing: AMARIN CORP PLC\UK - Form S-8

2003; and the amended Annual Report on Form 20-F for the fiscal year ended December 31, 2002, filed with the Commission on July 31, 2003. The following additional exhibits are filed as a part of this Registration Statement:

| Exhibit No. | Description |
|-------------|--|
| 4.1 | Amendment No. 1 to the Amarin Corporation plc 2002 Stock Option Plan |
| 23 | Consent of PRICEWATERHOUSECOOPERS. |

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, England, on November 21, 2003.

AMARIN CORPORATION PLC

By: /s/ Richard A.B. Stewart

 Name: Richard A.B. Stewart
 Title: Chief Executive Officer
 and Director
 (principal executive officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | |
|---|---|-------|
| /s/ Thomas G. Lynch ----- (Thomas G. Lynch) | Chairman and Director | Novem |
| /s/ Richard A.B. Stewart ----- (Richard A.B. Stewart) | Chief Executive Officer and Director (principal executive officer) | Novem |
| /s/ Michael D. Coffee ----- (Michael D. Coffee) | President, Chief Operating Officer and Director | Novem |
| /s/ Ian Garland ----- (Ian Garland) | Chief Financial Officer (principal accounting officer) | Novem |

Edgar Filing: AMARIN CORP PLC\UK - Form S-8

| | | |
|-------------------|----------|-------|
| /s/ John Groom | Director | Novem |
| ----- | | |
| (John Groom) | | |
| /s/ William Mason | Director | Novem |
| ----- | | |
| (William Mason) | | |
| /s/ Hubert Huckel | Director | Novem |
| ----- | | |
| (Hubert Huckel) | | |

Authorized Representative. Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Amarin Corporation, plc., has signed this Form S-8 in Mill Valley, California on November 19, 2003.

By: /s/ Donald R. Joseph

Donald R. Joseph
Executive Vice President,
Legal and Commercial
Development of Amarin
Pharmaceuticals, Inc.