

AMARIN CORP PLC\UK  
Form 20-F  
June 25, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 20-F**

- .. REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE  
FISCAL YEAR ENDED DECEMBER 31, 2009  
OR
- .. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE  
TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
OR
- .. SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934 DATE OF EVENT REQUIRING THIS SHELL COMPANY REPORT  
Commission file number 0-21392

**AMARIN CORPORATION PLC**

(Exact Name of Registrant as Specified in Its Charter)

England and Wales

(Jurisdiction of Incorporation or Organization)

First Floor, Block 3, The Oval

Shelbourne Road, Ballsbridge, Dublin 4, Ireland

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+353 1 6699020

(Address of Principal Executive Offices)

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(Name, Telephone, E-mail and/or Facsimile number and Address of company contact person)

SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
American Depositary Shares, each representing one Ordinary Share	The NASDAQ Stock Market LLC
Ordinary Shares, 50 pence par value per share	

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SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None.

(Title of Class)

SECURITIES FOR WHICH THERE IS A REPORTING OBLIGATION PURSUANT TO SECTION 15(d) OF THE ACT:

None.

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

98,374,983 shares held as American Depository Shares (ADS), each representing one Ordinary Share, 50 pence par value per share, and 426,999 held as Ordinary Shares (not in the form of an ADS)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES  NO

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

YES  NO

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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ITEM 17 " ITEM 18 "

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES " NO

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**INTRODUCTION**

This report comprises the annual report to shareholders of Amarin Corporation plc (NASDAQ: AMRN) and its annual report on Form 20-F in accordance with the requirements of the United States Securities and Exchange Commission, or SEC, for the year ended December 31, 2009. Amarin Corporation plc is a public limited company incorporated under the laws of England and Wales.

As used in this annual report, all references to Parent or Parent Company refer to the U.K. incorporated parent corporation only, Amarin Corporation plc. All references to the Company, Consolidated, Group, Amarin, we, us and our refer to the consolidated entity, which includes the Parent Company and all its wholly owned subsidiary companies, except as expressly noted otherwise.

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, phone number 353 1 6699020. Our principal research and development facility and certain of our executive offices are located at 12 Roosevelt Avenue, 3<sup>rd</sup> Floor, Mystic, CT 06355, USA. Our U.S. telephone number is 860-572-4979. Our consolidated financial statements for the year ended December 31, 2009 have been prepared in accordance with international financial reporting standards (IFRS) as adopted by the European Union (E.U.) and as issued by the International Accounting Standards Board (IASB) and U.K. Companies Act 2006.

Our consolidated financial statements are presented in U.S. Dollars rounded to the nearest thousand. In this annual report, references to pounds sterling, £ or GBP are to U.K. currency, references to U.S. Dollar, \$ or US\$ are to U.S. currency and references to euro or € are to Euro.

Also, as used in this annual report, unless the context otherwise indicates, the term Ordinary Shares refers to our ordinary shares, par value 50 pence per share, the term Preference Shares refers to our authorized preference shares, par value 5 pence per share, and the term Series A Preference Shares refers to our Series A Preference Shares, par value 50 pence per share.

Our American Depositary Shares, or ADSs, each representing one of our ordinary shares, are traded on the NASDAQ Capital Market under the symbol AMRN. The ADSs are evidenced by American Depositary Receipts, or ADRs, issued by Citibank, N.A., as Depositary under a Deposit Agreement dated as of March 29, 2003, among Amarin, Citibank, N.A. and registered holders from time to time of ADRs, as amended. See Part I, Item 12, Section D American Depositary Shares.

Amarin and AMR101 are trademarks of Amarin Corporation plc. This annual report also includes the registered and unregistered trademarks and service marks of other parties.

See Part I, Item 5, Section G Safe Harbor for a cautionary statement regarding forward-looking statements and industry data used in this annual report.

**Table of Contents****PART I****Item 1 Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2 Offer Statistics and Expected Timetable**

Not applicable.

**Item 3 Key Information****A. Selected Financial Data***General*

The following table presents selected historical consolidated financial data. The selected historical consolidated financial data as of December 31, 2009, 2008 and 2007 and for each of the years ended December 31, 2009, 2008 and 2007 have been derived from our audited consolidated financial statements beginning on page F-1 of this annual report, prepared in accordance with IFRS as adopted by the E.U. and as issued by the IASB, which have been audited by PricewaterhouseCoopers, an independent registered public accountant firm, for the years ended December 31, 2009, 2008, and 2007.

The selected historical consolidated financial data as of December 31, 2006 and for the year then ended has been derived from our audited historical financial statements prepared in accordance with IFRS as adopted by the E.U. and as issued by the IASB which are not included in this annual report. The financial statements for the year ended December 31, 2006 have been audited by PricewaterhouseCoopers, an independent registered public accountant firm, for the year ended December 31, 2006.

The selected historical consolidated financial data as of December 31, 2005 and for the year then ended has been derived from our audited historical financial statements prepared in accordance with generally accepted accounting principles in the United Kingdom ( U.K. GAAP ) which are not included in this annual report. Unless otherwise specified, all references in this annual report to fiscal year or year of Amarin refer to a twelve-month financial period ended December 31.

On January 18, 2008 our ordinary shares were consolidated on a 1-for-10 basis whereby ten ordinary shares of 5 pence each became one ordinary share of 50 pence each. The new conversion ratio, together with all prior conversions, has been reflected in all years in the weighted average share numbers shown in the consolidated statement of operations data below.

*Selected Consolidated Financial Data (in US \$, in 000 s) IFRS**Years Ended December 31:*

	2009	2008 <sup>1</sup>	2007 <sup>1</sup>	2006
<b>Consolidated Income Statement Data IFRS</b>				
Net sales revenues				500
Total loss from operations	(52,303)	(28,180)	(40,733)	(28,068)
Net loss	(59,317)	(20,021)	(37,800)	(26,751)
Net loss per Ordinary Share basic	(1.40)	(0.91)	(3.86)	(3.25)
Net loss per Ordinary Share diluted	(1.40)	(0.91)	(3.86)	(3.25)
<b>Consolidated Balance Sheet Data IFRS</b>				
Working capital assets	49,359	10,069	11,072	28,710

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Total assets	56,197	38,115	43,712	49,559
Long term obligations	(902)	(651)	(4,801)	(110)
Capital stock (Ordinary Shares)	83,930	25,928	12,942	7,990
Total shareholders' equity	48,602	30,356	28,255	38,568
Number of ordinary shares in issue (in 000 $\pounds$ )	98,802	27,047	13,906	9,068
Denomination of each ordinary share <sup>2</sup>	£ 0.50	£ 0.50	£ 0.50	£ 0.50

<sup>1</sup> Results for 2008 and 2007 were adjusted in connection with the adoption of the IFRS 2 (Amendment).

<sup>2</sup> On January 18, 2008, our ordinary shares were consolidated on a 1-for-10 basis whereby ten ordinary shares of 5p each became one ordinary share of 50p. All shares and share information have been adjusted to reflect this consolidation.



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*Selected Consolidated Financial Data (in US \$, in 000 \$) U.K. GAAP*

*Year Ended December 31, 2005*

	2005 <sup>1</sup>
<b>Consolidated Income Statement Data U.K. GAAP</b>	
Net sales revenues	500
Total loss from operations	(20,478)
Loss from continuing operations	(20,478)
Net income/(loss)	(20,547)
Loss from continuing operations per Ordinary Share <sup>2</sup>	(4.45)
Net income/(loss) per Ordinary Share basic	(4.41)
Net income/(loss) per Ordinary Share diluted	(4.41)
<b>Consolidated Balance Sheet Data U.K. GAAP</b>	
Working capital assets	28,673
Total assets	46,760
Long term obligations	(180)
Capital stock (Ordinary Shares)	6,778
Total shareholders' equity	38,580
Number of Ordinary Shares in issue (in 000 \$)	7,755
Denominations of each ordinary share <sup>2</sup>	£ 0.50

<sup>1</sup> As restated for non-cash compensation expense due to the adoption of U.K. GAAP, Financial Reporting Standard 20 Share-based payments.

<sup>2</sup> On January 18, 2008, our ordinary shares were consolidated on a 1-for-10 basis whereby ten ordinary shares of 5p each became one ordinary share of 50p. The share numbers and share information above have been adjusted to reflect this share consolidation.

**Exchange Rates**

Our functional currency has been U.S. dollar ( US\$ ) since January 1, 2003. The consolidated financial data provided in this annual report is in US\$.

Since certain of our assets, liabilities and transactions are denominated in pounds sterling ( GBP ) and Euros, the rate of exchange between GBP and US\$ and between Euros and US\$, which is determined by supply and demand in the foreign exchange markets and affected by numerous factors, impact our financial results. Fluctuations in the exchange rates between US\$ and GBP and between US\$ and Euros may affect any earnings or losses reported by us and the book value of our shareholders' equity as expressed in US\$, and consequently may affect the market price for our ADSs.

The following table sets forth the average buying rate on the last day of the period indicated, as expressed in US\$ per GBP:

Fiscal Period	Average Buying Rate (US\$/GBP)
12 months ended December 31, 2009	1.57
12 months ended December 31, 2008	1.85
12 months ended December 31, 2007	2.01
12 months ended December 31, 2006	1.84
12 months ended December 31, 2005	1.82

The following table sets forth the high and low buying rate for each of the last six months, as expressed in US\$ per GBP:

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<b>Month</b>	<b>High Buying Rate (US\$/GBP)</b>	<b>Low Buying Rate (US\$/GBP)</b>
May 2010	1.54	1.42
April 2010	1.55	1.50
March 2010	1.54	1.48
February 2010	1.61	1.52
January 2010	1.65	1.59
December 2009	1.67	1.58

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The average buying rate as of June 16, 2010 was US\$1.48 per GBP.

***B. Capitalization and Indebtedness***

Not applicable.

***C. Reasons for the Offer and Use of Proceeds***

Not applicable.

***D. Risk Factors***

*You should carefully consider the risks and the information about our business described below, together with all the other information included in this annual report before making an investment decision regarding our ADSs. The risks and uncertainties described below are not the only ones that we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. If any of the following risks and uncertainties develop into actual events, our business, financial condition, results of operations and prospects could be materially and adversely affected. In such an instance, the trading price of our ADSs could decline.*

**Risks Related to our Financial Position and Capital Requirements**

***We have a history of losses and anticipate that we will incur continued losses for the foreseeable future.***

We have not been profitable in any of the last five fiscal years. For the fiscal years ended December 31, 2009, 2008 and 2007 we reported losses under IFRS of approximately \$58.1 million, \$20.0 million and \$37.8 million, respectively. Substantially all of our operating losses resulted from costs incurred in connection with our development programs and from general and administrative costs associated with our operations. We expect to incur additional and increasing operating losses over the next several years. These losses, combined with expected future losses, have had and will continue to have an adverse effect on our stockholders' equity and working capital. We expect our research and development expenses to significantly increase in connection with our ongoing Phase III clinical trials for AMR101 and other studies for our product candidates. In addition, if we obtain regulatory approval for any of our product candidates, we may incur significant sales, marketing, in-licensing and outsourced manufacturing expenses, as well as continued research and development expenses. As a result, we expect to continue to incur significant and increasing operating losses for the foreseeable future. Because of the numerous risks and uncertainties associated with developing pharmaceutical products, we are unable to predict the extent of any future losses or when we will become profitable, if at all.

***We have not generated any revenue from our product candidates and may never be profitable.***

Our ability to become profitable depends upon our ability to generate revenue. Unless and until marketing approval is obtained from either the U.S. Food and Drug Administration, which we refer to as the FDA, or European Medicines Evaluation Agency, which we refer to as the EMEA, for any of our products candidates, or we are otherwise able to acquire rights to products or product candidates that have received regulatory approval or are at an advanced stage of development and can be readily commercialized, we may not be able to generate sufficient revenues to attain profitability. In addition, our ability to generate profits after any FDA or EMEA approval of our product candidates is subject to our ability to contract for the manufacture of commercial quantities of our product candidates at acceptable cost levels and establish sales and marketing capabilities or identify and enter into one or more strategic collaborations to effectively market and sell our product candidates.

Even if one or more of our product candidates is approved for commercial sale, which we do not expect to occur for several years, any approved product candidate may not gain market acceptance or achieve commercial success. In addition, we would anticipate incurring significant costs associated with commercializing any approved product. We may not achieve profitability soon after generating product sales, if ever. If we are unable to generate product revenues, we will not become profitable and may be unable to continue operations without continued funding.

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### ***Our ability to generate revenues depends on obtaining regulatory approvals for our products.***

In order to successfully commercialize a product, we or our potential partners will be required to conduct tests and successfully complete clinical trials needed in order to meet regulatory requirements and to obtain applicable regulatory approvals. The costs of developing and obtaining regulatory approvals for pharmaceutical products can be substantial. Our ability to commercialize any of our products in development is dependent upon the success of development efforts in clinical studies. If these clinical trials fail to produce satisfactory results, or if we are unable to maintain the financial and operational capability to complete these development efforts, we may be unable to generate revenues. Even if we obtain regulatory approvals, the timing or scope of any approvals may prohibit or reduce our ability to commercialize products successfully. For example, if the approval process takes too long, we may miss market opportunities and give other companies the ability to develop competing products or establish market dominance. Additionally, the terms of any approvals may not have the scope or breadth needed for us to commercialize products successfully.

### ***Our historical financial results do not form an accurate basis for assessing our current business.***

As a consequence of our decision in 2009 to focus on product development for cardiovascular indications and the discontinuation of development work related to other product candidates, together with our acquisition of Ester Neurosciences Limited in December 2007, our historical financial results do not form an accurate basis upon which investors should base their assessment of our business and prospects. We are now conducting Phase III clinical trials for AMR101 and expect our research and development expenses to continue to increase significantly in the coming years. Accordingly, our historical financial results reflect a substantially different business from that currently being conducted. In addition, we have not yet demonstrated an ability to obtain regulatory approval for or commercialize a product candidate. Consequently, any predictions about our future performance may not be as accurate as they could be if we had a history of successfully developing and commercializing pharmaceutical products.

### ***We are undergoing significant organizational change. Failure to manage disruption to the business or the loss of key personnel could have an adverse effect on our business.***

During 2009 and 2010 we made significant changes to both our management structure and the locations from which we operate. We opened a new office in Mystic, CT USA in September 2008 and have transitioned substantially all operating activities and functions from Dublin, Ireland to Mystic. As a result of this, key employees may be distracted from their usual role and our business may experience a loss of continuity. In addition, we expect to expend substantial amounts of money in connection with this transition. Any of these factors could result in delays in development projects, failure to achieve managerial targets or other disruption to the business which could have material adverse effects on our business and results of operations.

We are highly dependent upon the efforts of our senior management. The loss of the services of one or more members of senior management could have a material adverse effect on us. As a small company with a streamlined management structure, the departure of any key person could have a significant impact and would be potentially disruptive to our business until such time as a suitable replacement is hired. Furthermore, because of the specialized nature of our business, as our business plan progresses we will be highly dependent upon our ability to attract and retain qualified scientific, technical and key management personnel. There is intense competition for qualified personnel in the areas of our activities. In this environment, we may not be able to attract and retain the personnel necessary for the development of our business, particularly if we do not achieve profitability. The failure to recruit key scientific, technical and management personnel would be detrimental to our ability to implement our business plan.

### ***We will require substantial additional resources to fund our operations and to develop our product candidates. If we cannot find additional capital resources, we will have difficulty in operating as a going concern and growing our business.***

We currently operate with limited resources. On March 31, 2010, we had a cash balance of approximately \$44.4 million. Based upon current business activities, we forecast having sufficient cash to fund operations for at least a period of 12 months from the date of this report. Our future capital requirements will depend on many factors, including the:

progress of pre-clinical development and laboratory testing and clinical trials;

time and costs involved in obtaining regulatory approvals;

number of product candidates we pursue;

costs involved in filing and prosecuting patent applications and enforcing or defending patent claims; and

the costs associated with commercializing our product candidates if they receive regulatory approval, including the cost and timing of developing sales and marketing capabilities, or entering into strategic collaboration with others relating to the commercialization of our product candidates.

Furthermore, in order to potentially obtain the broadest possible label for AMR101 in the United States based on the results of our clinical Study 17 (known as the ANCHOR trial), we are required to have an outcome study substantially underway at the time of our New Drug Application, or NDA, filing. Our current financial resources are not sufficient to fund an outcome study which study could last for years. In the event that we do not receive funding from a commercial partner for an outcome study on acceptable terms, if at all, we will be required to seek additional capital resources to fund such study or to file our NDA for a potentially narrower indication.

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Our ability to execute our business strategy and sustain our infrastructure at our current level will be impacted by whether or not we have sufficient funds. Depending on market conditions and our ability to maintain financial stability, we may not have access to additional funds on reasonable terms or at all. Any inability to obtain additional funds when needed would have a material adverse effect on our business and on our ability to operate on an ongoing basis.

*The continued negative economic conditions would likely negatively impact Amarin's ability to obtain financing on acceptable terms.*

While we expect to seek additional funding through public or private financings, we may not be able to obtain financing on acceptable terms, or at all. In addition, the terms of any financings may be dilutive to, or otherwise adversely affect, holders of our outstanding securities. Many people believe that participants in financial markets in the United States are increasingly less willing to fund drug discovery companies like us. There can be no assurance that we will be able to access equity or credit markets in order to finance our operations or expand development programs for any of our product candidates, or that there will not be a further deterioration in financial markets and confidence in economies. We may also have to scale back or further restructure our operations. If we are unable to obtain additional funding on a timely basis, we may be required to curtail or terminate some or all of our research or development programs.

*Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights.*

We may seek additional capital through a combination of private and public equity offerings, debt financings and collaboration, strategic and licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms may include liquidation or other preferences that adversely affect your rights as a stockholder.

As of May 31, 2010, there were warrants outstanding for the purchase of up to 41,217,578 ADSs (in the form of ordinary shares) with a weighted average exercise price of \$1.75 per share. It is likely that we may issue additional warrants to purchase ADSs or ordinary shares in connection with any future financing. Further, as of May 31, 2010 we also had outstanding employee options to purchase 8,953,100 ADSs at an average exercise price of \$2.47 per share. The exercise of any of these options or warrants will further dilute your ownership interest.

Debt financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaboration, strategic alliance and licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies or product candidates, or grant licenses on terms that are not favorable to us.

### **Risks Related to the Development and Commercialization of our Product Candidates**

*We may not be successful in developing or marketing future products if we cannot meet the extensive regulatory requirements of the FDA and other regulatory agencies for quality, safety and efficacy.*

The success of our research and development efforts is dependent in part upon our ability, and the ability of our partners or potential partners, to meet, regulatory requirements in the jurisdictions where we or our partners or potential partners ultimately intend to sell such products once approved. The development, manufacture and marketing of pharmaceutical products are subject to extensive regulation by governmental authorities in the U.S., the E.U., Japan and elsewhere. In the U.S., the FDA generally requires pre-clinical testing and clinical trials of each drug to establish its safety and efficacy and extensive pharmaceutical development to ensure its quality before its introduction into the market. Regulatory authorities in other jurisdictions impose similar requirements. The process of obtaining regulatory approvals is lengthy and expensive and the issuance of such approvals is uncertain. The commencement and rate of completion of clinical trials and the timing of obtaining marketing approval from regulatory authorities may be delayed by many factors, including:

the lack of efficacy during clinical trials;

the inability to manufacture sufficient quantities of qualified materials under current good manufacturing practices for use in clinical trials;

slower than expected rates of patient recruitment;

the inability to observe patients adequately after treatment;

changes in regulatory requirements for clinical or preclinical studies;

unforeseen safety issues emerge in clinical or preclinical studies;

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delay, suspension, or termination of a trial by the institutional review board responsible for overseeing the study at a particular study site;

unanticipated changes to the requirements imposed by regulatory authorities on the extent, nature or timing of studies to be conducted on quality, safety and efficacy; and

government or regulatory delays or clinical holds requiring suspension or termination of a trial.

Even if we obtain positive results from early stage pre-clinical or clinical trials, we may not achieve the same success in future trials. Similarly, positive results from studies in Japan of the active ingredient in AMR101 may not result in the same success in trials outside of Japan. Clinical trials that we or potential partners conduct may not provide sufficient safety and efficacy data to obtain the requisite regulatory approvals for product candidates. The failure of clinical trials to demonstrate safety and efficacy for our desired indications could harm the development of that product candidate as well as other product candidates, and our business and results of operations would suffer. For example, the efficacy results of our AMR101 Phase III clinical trials for the treatment of Huntington's disease were negative, as a result of which we revised our clinical strategy and shifted our focus of AMR101 towards the treatment of cardiovascular disease.

Any approvals that are obtained may be limited in scope, may require additional post-approval studies or may require the addition of labeling statements, such as a contraindication or a black box warning that the drug carries significant risks of serious or life-threatening adverse effects or other requirements. Any of these or similar circumstances could adversely affect our ability to earn revenues from the sale of such products. Even in circumstances where products are approved by a regulatory body for sale, the regulatory or legal requirements may change over time, or new safety or efficacy information may be identified concerning a product, which may lead to the withdrawal of a product from the market or similar use restrictions. The discovery of previously unknown problems with a product or manufacturer may result in restrictions on that product or manufacturer, including withdrawal of the product from the market, which would have a negative impact on our potential revenue stream.

***After approval, our products will be subject to extensive government regulation.***

Once a product is approved, numerous post-approval requirements apply. Among other things, the holder of an approved New Drug Application, or NDA, is subject to periodic and other monitoring and reporting obligations enforced by the FDA and other regulatory bodies, including obligations to monitor and report adverse events and instances of the failure of a product to meet the specifications in the approved application. Application holders must also submit advertising and other promotional material to regulatory authorities and report on ongoing clinical trials.

With respect to sales and marketing activities by our partners, advertising and promotional materials must comply with FDA rules in addition to other potentially applicable federal and local laws in the United States and in other countries. In the United States, the distribution of product samples to physicians must comply with the requirements of the U.S. Prescription Drug Marketing Act. Manufacturing facilities remain subject to FDA inspection and must continue to adhere to the FDA's current good manufacturing practice requirements. Application holders must obtain FDA approval for product and manufacturing changes, depending on the nature of the change. Sales, marketing, and scientific/educational grant programs must also comply with the U.S. Medicare-Medicaid Anti-Fraud and Abuse Act, as amended, the U.S. False Claims Act, as amended and similar state laws. Pricing and rebate programs must comply with the U.S. Medicaid rebate requirements of the Omnibus Budget Reconciliation Act of 1990, as amended. If products are made available to authorized users of the U.S. Federal Supply Schedule of the General Services Administration, additional laws and requirements apply. All of these activities are also potentially subject to U.S. federal and state consumer protection and unfair competition laws. Similar requirements exist in all of these areas in other countries.

Depending on the circumstances, failure to meet these post-approval requirements can result in criminal prosecution, fines or other penalties, injunctions, recall or seizure of products, total or partial suspension of production, denial or withdrawal of pre-marketing product approvals, or refusal to allow us to enter into supply contracts, including government contracts. In addition, even if we or our potential partners comply with FDA and other requirements, new information regarding the safety or effectiveness of a product could lead the FDA to modify or withdraw a product approval. Adverse regulatory action, whether pre- or post-approval, can potentially lead to product liability claims and increase our product liability exposure. We or our potential partners must also compete against other products in qualifying for reimbursement under applicable third party payment and insurance programs.

***We may be dependent upon the success of a limited range of products.***



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If development efforts for our products are not successful for any indications or if they are not approved by the FDA, or if adequate demand for our products is not generated, our business will be materially and adversely affected. Even if we are able to develop additional products from our research and development efforts, the range of products we will be able to commercialize may be limited. This could restrict our ability to respond to adverse business conditions. If we are not successful in developing any future product or products, or if there is not adequate demand for any such products or the market for such product develops less rapidly than we anticipate, we may not have the ability to shift our resources to the development of alternative products. As a result, the limited range of products we intend to develop could constrain our ability to generate revenues and achieve profitability.

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### ***Our future products may not be able to compete effectively against our competitors pharmaceutical products.***

The pharmaceutical industry is highly competitive. If we are successful in completing the development of any of our products, we may face competition to the extent other pharmaceutical companies have on the market or are able to develop products for the treatment of similar indications. Potential competitors in this market include companies with greater resources and name recognition than us. Furthermore, to the extent we are able to acquire or develop additional marketable products in the future such products will compete with a variety of other products within the United States or elsewhere, possibly including established drugs and major brand names. Competitive factors, including generic competition, could force us to lower prices or could result in reduced sales. In addition, new products developed by others could emerge as competitors to our future products. Products based on new technologies or new drugs could render our products obsolete or uneconomical.

Our potential competitors both in the United States and Europe include large, well-established pharmaceutical companies, specialty pharmaceutical sales and marketing companies and specialized cardiovascular treatment companies, including Lovaza, as currently marketed by GlaxoSmithKline. In addition, we may compete with universities and other institutions involved in the development of technologies and products that may compete with ours. Many of our competitors will likely have greater resources than us, including financial, product development, marketing, personnel and other resources. Our projected revenue streams for our product candidates, if approved, could be significantly eroded if a competing product obtains marketing approval, particularly if this approval is obtained before the approval of our product candidate.

The success of our future products will also depend in large part on the willingness of physicians to prescribe these products to their patients. Our future products may compete against products that have achieved broad recognition and acceptance among medical professionals. In order to achieve an acceptable level of subscriptions for our future products, we must be able to meet the needs of both the medical community and end users with respect to cost, efficacy and other factors.

### ***Our current lead product candidate is a prescription grade Omega-3 fatty acid. Omega-3 fatty acids are marketed by other companies as a dietary supplement. As a result, our lead product candidate, if approved, may be subject to substitution and competition.***

Our current lead product candidate, AMR101, is a prescription grade Omega-3 fatty acid. Omega-3 fatty acids are naturally occurring substances in various foods, including fatty fish. Omega-3 fatty acids are also marketed by others as a dietary supplement. We believe the pharmaceutical grade purity of AMR101, if approved, will have a superior therapeutic profile to naturally occurring Omega-3 fatty acids and dietary supplements. However, we cannot be sure physicians will view AMR101, if approved, as superior. To the extent the price of AMR101, if approved, is significantly higher than the prices of commercially available Omega-3 fatty acids marketed by other companies as dietary supplements, physicians may recommend these commercially alternatives instead of writing prescriptions for AMR101 or patients may elect on their own to take commercially available Omega-3 fatty acids. Either of these outcomes may adversely impact our results of operations by limiting how we price our product.

### ***In order to commercialize our future products, we may need to find a collaborative partner to help market and sell our products.***

Our strategy for commercializing currently anticipates that we will enter into collaborative arrangements with one or more pharmaceutical companies that have product development resources and expertise, established distribution systems and direct sales forces to successfully market our products. If so, we will be reliant on one or more of these strategic partners to generate revenue on our behalf.

We may not be successful in finding a collaborative partner to help market and sell our products, or may be delayed in doing so, in which case we would not receive revenue or royalties on the timeframe and to the extent that we currently anticipate. We face significant competition in seeking appropriate collaborators and these collaborations are complex and time-consuming to negotiate and document. We may not be able to negotiate collaborations on acceptable terms, or at all. If that were to occur, we may have to curtail the development of a particular product candidate, reduce or delay its development program or one or more of our other development programs, delay its potential commercialization or reduce the scope of our sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to increase our expenditures to fund development or commercialization activities on our own, we will need to obtain additional capital, which may not be available to us on acceptable terms, or at all. If we cannot raise sufficient funds, we will not be able to bring our product candidates to market and generate product revenue.

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For example, in October 2009, we announced our heightened strategic and operating focus on cardiovascular disease and our cessation of research and development of product candidates to treat central nervous system disorders. As of the date of this report, we have not received any acceptable offers to acquire, outlicense or otherwise continue the development of any of these product candidates. As a result, we have decided to write down the value of our central nervous system disorders program to zero as of December 31, 2009.

### ***Potential technological changes in our field of business create considerable uncertainty.***

We are engaged in the biopharmaceutical field, which is characterized by extensive research efforts and rapid technological progress. New developments in research are expected to continue at a rapid pace in both industry and academia. We cannot assure you that research and discoveries by others will not render some or all of our programs or product candidates uncompetitive or obsolete. Our business strategy is based in part upon new and unproven technologies to the development of biopharmaceutical products for the treatment of cardiovascular diseases. We cannot assure you that unforeseen problems will not develop with these technologies or applications or that any commercially feasible products will ultimately be developed by us.

### ***We are subject to continuing potential product liability.***

In October 2003, we sold Gacell Holdings AB, the Swedish holding company of Amarin Development AB, which we refer to as ADAB, our Swedish drug development subsidiary, to Watson Pharmaceuticals, Inc. In February 2004, we sold our U.S. subsidiary, Amarin Pharmaceuticals Inc., and certain assets, to Valeant Pharmaceuticals International, or Valeant. In connection with these transactions, we provided a number of representations and warranties to Watson and Valeant regarding the respective businesses sold to them, and other matters, and we undertook to indemnify Watson and Valeant under certain circumstances for breaches of such representations and warranties. We are not aware of any circumstances which could reasonably be expected to give rise to an indemnification obligation under our agreements with either Watson or Valeant. However, we cannot predict whether matters may arise in the future which were not known to us and which, under the terms of the relevant agreements, could give rise to a claim against us.

Although we disposed of the majority of our former commercial products in 2003 and 2004, we remain subject to the potential risk of product liability claims relating to the manufacturing and marketing of our former products during the period prior to their divestiture. Any person who is injured as a result of using one of our former products during our period of ownership may have a product liability claim against us without having to prove that we were at fault. The potential for liability exists despite the fact that our former subsidiary, Amarin Pharmaceuticals Inc. conducted all sales and marketing activities with respect to such products. Although we have not retained any liabilities of Amarin Pharmaceuticals Inc. in this regard, as the prior holder of ownership rights to such former products, third parties could seek to assert potential claims against us. Since we distributed and sold our products to a wide number of end users, the risk of such claims could be material.

We do not at presently carry product liability insurance to cover any such risks. If we were to seek insurance coverage, we may not be able to maintain product liability coverage on acceptable terms if our claims experience results in high rates, or if product liability insurance otherwise becomes costlier or unavailable because of general economic, market or industry conditions. If we add significant products to our portfolio, we will require product liability coverage and may not be able to secure such coverage at reasonable rates or at all.

Product liability claims could also be brought by persons who took part in clinical trials involving our current or former development stage products. A successful claim brought against us could have a material adverse effect on our business.

### ***We may become subject to product liability claims as a result of our prior sales and marketing activities related to Permax.***

Amarin was responsible for the sales and marketing of Permax from May 2001 until February 2004. On May 17, 2001, Amarin acquired the U.S. sales and marketing rights to Permax from Elan. An affiliate of Elan had previously obtained the licensing rights to Permax from Eli Lilly and Company in 1993. Eli Lilly originally obtained approval for Permax on December 30, 1988, and has been responsible for the manufacture and supply of Permax since that date. On February 25, 2004, Amarin sold its U.S. subsidiary, Amarin Pharmaceuticals, Inc., including the rights to Permax, to Valeant.

In late 2002, Eli Lilly, as the holder of the NDA for Permax, received a recommendation from the FDA to consider making a change to the package insert for Permax based upon the very rare observation of cardiac valvulopathy in patients taking Permax. While Permax has not been definitely proven as the cause of this condition, similar reports have been notified in patients taking other ergot-derived pharmaceutical products, of which Permax is an example. In early 2003, Eli Lilly amended the package insert for Permax to reflect the risk of cardiac valvulopathy in patients taking Permax and also sent a letter to a number of doctors in the United States describing this potential risk. Causation has not been established, but is thought to be consistent with other fibrotic side effects observed in Permax.



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On March 29, 2007, the FDA announced that the manufacturers of pergolide drug products will voluntarily remove these drug products, including Permax, from the market. Further information about the removal of Permax and other pergolide drug products is available on the FDA's website.

During 2008, two lawsuits alleging claims related to cardiac valvulopathy and Permax were filed in March and August respectively. One of the lawsuits was dismissed in February 2009, and the remaining case is currently pending in the United States. Among others, Eli Lilly, Elan, Valeant, Amarin Pharmaceuticals, and Amarin are named as defendants in this lawsuit, however Amarin has not been formally served with the complaint from the lawsuit. In addition, six cases alleging claims related to cardiac valvulopathy and Permax were filed in April 2008 in the United States and currently remain pending. Eli Lilly, Valeant, Amarin Pharmaceuticals and unidentified parties are named as defendants in these cases and are defending against the claims and allegations. Amarin has not been named as a defendant or served with the complaints from these cases.

During 2009, two lawsuits alleging claims related to cardiac valvulopathy and Permax were filed in March and are currently pending in the United States. Eli Lilly, Elan, Valeant, Amarin Pharmaceuticals, Amarin and other parties are named as defendants in these lawsuits. Amarin has not been formally served with the complaint from these lawsuits. A third lawsuit, also filed in March, was dismissed in September only as to Amarin for the plaintiff's failure to prosecute the case against Amarin.

Ten other claims related to cardiac valvulopathy and Permax and one claim related to compulsive gambling and Permax are or were being threatened against Eli Lilly, Elan, and/or Valeant and could possibly implicate Amarin.

We have reviewed the position and having taken external legal advice and consider the potential risk of significant liability arising for Amarin from these legal actions to be remote. No provision is booked in the accounts as of December 31, 2009.

### **Risks Related to Our Reliance of Third Parties**

*We rely on third parties to conduct our clinical trials, and those third parties may not perform satisfactorily, including failing to meet established deadlines for the completion of such clinical trials.*

Our reliance on these third parties for clinical development activities reduces our control over these activities. However, if we sponsor clinical trials, we are responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocols for the trial. Moreover, the FDA requires us to comply with standards, commonly referred to as good clinical practices, for conducting, recording, and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of trial participants are protected. Our reliance on third parties that we do not control does not relieve us of these responsibilities and requirements. Furthermore, these third parties may also have relationships with other entities, some of which may be our competitors. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may be delayed in obtaining regulatory approvals for our product candidates and may be delayed in our efforts to successfully commercialize our product candidates for targeted diseases.

*Our supply of products for clinical trials and ultimately for commercial supply is dependent upon relationships with manufacturers and key suppliers.*

We have no in-house manufacturing capacity and, to the extent we are successful in completing the development of our product candidates and/or acquiring or developing other marketable products in the future, we will be obliged to rely on contract manufacturers. We cannot assure you that we will successfully manufacture any product we may develop, either independently or under manufacturing arrangements, if any, with third party manufacturers. Moreover, if any manufacturer should cease doing business with us or experience delays, shortages of supply or excessive demands on their capacity, we may not be able to obtain adequate quantities of product in a timely manner, or at all. Manufacturers are required to comply with current NDA commitments and good manufacturing practices requirements enforced by the FDA, and similar requirements of other countries. The failure by a manufacturer to comply with these requirements could affect its ability to provide us with product.

Any manufacturing problem or the loss of a contract manufacturer could be disruptive to our operations and result in lost sales. Additionally, we will be reliant on third parties to supply the raw materials needed to manufacture our potential products. Any reliance on suppliers may involve several risks, including a potential inability to obtain critical materials and reduced control over production costs, delivery schedules, reliability and quality. Any unanticipated disruption to future contract manufacture caused by problems at suppliers could delay shipment of products, increase our cost of goods sold and result in lost sales.



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In the past and currently, we purchase all supplies of the bulk compound (ethyl-EPA), which constitutes the only pharmaceutically active ingredient of AMR101, from a single supplier with a single manufacturing facility. While we have contractual freedom to source this ingredient elsewhere, there is no guarantee we will either be successful in identifying alternative supplier(s) or that these manufacturers will be qualified to manufacture the product to our specifications or that such future supplier(s) will have the manufacturing capacity to meet future requirements. All such suppliers are subject to regulatory approval. Our current supplier currently does not have sufficient manufacturing capacity to meet expected future commercial supply requirements and we cannot assure you that it or an alternative supplier will have the necessary capacity to meet our requirements or that we can contract with any such manufacturer on acceptable terms.

***We do not currently have the capability to undertake marketing, or sales of any potential products.***

We have not invested in marketing or product sales resources. We cannot assure you that we will be able to acquire such resources. We cannot assure you that we will successfully market any product we may develop, either independently or under marketing arrangements, if any, with other companies. To the extent that we enter into contractual relationships with other companies to market our products, if any, the success of such products may depend on the success of securing and maintaining such contractual relationships the efforts of those other companies (and any subcontractors they engage).

***We have limited personnel to oversee out-sourced contract manufacturing, clinical testing and the regulatory approval process.***

It is likely that we will also need to hire additional personnel skilled in the manufacturing, clinical testing and regulatory compliance process if we develop additional product candidates with commercial potential. We do not currently have the capability to conduct clinical testing in-house and do not currently have plans to develop such a capability. We out-source our clinical testing to contract research organizations. We currently have a limited number of employees and certain other outside consultants who oversee the contract research organizations involved in clinical testing of our compounds.

***Legislative or regulatory reform of the health care system in the United States and foreign jurisdictions may affect our ability to profitably sell our products, if approved.***

Our ability to commercialize our future products successfully, alone or with collaborators, will depend in part on the extent to which reimbursement for the products will be available from government and health administration authorities, private health insurers and other third-party payors. The continuing efforts of the U.S. and foreign governments, insurance companies, managed care organizations and other payors of health care services to contain or reduce health care costs may adversely affect our ability to set prices for our products which we believe are fair, and our ability to generate revenues and achieve and maintain profitability.

Specifically, in both the United States and some foreign jurisdictions, there have been a number of legislative and regulatory proposals to change the health care system in ways that could affect our ability to sell our products profitably. Congress has just passed the America Affordable Health Choices Act of 2009 and is considering a number of proposals that are intended to reduce or limit the growth of health care costs and which could significantly transform the market for pharmaceuticals products. We expect further federal and state proposals and health care reforms to continue to be proposed by legislators, which could limit the prices that can be charged for the products we develop and may limit our commercial opportunity. In the United States, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, also called the Medicare Modernization Act, or MMA, changed the way Medicare covers and pays for pharmaceutical products. The legislation expanded Medicare coverage for drug purchases by the elderly and introduced a new reimbursement methodology based on average sales prices for drugs. In addition, this legislation provided authority for limiting the number of drugs that will be covered in any therapeutic class. As a result of this legislation and the expansion of federal coverage of drug products, we expect that there will be additional pressure to contain and reduce costs. These cost reduction initiatives and other provisions of this legislation could decrease the coverage and price that we receive for any approved products and could seriously harm our business. While the MMA applies only to drug benefits for Medicare beneficiaries, private payors often follow Medicare coverage policy and payment limitations in setting their own reimbursement rates, and any reduction in reimbursement that results from the MMA may result in a similar reduction in payments from private payors.

The continuing efforts of government and other third-party payors to contain or reduce the costs of health care through various means may limit our commercial opportunity. It will be time-consuming and expensive for us to go through the process of seeking reimbursement from Medicare and private payors. Our products may not be considered cost-effective, and government and third-party private health insurance coverage and reimbursement may not be available to patients for any of our future products or sufficient to allow us to sell our products on a competitive and profitable basis. Our results of operations could be adversely affected by the MMA and additional prescription drug coverage legislation, by the possible effect of this legislation on amounts that private insurers will pay and by other health care reforms that may be enacted or adopted in the future. In addition, increasing emphasis on managed care in the United States will continue to put pressure on the pricing of pharmaceutical products. Cost control initiatives could decrease the price that we or any potential collaborators could receive for any of our future products and could adversely affect our profitability.





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In some foreign countries, including major markets in the European Union and Japan, the pricing of prescription pharmaceuticals is subject to governmental control. In these countries, pricing negotiations with governmental authorities can take six to 12 months or longer after the receipt of regulatory marketing approval for a product. To obtain reimbursement or pricing approval in some countries, we may be required to conduct a clinical study that compares the cost-effectiveness of our product candidates to other available therapies. Such pharmacoeconomic studies can be costly and the results uncertain. Our business could be harmed if reimbursement of our products is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels.

### **Risks Related to Our Intellectual Property**

#### ***We are dependent on patents, proprietary rights and confidentiality.***

Because of the significant time and expense involved in developing new products and obtaining regulatory approvals, it is very important to obtain patent and trade secret protection for new technologies, products and processes. Our ability to successfully implement our business plan will depend in large part on our ability to:

acquire patented or patentable products and technologies;

obtain and maintain patent protection or market exclusivity for our current and acquired products;

preserve any trade secrets relating to our current and future products; and

operate without infringing the proprietary rights of third parties.

Although we intend to make reasonable efforts to protect our current and future intellectual property rights and to ensure that any proprietary technology we acquire does not infringe the rights of other parties, we may not be able to ascertain the existence of all potentially conflicting claims. Therefore, there is a risk that third parties may make claims of infringement against our current or future products or technologies. In addition, third parties may be able to obtain patents that prevent the sale of our current or future products or require us to obtain a license and pay significant fees or royalties in order to continue selling such products.

We may in the future discover the existence of products that infringe upon patents that we own or that have been licensed to us. Although we intend to protect our trade secrets and proprietary know-how through confidentiality agreements with our manufacturers, employees and consultants, we may not be able to prevent our competitors from breaching these agreements or third parties from independently developing or learning of our trade secrets.

We anticipate that competitors may from time to time oppose our efforts to obtain patent protection for new technologies or to submit patented technologies for regulatory approvals. Competitors may seek to challenge patent applications or existing patents to delay the approval process, even if the challenge has little or no merit. Patent challenges are generally highly technical, time consuming and expensive to pursue. Were we to be subject to one or more patent challenges, that effort could consume substantial time and resources, with no assurances of success, even when holding an issued patent.

#### ***If we do not obtain protection under the Hatch-Waxman Amendments and similar foreign legislation to extend our patents and to obtain market exclusivity for our product candidates, our business may be materially harmed.***

We believe that the AMR101 compound is a new chemical entity in the United States and may be eligible for market exclusivity under the Food Drug and Cosmetic Act ( FDCA ), as amended by the Drug Price Competition and Patent Term Restoration Act of 1984, or the Hatch-Waxman Amendments. A drug can be classified as a new chemical entity if the FDA has not previously approved any other new drug containing the same active agent. Under sections 505(c)(3)(E)(ii) and 505(j)(5)(F)(ii) of the FDCA, as amended by the Hatch-Waxman Amendments, a new chemical entity that is granted regulatory approval may, in the absence of patent protections, be eligible for five years of marketing exclusivity in the United States following regulatory approval. This marketing exclusivity, if granted, would preclude approval during the exclusivity period of certain 505(b)(2) applications or certain abbreviated new drug applications submitted by another company for another version of the drug. However, there is no assurance that our compounds will be considered to be new chemical entities for these purposes or be entitled to the period

of marketing exclusivity. If we are not able to gain or exploit the period of marketing exclusivity, we may face significant competitive threats to our commercialization of these compounds from other manufacturers, including the manufacturers of generic alternatives. Further, even if our compounds are considered to be new chemical entities and we are able to gain five years of marketing exclusivity, another company could also gain such marketing exclusivity under the provisions of the FDCA, as amended by the Hatch-Waxman Amendments, if such company can complete a full NDA with a complete human clinical trial process and obtain regulatory approval of its product.

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*Despite the use of confidentiality agreements and/or proprietary rights agreements, which themselves may be of limited effectiveness, it may be difficult for us to protect our trade secrets.*

We rely on trade secrets to protect technology in cases when we believe patent protection is not appropriate or obtainable. However, trade secrets are difficult to protect. While we require certain of our academic collaborators, contractors and consultants to enter into confidentiality agreements, we may not be able to adequately protect our trade secrets or other proprietary information.

### **Risks Related to Ownership of our ADSs and Ordinary Shares**

*The price of our ADSs and Ordinary Shares may be volatile.*

The stock market has from time to time experienced significant price and volume fluctuations that may be unrelated to the operating performance of particular companies. In addition, the market prices of the securities of many pharmaceutical and medical technology companies have been especially volatile in the past, and this trend is expected to continue in the future. Our ADSs may also be subject to volatility as a result of their limited trading market.

As of December 31, 2009 and May 31, 2010 we had 98,901,974 shares outstanding. As of May 31, 2010 there are 98,383,215 shares held as ADSs and 418,767 held as ordinary shares (which are not held in the form of ADSs). We issued 66.4 million ADSs and warrants to purchase an additional 33.2 million ADSs in our October 2009 private placement. There is a risk that there may not be sufficient liquidity in the market to accommodate significant increases in selling activity or the sale of a large block of our securities. Our ADSs have historically had limited trading volume, which may also result in volatility. During the twelve-month period ending December 31, 2009, the average daily trading volume for our ADSs was 15,432. If any of our large investors, particularly the participants in our October 2009 private placement, seek to sell substantial amounts of our ADSs, particularly if these sales are in a rapid or disorderly manner, or other investors perceive that these sales could occur, the market price of our ADSs could decrease significantly.

If our public float and the level of trading remain at limited levels over the long term, this could result in volatility and increase the risk that the market price of our ADSs and ordinary shares may be affected by factors such as:

the announcement of new products or technologies;

innovation by us or our competitors;

developments or disputes concerning any future patent or proprietary rights;

actual or potential medical results relating to our products or our competitors' products;

interim failures or setbacks in product development;

regulatory developments in the United States, the European Union or other countries;

currency exchange rate fluctuations; and

period-to-period variations in our results of operations.

*A share price of less than \$1.00 may impact our NASDAQ listing.*

Our ADSs are currently trading above \$1.00; however, during periods of 2010, 2009 and 2008, it was trading beneath \$1.00 per share, including an extended period from October 6, 2008 to April 7, 2009. If Amarin's closing bid price is less than \$1.00 for 30 consecutive trading days, Amarin will receive a NASDAQ staff deficiency letter indicating that we are not in compliance with the minimum bid price requirement for continued listing. Such a letter would trigger an automatic 180 calendar day period within which the company could regain compliance. Compliance is regained at any time during this period, if the Amarin closing bid price is \$1.00 per share or more for a minimum of 10 consecutive trading days. If compliance cannot be demonstrated by the end of the 180 days, Amarin will be afforded an additional 180 calendar day compliance period if NASDAQ determines at that time that we meet the remaining NASDAQ Capital Market initial listing criteria in Rule 5215(b), except for the bid price requirement. If Amarin was not eligible for an additional compliance period, NASDAQ would provide written notification that our securities will be delisted. At that time, Amarin could appeal NASDAQ's determination to delist its securities to a Listing Qualifications Panel.

***We may lose our foreign private issuer status in the future, which could result in significant additional costs and expenses.***

We are a foreign private issuer, as such term is defined in Rule 405 under the U.S. Securities Act of 1933, as amended. As such, we are currently exempt from certain provisions applicable to U.S. public companies including:

the rules under the Securities Exchange Act of 1934, as amended, or Exchange Act, requiring the filing with the SEC of quarterly reports on Form 10-Q and current reports on Form 8-K;

the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act;

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the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information; and

the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any short-swing trading transaction (a purchase and sale, or sale and purchase, of the issuer's equity securities within less than six months).

A foreign private issuer may lose this status if a majority of its directors are U.S. citizens or residents and it fails to meet additional requirements. Although this test is not conducted until June 30 of this year, our current belief is that we will lose our status as a foreign private issuer effective as of January 1, 2011.

The regulatory and compliance costs to us under U.S. securities laws as a U.S. domestic issuer will be significantly more than costs we incur as a foreign private issuer. In addition to having to make the above described filings with the U.S. Securities and Exchange Commission, which are more detailed forms typically filed by foreign private issuer, we will lose our ability to rely upon exemptions from certain corporate governance requirements and we will be required to prepare our financial statements in accordance with U.S. generally accepted accounting principles.

***U.S. Holders of our Ordinary Shares or ADSs could be subject to material adverse tax consequences if we are considered a PFIC for U.S. federal income tax purposes.***

There is a risk that we will be classified as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes. Our status as a PFIC could result in a reduction in the after-tax return to U.S. Holders of our ordinary shares or ADSs and may cause a reduction in the value of such shares. We will be classified as a PFIC for any taxable year in which (i) 75% or more of our gross income is passive income or (ii) at least 50% of the average value of all our assets produces or are held for the production of passive income. For this purpose, passive income includes interest, gains from the sale of stock, and royalties that are not derived in the active conduct of a trade or business. Because we receive interest and may receive royalties, there is a risk that we will be considered a PFIC under the income test described above. In addition, because of our cash position and our ownership of patents, there is a risk that we will be considered a PFIC under the asset test described above. While we believe that the PFIC rules were not intended to apply to companies such as us that focus on research, development and commercialization of drugs, no assurance can be given that the U.S. Internal Revenue Service or a U.S. court would determine that, based on the composition of our income and assets, we are a PFIC currently or in the future. If we were classified as a PFIC, U.S. holders of our ordinary shares or ADSs could be subject to greater U.S. income tax liability than might otherwise apply, imposition of U.S. income tax in advance of when tax would otherwise apply, and detailed tax filing requirements that would not otherwise apply. The PFIC rules are complex, and U.S. Holders of our ordinary shares or ADSs are urged to consult their own tax advisors regarding the possible application of the PFIC rules to them in their own particular circumstances.

***A change in our tax residence could have a negative effect on our future profitability.***

Although we are incorporated in England and Wales, our directors seek to ensure that our affairs are conducted in such a manner that we are resident in Ireland for Irish tax purposes. It is possible that in the future, whether as a result of a change in law or the practice of any relevant tax authority or as a result of any change in the conduct of our affairs following a review by our directors, we could become, or be regarded as having become resident in a jurisdiction other than Ireland. Should we cease to be an Irish tax resident, we may be subject to a charge to Irish capital gains tax on our assets. Similarly, if the tax residency of any of our subsidiaries were to change from their current jurisdiction for any of the reasons listed above, we may be subject to a charge to local capital gains tax charge on the assets.

***U.S. Holders of our Ordinary Shares or ADSs may be subject to U.S. income taxation at ordinary income tax rates on undistributed earnings and profits.***

Although we do not currently generate any revenue or profits, there is a future risk that we will be classified as a controlled foreign corporation ( CFC ) for U.S. federal income tax purposes. If we are classified as a CFC, any shareholder that is a U.S. person that owns directly, indirectly or by attribution, 10% or more of the voting power of our outstanding shares may be subject to U.S. income taxation at ordinary income tax rates on all or a portion of our undistributed earnings and profits attributable to subpart F income. Such 10% shareholder may also be taxable at ordinary income tax rates on any gain realized on a sale of ordinary shares or ADS, to the extent of our current and accumulated earnings and profits attributable to such shares. The CFC rules are complex and U.S. Holders of our ordinary shares or ADSs are urged to consult their own tax advisors regarding the possible application of the CFC rules to them in their particular circumstances.

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*The rights of our shareholders may differ from the rights typically offered to shareholders of a U.S. corporation.*

We are incorporated under English law. The rights of holders of ordinary shares and, therefore, certain of the rights of holders of ADSs, are governed by English law, including the provisions of the Companies Act 2006, and by our Memorandum and Articles of Association. These rights differ in certain respects from the rights of shareholders in typical U.S. corporations. The principal differences include the following:

Under English law, each shareholder present at a meeting has only one vote unless demand is made for a vote on a poll, in which each holder gets one vote per share owned. Under U.S. law, each shareholder typically is entitled to one vote per share at all meetings. Under English law, it is only on a poll that the number of shares determines the number of votes a holder may cast. You should be aware, however, that the voting rights of ADSs are also governed by the provisions of a deposit agreement with our depository bank.

Under English law, each shareholder generally has preemptive rights to subscribe on a proportionate basis to any issuance of shares. Under U.S. law, shareholders generally do not have preemptive rights unless specifically granted in the certificate of incorporation or otherwise.

Under English law, certain matters require the approval of 75% of the shareholders, including amendments to the Memorandum and Articles of Association. This may make it more difficult for us to complete corporate transactions deemed advisable by our board of directors. Under U.S. law, generally only majority shareholder approval is required to amend the certificate of incorporation or to approve other significant transactions.

Under English law, shareholders may be required to disclose information regarding their equity interests upon our request, and the failure to provide the required information could result in the loss or restriction of rights attaching to the shares, including prohibitions on the transfer of the shares, as well as restrictions on dividends and other payments. Comparable provisions generally do not exist under U.S. law.

The quorum requirement for a shareholders' meeting is a minimum of two persons present in person or by proxy. Under U.S. law, a majority of the shares eligible to vote must generally be present (in person or by proxy) at a shareholders' meeting in order to constitute a quorum. The minimum number of shares required for a quorum can be reduced pursuant to a provision in a company's certificate of incorporation or bylaws, but typically not below one-third of the shares entitled to vote at the meeting.

*U.S. shareholders may not be able to enforce civil liabilities against us.*

A number of our directors and executive officers and those of each of our subsidiaries, including Amarin Finance Limited, are non-residents of the United States, and all or a substantial portion of the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce against them judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by our English solicitors that there is doubt as to the enforceability in England in original actions, or in actions for enforcement of judgments of U.S. courts, of civil liabilities to the extent predicated upon the federal securities laws of the United States. Amarin Finance Limited is an exempted company limited by shares organized under the laws of Bermuda. We have been advised by our Bermuda attorneys that uncertainty exists as to whether courts in Bermuda will enforce judgments obtained in other jurisdictions (including the United States) against us or our directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against us or our directors or officers under the securities laws of other jurisdictions.

*Foreign currency fluctuations may affect our future financial results or cause us to incur losses.*

We prepare our financial statements in US\$. Since our strategy involves the development of products for the U.S. market, a significant part of our clinical trial expenditures are denominated in US\$ and we anticipate that the majority of our future revenues will be denominated in US\$. However, a portion of our costs are denominated in pounds sterling and euro as a result of our being engaged in activities in the United Kingdom and the European Union and, as a consequence, our financial results are potentially subject to the impact of currency fluctuations. We are

focused on development activities and do not anticipate generating on-going revenues in the short-term. Accordingly, we do not engage in significant currency hedging activities in order to limit the risk of exchange rate fluctuations. However, if we should commence commercializing any products in the United States, changes in the relation of the US\$ to the pound sterling and/or the euro may affect our revenues and operating margins. In general, we could incur losses if the US\$ should become devalued relative to pounds sterling and/or the euro.

***We will incur significant increased costs as a result of our continued compliance with the Sarbanes-Oxley Act of 2002, and our management will be required to devote substantial time to new compliance initiatives.***

The Sarbanes-Oxley Act of 2002 requires, among other things, that we maintain effective internal controls for financial reporting and disclosure. In particular, commencing in fiscal 2010, we must perform system and process evaluation and testing of our internal controls over financial reporting to allow our independent registered public accounting firm to report on the effectiveness of our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002. Our testing, or the subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial

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reporting that are deemed to be material weaknesses. We expect to incur significant expense and devote substantial management effort toward ensuring compliance with Section 404. We currently do not have an internal audit function, and we will need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal controls that are deemed to be material weaknesses, the market price of our stock could decline, and we could be subject to sanctions or investigations by the NASDAQ Stock Market, the SEC or other regulatory authorities, which would entail expenditure of additional financial and management resources.

***We have identified a material weakness in our internal control over financial reporting.***

During 2009, we engaged in several financial transactions, including the issuance of convertible bridge loans. The terms of some of these transactions created derivative liabilities. At December 31, 2009 these derivative liabilities were no longer applicable, as the underlying instruments either expired or were retired. As part of the annual financial statement review, an adjustment for the retirement of the conversion option for these convertible bridge loans was identified. In light of this potential error, management re-evaluated the effectiveness of the internal controls over financial reporting. Based on this evaluation, management concluded that our internal control over financial reporting was not effective as of December 31, 2009 with respect to the technical expertise/review for the accounting for complex, non-ordinary course transactions, that there was a deficiency in our internal control over financial reporting relating to such transactions and that this deficiency constituted a material weakness. See Part I, Item 15T, Section B. Management's Annual Report on Internal Control Over Financial Reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

**Item 4 Information on the Group*****A. History and Development of the Group***

Amarin Corporation plc (formerly Ethical Holdings plc) is a public limited company with its primary stock market listing in the U.S. 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.

Our registered office is located at First Floor, 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. Our principal research and development facility and certain of our executive offices are located at 12 Roosevelt Avenue, 3<sup>rd</sup> Floor, Mystic, CT 06355, USA.

On October 16, 2009, we completed a private placement resulting in gross proceeds of \$70.0 million. These proceeds are being used primarily to fund two Phase III clinical trials for AMR101 for different indications. In connection with this private placement, a significant portion of our Board of Directors and executive management were changed, and our research and development activities, as well as certain executive functions, were consolidated from multiple offices to our research and development headquarters in the United States. In connection with these changes, we re-focused our efforts on developing improved treatments for cardiovascular disease. As a result, impairment charges were incurred from the write-off of investments in all development programs other than AMR101.

***Business Overview***

We are a clinical-stage biopharmaceutical company focused on developing improved treatments for cardiovascular disease. Our development programs capitalize on our expertise in the field of lipid science and the known therapeutic benefits of essential fatty acids in cardiovascular disease. We are currently focusing our efforts on our lead candidate, AMR101, a prescription grade Omega-3 fatty acid, comprising not less than 96% ultra pure ethyl ester of eicosapentaenoic acid (ethyl-EPA).



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### *Lipid Disorders and Cardiovascular Disease*

Heart attacks, strokes and other cardiovascular events represent the leading cause of death and disability among men and women in western societies. The Center of Disease Control's 2006 statistics report that over approximately 750,000 deaths in the United States were caused by heart disease and stroke, substantially more than the approximately 550,000 deaths caused by cancer.

Hypertriglyceridemia refers to a condition in which patients have high blood levels of triglycerides and is recognized as an independent risk factor for cardiac disease. In addition, elevated triglycerides have been linked to atherosclerosis and stroke.

We also estimate that approximately 40 million adults in the U.S. have elevated triglyceride levels >200 mg/dl. In patients with severely elevated levels of triglycerides the risk of cardiovascular events is generally overshadowed by the risk of acute pancreatitis, a life threatening disease.

Mixed dyslipidemia refers to a condition in which patients have a combination of two or more lipid abnormalities including elevated triglycerides, low high-density lipoprotein, also known as HDL cholesterol (HDL-C) and/or elevated low-density-lipoprotein cholesterol, also known as LDL cholesterol (LDL-C). Both hypertriglyceridemia and mixed dyslipidemia are components of a range of lipid disorders collectively referred to as dyslipidemia. Dyslipidemia has been linked to atherosclerosis.

### *Limitations of Current Therapies*

For patients with triglyceride levels  $\geq$  200 mg/dl, it is estimated that less than 4% of such patients are currently receiving prescription medication for lowering triglycerides. Many such patients are on statin therapy directed primarily at improving cholesterol levels. Drug treatment for hypercholesterolemia patients exceeds \$25 billion per year in the U.S. with such sales dominated by statin therapies.

The leading treatments to lower triglyceride levels are fibrates and a prescription-grade Omega-3 fatty acid. Currently there is only one FDA approved prescription-grade Omega-3 fatty acid, known as Lovaza (Omacor in Europe). Lovaza consists predominately of the Omega-3 esters of EPA and DHA and was launched in the U.S. in 2005. Marketed in the U.S. by GlaxoSmithKline, U.S. sales of Lovaza in 2009 as reported by IMS Health were over \$700 million. Worldwide sales of Lovaza/Omacor in 2009 exceeded \$1.0 billion, reflecting substantial annual growth both in the U.S. and Europe.

### *The MARINE and ANCHOR Studies*

We are conducting two Phase III registration trials, referred to as the MARINE (also known as Study 16) and ANCHOR (also known as Study 17) studies, for which we began patient enrollment in December 2009. Although the trials are being run concurrently, both of the trials are separate registration trials seeking to demonstrate safety and efficacy for different indications.

In the MARINE trial, AMR101 is being studied for the treatment of patients with very high triglycerides ( $\geq$ 500 mg/dl). In the ANCHOR trial, AMR101 is being studied for the treatment of elevated triglycerides in patients with mixed dyslipidemia ( $\geq$ 200mg/dl and <500 mg/dl). We intend to use the results of the ANCHOR trial as the basis for potentially broadening the label for AMR101 beyond treatment for very high triglycerides to include treatment for elevated triglycerides for patients on background statin therapy. This would enable the treatment of the majority of patients clinically indicated for hypotriglyceridemic therapy, as outlined by the National Cholesterol Education Program (NCEP) Expert Panel (Adult Treatment Panel III, ATP III, 2002). Both of these Phase III clinical trials are conducted under Special Protocol Assessment (SPA) agreements with the U.S. Food and Drug Administration (FDA).

Our cardiovascular pipeline also includes additional potential product candidates, including potential combination product candidates. No clinical trials have commenced for these additional cardiovascular product candidates.

In October 2009, we announced that we had ceased development of all product candidates outside of our cardiovascular disease focus. In particular, this decision resulted in our ceasing all direct development of product candidates for Huntington's disease, Myasthenia gravis and Parkinson's disease.

### *Market Opportunities for Amarin*

Distinguishing features of AMR101 include its high ethyl-EPA purity content at not less than 96% with intentional exclusion of Docosahexaenoic Acid, or DHA. DHA has been shown to increase LDL-C levels and thereby partially offsets one of the typically desired

benefits of statins. We believe that the removal of DHA results in removal of this DHA-induced LDL-C raising effect as well removing the fishy taste and smell often associated with DHA. We also believe that the removal of this DHA-induced LDL-C raising

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effect positions AMR101 to perform well in the ANCHOR trial. Currently no Omega-3 based product is approved for mixed dyslipidemia. We believe that these features of AMR101 position the product candidate to be best-in-class in the prescription grade Omega-3 market.

### ***Cardiovascular-Focused Phase III Clinical Trials***

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.

We began enrolling patients in both the MARINE and ANCHOR trials in December 2009. Once enrolled, patients undergo a six to eight week washout period and patients that are not excluded during this period are then randomized to one of three study arms for the 12-week treatment period. As of June 16, 2010 we had randomized approximately 200 of the 240 patients required in the MARINE trial and approximately 285 of the 650 patients required in the ANCHOR trial. Randomization in the MARINE trial has progressed faster than originally expected, although for each study there can be no guarantee that enrollment rates and/or randomization rates will continue at this pace. We anticipate that any cost savings from the MARINE trial will be applied to further advancing the ANCHOR trial, including potentially adding more clinical sites to the ANCHOR trial, including potentially adding sites located outside the United States.

We currently anticipate reporting top-line results from both the ANCHOR and MARINE trials in 2011 and, subject to achieving favorable results from these studies, submitting an NDA for AMR101 in 2012. Based on current projections, we expect to be able to report top-line results from the MARINE trial independent of a similar report from the ANCHOR trial.

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. We expect that our current financial resources are sufficient to finance our planned operations through the filing of an NDA for AMR101 seeking approval for the indication being studied in the MARINE trial with reference in the label to treatment of high triglyceride levels in statin-treated patients who have mixed dyslipidemia as studied in the ANCHOR trial. In order to obtain a separate indication for AMR101 based on the ANCHOR trial results, the FDA requires that we have a clinical Outcomes study substantially underway at the time of the NDA filing. 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.

Our principal investigators for the MARINE trial are Harold Bays, M.D., Medical Director and President of Louisville Metabolic and Atherosclerosis Research Center. Our principal investigator for the ANCHOR trial is Christie M. Ballantyne, M.D., Methodist DeBakey Heart and Vascular Center, Houston, Texas. We also engage Medpace, a clinical research organization and other consultants for advice regarding clinical matters.

### ***MARINE Trial***

The MARINE trial (also known as Study 16) is a multi-center, placebo-controlled, randomized, double-blind, 12-week study to evaluate the efficacy and safety of 2 grams and 4 grams of AMR101 in patients with fasting triglyceride levels of  $\geq 500$  mg/dl. Patients with this level of triglycerides are classified as having very high triglyceride levels. The primary endpoint in the trial is the percentage change in triglyceride level from baseline to week 12. Following completion of the 12-week double-blind treatment period, patients will be eligible to enter a 40-week, open-label, extension period. This extension period does not have to be completed in order to submit our NDA.

### ***ANCHOR Trial***

The ANCHOR trial (also known as Study 17) is a multi-center, placebo-controlled, randomized, double-blind, 12-week study to evaluate the efficacy and safety of 2 grams and 4 grams of AMR101 in patients with high triglyceride levels of  $\geq 200$  mg/dl and  $< 500$  mg/dl who are on stable statin therapy. Patients in this trial are classified as having high triglyceride levels with mixed dyslipidemia. The primary endpoint in the trial is the percentage change in triglyceride level from baseline to week 12. In addition, in order for us to achieve the broad indication sought from this trial, AMR101 must demonstrate that it does not significantly increase LDL-C.

We intend to use the results of the ANCHOR trial as the basis for broadening the label for AMR101 beyond treatment for very high triglycerides to include treatment for elevated triglycerides in patients with mixed dyslipidemia. In order to seek approval this potentially expanded indication, we will be required to have substantially enrolled subjects in a medical outcomes study at the time of our NDA submission.

Assuming success in the ANCHOR trial, and assuming sufficient financial resources, we would initiate the outcomes study prior to our NDA submission. The results of this outcomes study are not required for approval of this indication, only that the study has been substantially enrolled.

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### ***Observed Efficacy of Ethyl-EPA***

Prior to commencing Phase III trials for AMR101, Amarin did not conduct Phase II trials for the patient populations being studied in the MARINE and ANCHOR trials. Such Phase II studies were not required as part of the SPAs for either trial. Among the reasons why Phase II trials were not conducted or required is that the active ingredient in AMR101, ethyl-EPA of not less than 96% with no DHA, has been shown to be safe and effective in Japan where it has been approved by regulatory authorities and marketed by Mochida for over a decade. In Japan, ethyl-EPA is marketed under the product name of Epadel and is indicated for dyslipidemia and peripheral vascular disease which, we understand has revenues in Japan that exceed \$300 million per year. Clinical data from Japan shows that Epadel is effective in reducing triglycerides. In addition, in an outcome study called the JELIS study, which study consisted of more than 18,000 patients followed over multiple years, Epadel when used in conjunction with statins was shown to reduce cardiovascular events by 19% compared to the use of statins alone. In this study, cardiovascular events decreased by approximately 53% compared to statins alone in the subset of patients with triglyceride levels of  $\geq 150$  mg/dl (average 269 mg/dl at entry) and HDL-C <40 mg/dl.

### ***Observed Clinical Safety of AMR101***

Prior to commencing the MARINE and ANCHOR trials, Amarin conducted a pre-clinical program for AMR101, including toxicology and pharmacology studies. In addition, we previously investigated AMR101 in central nervous system disorders in several double-blind, placebo-controlled studies, including Phase III trials in Huntington's disease. Over 900 patients have received AMR101 in these studies, with over 100 receiving continuous treatment for a year or more. While the focus of these studies was Huntington's disease, the formulation of AMR101 used in these studies is identical to the formulation of AMR101 currently being used in the MARINE trial and ANCHOR trial. In all studies performed to date, AMR101 has shown a very good safety and tolerability profile.

In addition to the MARINE and ANCHOR trials, we have commenced a 26-week study to evaluate the toxicity of AMR101 in transgenic mice.

### ***New Lipid Compounds Preclinical Program***

Amarin is also considering development of other next generation compounds based on our internal lipid science expertise, including potential combination and derivative therapies. Currently all such development is in pre-clinical stages. We believe that AMR101 and other lipid-based compositions 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.

### ***CNS Programs Discontinued***

In October 2009 we ceased development of all product candidates outside of our focus on cardiovascular disease. As a result, we ceased all direct development of product candidates for the treatment of Huntington's disease, Myasthenia gravis and Parkinson's disease. To create value for our stockholders, we may enter into one or more strategic relationships in an attempt to realize value from all or a portion of one of these discontinued programs. We cannot provide assurances that we will be able to enter into any such strategic relationship on acceptable terms, if at all.

#### ***Huntington's disease***

We voluntarily withdrew our previously announced European marketing application for AMR101 relating to an Orphan Medicinal Product indication for a subset of Huntington's disease patients. While the safety profile of AMR101 for Huntington's disease was very encouraging, feedback from European regulatory authorities indicated that an additional study of AMR101 was required to establish the efficacy of this product candidate in treating motor symptoms of Huntington's disease.

#### ***Myasthenia gravis***

We had been developing EN101, an orally available antisense oligonucleotide, preferentially targeting the read-through or R isoform (AChE-R) of acetylcholinesterase (AChE). This oligonucleotide suppressed the production of the AChE-R protein without the negative cholinergic effects currently observed with conventional inhibitors.

EN101 is a potential candidate for the treatment of Myasthenia gravis, which is an autoimmune neuromuscular disease leading to fluctuating muscle weakness and fatigue. In 2004, a Phase IIa dose finding study of EN101 was commenced in Myasthenia gravis patients. The primary objective of the exploratory study was to assess the efficacy and safety of three doses of EN101 each given orally once daily for one week in patients with Myasthenia gravis. In June 2009 the final results of the study were announced, indicating that 10mg, 20mg and 40mg doses of

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EN101 resulted in a statistically significant reduction in the Quantitative Myasthenia Gravis (QMG) scores from the baseline by 11.8% ( $p=0.001$ ), 16.8% ( $p<0.001$ ) and 20.3% ( $p<0.001$ ), respectively. Importantly, EN101 was also shown to be safe and well tolerated. The 31-patient study was performed in six centers in the U.K., Israel and Serbia.

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In June 2009, Amarin amended the Ester acquisition agreement with Medica II Management L.P ( Medica ), the former shareholders of Ester, such that (i) Amarin agreed to seek a partner for EN101, (ii) Amarin is released from all research and development diligence obligations contained in the original agreement and (iii) all remaining payment obligations by Amarin will be made from income received from potential partners, if any. If Amarin fails to secure a partnering arrangement with 21 months from the amendment date, (period may be extended to 27/30 months) Amarin can either reassume its research and development diligence obligations contained in the original agreement (this option expires at the 27 month extension) or, at the request of Medica (the original owner of EN 101), transfer back in full its rights in the share capital of Ester. The amendment extinguishes in full the Group's obligation to settle milestone Ia. In consideration of this amendment and waiver agreement, we issued 1,315,789 shares to the former Ester shareholders.

At December 31, 2009, the intangible asset related to EN101 was deemed to be fully impaired. As a result, the full value of the intangible was written-off, and we recorded a charge of \$21.4 million for the period ended December 31, 2009. The financial liability associated with the Milestone Ib contractual obligation, fair valued at \$1,458,000, was also written-off.

***Parkinson's disease***

We had been engaged in the pre-clinical development of AMR103, a novel delivery form of levodopa. The program was part of our development of different types of chemical linkage to attach a range of bioactive lipids either to other lipids or other drugs. This Targeted Lipid Transport Technology ( TLT ) platform results in novel chemical entities, potentially offering substantial and clinically relevant advantages over either compound alone. Amarin has discontinued all further development of AMR103 and the TLT platform and we are seeking to divest these candidates.

***Seasonality of Business***

Our results of operations have not been materially impacted by seasonality.

***Manufacturing and Supply for AMR101***

We currently use third party manufacturers and suppliers to manufacture clinical quantities of the compound (ethyl-EPA), which constitutes the only pharmaceutically active ingredient of AMR101, to encapsulate and bottle AMR101 and to maintain inventory of AMR101. One such supplier has produced all of the active pharmaceutical ingredients for AMR101 for Amarin's clinical trials and they have Drug Master Files, or DMFs, which contain information on the processes and facilities used in drug manufacture and storage on file for qualified production of this active ingredient for use in the U.S. and E.U. Under the terms of this agreement, this supplier is prohibited from providing product to our specification to any company other than Amarin. Key aspects of this specification include pharmaceutical grade compound at a level of purity of at least 96% EPA and containing no DHA. The main raw material that constitutes ethyl-EPA is a naturally occurring substance which is sourced from fish oil. We are aware that certain other manufacturers have the ability to produce ethyl-EPA to a similar level of purity, and we are in discussions with certain of these suppliers in order to broaden our supply chain beyond a single source.

We also plan to rely on third parties to manufacture commercial quantities of any products we successfully develop. Among the conditions for FDA approval of a pharmaceutical product is the requirement that the manufacturer's quality control and manufacturing procedures conform to current Good Manufacturing Practice, which must be followed at all times. The FDA typically inspects manufacturing facilities on an ongoing basis. In complying with current Good Manufacturing Practice regulations, pharmaceutical manufacturers must expend resources and time to ensure compliance with product specifications as well as production, record keeping, quality control, reporting, and other requirements.

***Our Marketing Partners***

We currently have no marketing, sales or distribution capabilities. In order to commercialize products that are approved for commercial sale, if any, we must either develop a sales and marketing infrastructure or collaborate with third parties that have sales and marketing experience. With respect to AMR101 for cardiovascular indications, our plan is to partner with a larger pharmaceutical company for the launch, marketing and sale of AMR101. We are in active discussions with various pharmaceutical companies for this purpose.

With respect to AMR101 for Huntington's Disease, prior to discontinuing our development of this program, we had established license agreements with several partners in various European markets, Japan, Israel, Australia and New Zealand. We are currently seeking to terminate the remainder of these agreements. The termination of these agreements will have no impact on the financial condition of the Group.

***The Financial Year***

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We had no revenues in 2009, 2008 and 2007. Our consolidated revenues in 2006 consisted of milestone payments received from Multicell and were derived from the licensing of exclusive, worldwide rights to Multicell for MCT-125. For the year ended December 31, 2006, all revenues originated in the United Kingdom. No revenues were generated from licensing, development or contract manufacturing fees. At present, all of our products are in the development stage, and we therefore have no products that can be marketed.



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### ***Competition***

The biotechnology and pharmaceutical industry is highly competitive. There are many pharmaceutical companies, biotechnology companies, public and private universities and research organizations actively engaged in the research and development of products that may be similar to our products. It is probable that the number of companies seeking to develop products and therapies similar to our products will increase. Many of these and other existing or potential competitors have substantially greater financial, technical and human resources than we do and may be better equipped to develop, manufacture and market products. These companies may develop and introduce products and processes competitive with or superior to ours. In addition, other technologies or products may be developed that have an entirely different approach or means of accomplishing the intended purposes of our products, which might render our technology and products noncompetitive or obsolete.

While we believe our product, if approved, will have a superior therapeutic profile to Lovaza and other pharmaceutical products for treating hypertriglyceridemia, AMR101 will also face competition from dietary supplement companies marketing naturally occurring Omega-3 fatty acids as nutritional supplements. We believe the ultra-high purity of AMR101, together with FDA approved labeled claims, will significantly differentiate AMR101 from Omega-3 based nutritional supplements as well as other pharmaceutical products, though we cannot be sure that physicians will view AMR101, if approved, as superior.

See Part I, Item 3 Key Information Risk Factors Our future products may not be able to compete effectively against our competitors pharmaceutical products and Key Information Risk Factors Our current lead product candidate is a prescription grade Omega-3 fatty acid. Omega-3 fatty acids are marketed by other companies as a dietary supplement. As a result, our lead product candidate, if approved, may be subject to substitution and competition .

### ***Regulatory Matters***

#### ***Government Regulation and Regulatory Matters***

Any product development activities related to AMR101 or products that we may develop or acquire in the future will be subject to extensive regulation by various government authorities, including the FDA and comparable regulatory authorities in other countries, which regulate the design, research, clinical and non-clinical development, testing, manufacturing, storage, distribution, import, export, labeling, advertising and marketing of pharmaceutical products and devices. Generally, before a new drug can be sold, considerable data demonstrating its quality, safety and efficacy must be obtained, organized into a format specific to each regulatory authority, submitted for review and approved by the regulatory authority. The data is generated in two distinct development stages: pre-clinical and clinical. Our drugs must be approved by the FDA through the NDA process before they may be legally marketed in the United States. For new chemical entities, the pre-clinical development stage generally involves synthesizing the active component, developing the formulation and determining the manufacturing process, as well as carrying out non-human toxicology, pharmacology and drug metabolism studies which support subsequent clinical testing.

The clinical stage of development can generally be divided into Phase I, Phase II and Phase III clinical trials. In Phase I, generally, a small number of healthy volunteers are initially exposed to a single dose and then multiple doses of the product candidate. The primary purpose of these studies is to assess the metabolism, pharmacologic action, side effect tolerability and safety of the drug. Phase II trials typically involve studies in disease-affected patients to determine the dose required to produce the desired benefits. At the same time, safety and further pharmacokinetic and pharmacodynamic information is collected. Phase III trials generally involve large numbers of patients at multiple sites, in multiple countries and are designed to provide the pivotal data necessary to demonstrate the effectiveness of the product for its intended use, its safety in use, and may include comparisons with placebo and/or other comparator treatments. The duration of treatment is often extended to mimic the actual use of a product during marketing.

#### ***United States Drug Development***

In the U.S., the process of obtaining regulatory approvals and the subsequent compliance with appropriate federal, state, local, and foreign statutes and regulations require the expenditure of substantial time and financial resources. Failure to comply with the applicable United States requirements at any time during the product development process, approval process or after approval, may subject an applicant to administrative or judicial sanctions. These sanctions could include the FDA's refusal to approve pending applications, withdrawal of an approval, a clinical hold, warning letters, product recalls, product seizures, total or partial suspension of production or distribution injunctions, fines, refusals of government contracts, restitution, disgorgement, or civil or criminal penalties. Any agency or judicial enforcement action could have a material adverse effect on us.



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Prior to the start of human clinical studies for a new drug in the U.S., preclinical laboratory and animal tests are often performed under the FDA's Good Laboratory Practices regulations (GLP) and an investigational new drug application, or IND, is filed with the FDA. Similar filings are required in other countries. The amount of data that must be supplied in the IND depends on the phase of the study. Phase I studies typically require less data than larger Phase III studies. A clinical plan must be submitted to the FDA prior to commencement of a clinical trial. If the FDA has concerns about the clinical plan or the safety of the proposed studies, they may suspend or terminate study at any time. Studies must be conducted in accordance with good clinical practice and regular reporting of study progress and any adverse experiences is required. Studies are also subject to review by independent institutional review boards (IRB) responsible for overseeing studies at particular sites and protecting human research study subjects. An independent IRB may also suspend or terminate a study once initiated.

### *United States Drug Review and Approval*

Following trial completion, data is analyzed to determine safety and efficacy. Data is then filed with the FDA in an NDA along with proposed labeling for the product and information about the manufacturing and testing processes and facilities that will be used to ensure product quality. In the US, FDA approval of an NDA must be obtained before marketing a product. The NDA must contain proof of safety, purity, potency and efficacy, which entails extensive pre-clinical and clinical testing.

The FDA will likely re-analyze the clinical trial data, which could result in extensive discussions between the FDA and us during the review process. The review and evaluation of applications by the FDA is extensive and time consuming and may take several years to complete. The FDA may conduct a pre-approval inspection of the manufacturing facilities for the new product to determine whether they comply with current good manufacturing practice requirements and may also audit data from clinical and pre-clinical trials.

There is no assurance that the FDA will act favorably or quickly in making such reviews and significant difficulties or costs may be encountered in our efforts to obtain FDA approvals. The FDA may also require post-marketing testing and surveillance to monitor the effects of approved products or it may place conditions on approvals including potential requirements or risk management plans that could restrict the commercial promotion, distribution, prescription or dispensing of products. Product approvals may be withdrawn for non compliance with regulatory standards or if problems occur following initial marketing.

### *European Union Drug Development*

In the E.U., our future products may also be subject to extensive regulatory requirements. As in the U.S., the marketing of medicinal products has been subject to the granting of marketing authorizations by regulatory agencies. Particular emphasis is also being placed on more sophisticated and faster procedures for reporting of adverse events to the competent authorities.

Similar to the U.S., the various phases of pre-clinical and clinical research in the E.U. are subject to significant regulatory controls. Although the regulatory controls on clinical research are currently undergoing a harmonization process following the adoption of the Clinical Trials Directive 2001/20/EC, there are currently significant variations in the member state regimes. However, all member states currently require independent institutional review board approval of interventional clinical trials. With the exception of U.K. Phase I studies in healthy volunteers, all clinical trials require either prior governmental notification or approval. Most regulators also require the submission of adverse event reports during a study and a copy of the final study report.

### *European Union Drug Review and Approval*

In the E.U., approval of new medicinal products can be obtained through one of three processes: the mutual recognition procedure, the centralized procedure and the decentralized procedure.

**Mutual Recognition Procedure** An applicant submits an application in one E.U. member state, known as the reference member state. Once the reference member state has granted the marketing authorization, the applicant may choose to submit applications in other concerned member states, requesting them to mutually recognize the marketing authorizations already granted. Under this mutual recognition process, authorities in other concerned member states have 55 days to raise objections, which must then be resolved by discussions among the concerned member states, the reference member state and the applicant within 90 days of the commencement of the mutual recognition procedure. If any disagreement remains, all considerations by authorities in the concerned member states are suspended and the disagreement is resolved through an arbitration process. The mutual recognition procedure results in separate national marketing authorizations in the reference member state and each concerned member state.

**Centralized Procedure** This procedure is currently mandatory for products developed by means of a biotechnological process and optional for new active substances and other innovative medicinal products with novel characteristics. Under this procedure, an application is submitted to

the European Agency for the Evaluation of Medical Products. Two European Union member states are appointed to conduct an initial evaluation of each application. These countries each prepare an assessment report that is then used as

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the basis of a scientific opinion of the Committee on Proprietary Medical Products. If this opinion is favorable, it is sent to the European Commission, which drafts a decision. After consulting with the member states, the European Commission adopts a decision and grants a marketing authorization, which is valid throughout the European Union and confers the same rights and obligations in each of the member states as a marketing authorization granted by that member state.

**Decentralized Procedure** The most recently introduced of the three processes for obtaining approval of new medicinal processes in the E.U., the decentralized procedure is similar to the mutual recognition procedure described above, but with differences in the timing that key documents are provided to concerned member states by the reference member state, the overall timing of the procedure and the possibility of clock stops during the procedure, among others.

### ***Post-Marketing Requirements***

Following approval of a new product, a pharmaceutical company generally must engage in various monitoring activities and continue to submit periodic and other reports to the applicable regulatory agencies, including any cases of adverse events and appropriate quality control records. Modifications or enhancements to the products or labeling or changes of site of manufacture are often subject to the approval of the FDA and other regulators, which may or may not be received or may result in a lengthy review process.

Prescription drug advertising is subject to federal, state and foreign regulations. In the U.S., the FDA regulates prescription drug promotion, including direct-to-consumer advertising. Prescription drug promotional materials must be submitted to the FDA in conjunction with their first use. Any distribution of prescription drug products and pharmaceutical samples must comply with the U.S. Prescription Drug Marketing Act, or the PDMA, a part of the U.S. Federal Food, Drug, and Cosmetic Act.

In the U.S., once a product is approved, its manufacture is subject to comprehensive and continuing regulation by the FDA. The FDA regulations require that products be manufactured in specific approved facilities and in accordance with current good manufacturing practices, and NDA holders must list their products and register their manufacturing establishments with the FDA. These regulations also impose certain organizational, procedural and documentation requirements with respect to manufacturing and quality assurance activities. NDA holders using contract manufacturers, laboratories or packagers are responsible for the selection and monitoring of qualified firms. These firms are subject to inspections by the FDA at any time, and the discovery of violative conditions could result in enforcement actions that interrupt the operation of any such facilities or the ability to distribute products manufactured, processed or tested by them.

### ***Other Regulatory Matters***

Manufacturing, sales, promotion, and other activities following product approval are also subject to regulation by numerous regulatory authorities in addition to the FDA, including, in the U.S., the Centers for Medicare & Medicaid Services, other divisions of the Department of Health and Human Services, the Drug Enforcement Administration, the Consumer Product Safety Commission, the Federal Trade Commission, and state and local governments. Sales, marketing and scientific/educational programs must also comply with the U.S. Medicare-Medicaid Anti-Fraud and Abuse Act and similar state laws. Pricing and rebate programs must comply with the Medicaid rebate requirements of the U.S. Omnibus Budget Reconciliation Act of 1990. If products are made available to authorized users of the Federal Supply Schedule of the General Services Administration, additional laws and requirements apply. The handling of any controlled substances must comply with the U.S. Controlled Substances Act and Controlled Substances Import and Export Act. Products must meet applicable child-resistant packaging requirements under the U.S. Poison Prevention Packaging Act. Manufacturing, sales, promotion and other activities are also potentially subject to federal and state consumer protection and unfair competition laws.

The distribution of pharmaceutical products is subject to additional requirements and regulations, including extensive record-keeping, licensing, storage and security requirements intended to prevent the unauthorized sale of pharmaceutical products.

The failure to comply with regulatory requirements subjects firms to possible legal or regulatory action. Depending on the circumstances, failure to meet applicable regulatory requirements can result in criminal prosecution, fines or other penalties, injunctions, recall or seizure of products, total or partial suspension of production, denial or withdrawal of product approvals, or refusal to allow a firm to enter into supply contracts, including government contracts. In addition, even if a firm complies with FDA and other requirements, new information regarding the safety or effectiveness of a product could lead the FDA to modify or withdraw a product approval. Prohibitions or restrictions on sales or withdrawal of future products marketed by us could materially affect our business in an adverse way.

Changes in regulations or statutes or the interpretation of existing regulations could impact our business in the future by requiring, for example: (i) changes to our manufacturing arrangements; (ii) additions or modifications to product labeling; (iii) the recall or discontinuation of our products; or (iv) additional record-keeping requirements. If any such changes were to be imposed, they could adversely affect the operation of

our business.

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### ***Patents and Proprietary Technology***

Our success depends in part on our ability to obtain and maintain intellectual property protection for our drug candidates, technology and know-how, and to operate without infringing the proprietary rights of others. We seek to protect our chemical compounds and technologies by, among other methods, filing U.S. and foreign patent applications related to our proprietary technology, inventions and improvements that are important to the development of our business. We also rely on trade secrets, know-how, continuing technological innovation and in-licensing opportunities to develop and maintain our proprietary position. We, or our licensors, file patent applications directed to our key drug candidates in an effort to establish intellectual property positions regarding new chemical entities relating to our product candidates as well as uses of new chemical entities in the treatment of diseases. Our patenting strategy encompasses pursuing patents for compositions, formulations, indications/uses and combinations with other drugs. Amarin has filed six patents in an effort to protect the intellectual property developed during the AMR101 cardiovascular program.

We believe that patent protection of our technologies, processes and products is important to our future operations. The success of our products may depend, in part, upon our ability to obtain strong patent protection. There can however be no assurance that:

any additional patents will be issued for AMR101 or any other or future products in any or all appropriate jurisdictions;

any patents that we or our licensees may obtain will not be successfully challenged in the future;

our technologies, processes or products will not infringe upon the patents of third parties; or

the scope of any patents will be sufficient to prevent third parties from developing similar products.

Our strategy is to file patent applications where we think it is appropriate to protect and preserve the proprietary technology and inventions considered significant to our business. We have patents covering our various compounds and their uses. These include filed and granted composition and use patents for the method of treating a number of CNS and cardiovascular disorders with highly pure forms of EPA and composition of matter patents relating to potential second generation technology platforms. We will also rely upon trade secrets and know-how to retain our competitive position. When deemed appropriate, we intend to vigorously enforce our patent protection and intellectual property rights. We will file patent applications either on a country-by-country basis or by using the European or international patent cooperation treaty systems.

We may be dependent in some cases upon third party licensors to pursue filing, prosecution and maintenance of patent rights or applications owned or controlled by those parties. It is possible that third parties will obtain patents or other proprietary rights that might be necessary or useful to us. In cases where third parties are first to invent a particular product or technology, or first to file in the U.S., it is possible that those parties will obtain patents that will be sufficiently broad so as to prevent us from utilizing such technology. In addition, we may use unpatented proprietary technology, in which case there would be no assurance that others would not develop similar technology. See Item 3 Key Information Risk Factors We will be dependent on patents, proprietary rights and confidentiality, and Potential technological changes in our field of business create considerable uncertainty .

### ***Patent Term Restoration and Marketing Exclusivity***

Depending upon the timing, duration and specifics of FDA approval of the use of AMR101, some of our U.S. patents may be eligible for a limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch-Waxman Amendments. The Hatch-Waxman Amendments permit a patent restoration term of up to five years as compensation for patent term lost during product development and the FDA regulatory review process. However, patent term restoration cannot extend the remaining term of a patent beyond a total of 14 years from the product's approval date. The patent term restoration period is generally one-half the time between the effective date of an IND and the submission date of an NDA, plus the time between the submission date of an NDA and the approval of that application. Only one patent applicable to an approved drug is eligible for the extension and the extension must be applied for prior to expiration of the patent. The United States Patent and Trademark Office, in consultation with the FDA, reviews and approves the applications for any patent term extension or restoration. In the future, we intend to apply for restorations of patent term for some of our currently owned or licensed patents to add patent life beyond their current expiration date, depending on the expected length of clinical trials and other factors involved in the

filing of the relevant NDA.

Market-exclusivity provisions under the FDCA also can delay the submission or the approval of certain applications. The FDCA provides a five-year period of non-patent marketing exclusivity within the United States to the first applicant to gain approval of an NDA for a new chemical entity. A drug is a new chemical entity if the FDA has not previously approved any other new drug containing the same active moiety, which is the molecule or ion responsible for the action of the drug substance. During the exclusivity period, the FDA may not accept for review an abbreviated new drug application, or ANDA, or a 505(b)(2) NDA submitted



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by another company for another version of such drug where the applicant does not own or have a legal right of reference to all the data required for approval. However, an application may be submitted after four years if it contains a certification of patent invalidity or non-infringement. The FDCA also provides three years of marketing exclusivity for an NDA, 505(b)(2) NDA or supplement to an existing NDA if new clinical investigations, other than bioavailability studies, that were conducted or sponsored by the applicant are deemed by FDA to be essential to the approval of the application, for example, for new indications, dosages, or strengths of an existing drug. This three-year exclusivity covers only the conditions associated with the new clinical investigations and does not prohibit the FDA from approving ANDAs for drugs containing the original active agent. Five-year and three-year exclusivity will not delay the submission or approval of a full NDA; however, an applicant submitting a full NDA would be required to conduct or obtain a right of reference to all of the preclinical studies and adequate and well-controlled clinical trials necessary to demonstrate safety and effectiveness.

We intend to pursue both patent extensions and exclusivity as described above, although there can be no assurance that we will be successful.

Pediatric exclusivity is another type of exclusivity in the United States. Pediatric exclusivity, if granted, provides an additional six months to an existing exclusivity or a statutory delay in approval resulting from a patent certification. This six-month exclusivity, which runs from the end of other exclusivity protections or patent delay, may be granted based on the voluntary completion of a pediatric study in accordance with an FDA-issued Written Request for such a study. If market exclusivity, as described above, is successful, we will consider pursuing pediatric exclusivity, although there can be no assurance that we will be successful.

**Employees**

As of December 31, 2009 we had 20 employees. All of our employees are engaged in administration, finance, clinical, regulatory and business development functions. We believe our relations with our employees are good.

**C. Organizational Structure**

At December 31, 2009, we had the following subsidiaries:

<b>Subsidiary Name</b>	<b>Country of Incorporation or Registration</b>	<b>Proportion of Ownership Interest and Voting Power Held</b>
Amarin Pharmaceuticals Ireland Limited	Ireland	100%
Amarin Pharma Inc	United States	100%
Amarin Neuroscience Limited	Scotland	100%
Ester Neurosciences Limited	Israel	100%
Amarin Finance Limited	Bermuda	100%

As of the date of this annual report, our principal operating activities were being conducted by the Parent Company, Amarin Corporation plc, together with Amarin Pharmaceuticals Ireland Limited and Amarin Pharma Inc., with little to no activity being conducted by Amarin Neuroscience Limited, Ester Neurosciences Limited or Amarin Finance Limited.

**D. Property, Plant and Equipment**

The following table lists the location, use and ownership interest of our principal properties as of May 31, 2010:

<b>Location</b>	<b>Use</b>	<b>Ownership</b>	<b>Size (sq. ft.)</b>
Dublin, Ireland	Offices	Leased	3,251
Mystic, Connecticut, USA	Offices	Leased	4,075
Ely, Cambridgeshire, England			
Ground Floor	Offices	Leased and sublet	7,135
First Floor	Offices	Leased and sublet	2,800
Godmanchester, Cambridgeshire, England	Offices	Leased and sublet	7,000

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On November 1, 2008, we leased 2,725 square feet of office space at 12 Roosevelt Avenue, Mystic, Connecticut, USA. On March 4, 2010, we leased an additional 1,350 square feet at 12 Roosevelt Avenue. Both leases expire on October 31, 2011.

In January 2007 we leased 3,251 square feet of office space located at 1st Floor, Block 3, The Oval, Shelbourne Road, Dublin 4, Ireland. This lease expires December 2026, however, it may be terminated on January 22, 2012 with twelve months written notice. In June 2010 we sublet a portion of this office space. The sublease may be cancelled upon 30 days written notice.

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Our lease for office space in Ely, Cambridgeshire expired in February 2010. Our lease for 2,830 square feet of office space at 7 Curzon Street, London, Mayfair expired in March 2010. We have no manufacturing capacity at any of the above properties. We believe our existing facilities are adequate for our current needs and that additional space will be available in the future on commercially reasonable terms as needed.

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**Table of Contents****Item 4A Unresolved Staff Comments**

None.

**Item 5 Operating and Financial Review and Prospects****A. Operating Results**

*The following discussion of operating results should be read in conjunction with our selected financial information set forth in Part I, Item 3 Key Information Selected Financial Data and our consolidated financial statements and related notes thereto beginning on page F-1 of this annual report.*

*Overview*

We are a clinical-stage biopharmaceutical company focused on developing improved treatments for cardiovascular disease. Our cardiovascular disease programs are designed to take advantage of our expertise in the field of lipid science and the known therapeutic benefits of essential fatty acids in addressing cardiovascular disease. We are currently focusing our efforts on our lead product candidate, AMR101, a prescription grade Omega-3 fatty acid, comprising not less than 96% ultra pure ethyl ester of eicosapentaenoic acid (ethyl-EPA).

AMR101 is currently being studied in two Phase III clinical trials. The first trial, the MARINE trial (also known as Study 16), is a multi-center, placebo-controlled, randomized, double-blind, 12-week study to evaluate the efficacy and safety of 2 grams and 4 grams of AMR101 in patients classified as having very high triglyceride levels (defined as levels  $\geq 500$  mg/dl). The second trial, the ANCHOR trial (also known as Study 17), is a multi-center, placebo-controlled, randomized, double-blind, 12-week study to evaluate the efficacy and safety of 2 grams and 4 grams of AMR101 in patients with elevated triglyceride levels (defined as levels  $\geq 200$  mg/dl and  $< 500$  mg/dl) on stable dose of statin therapy. The triglyceride levels being studied in the MARINE trial and the ANCHOR trial reflect stratifications of hypertriglyceridemia. Both of these Phase III clinical trials are conducted under Special Protocol Assessment, or SPA, agreements with the U.S. Food and Drug Administration, or FDA.

We hope to use the results of the ANCHOR trial as the basis for potentially broadening the label for AMR101 beyond treatment for very high triglycerides to include treatment for high triglycerides in patients with mixed dyslipidemia.

We began enrolling patients in both the MARINE and ANCHOR trials in December 2009. Once enrolled, patients undergo a six to eight week washout period and patients that are not excluded during this period are then randomized to one of three study arms for the 12-week treatment period. As of June 16, 2010 we had randomized approximately 200 of the 240 patients required in the MARINE trial and approximately 285 of the 650 patients required in the ANCHOR trial. Randomization in the MARINE trial has progressed faster than originally expected, although for each study there can be no guarantee that enrollment rates and/or randomization rates will continue at this pace. We anticipate that any cost savings from the MARINE trial will be applied to further advancing the ANCHOR trial, including potentially adding more clinical sites to the ANCHOR trial, including potentially adding sites located outside the United States.

We currently anticipate reporting top-line results from both the ANCHOR and MARINE trials in 2011 and, subject to achieving favorable results from these studies, submitting an NDA for AMR101 in 2012. Based on current projections, we expect to be able to report top-line results from the MARINE trial independent of a similar report from the ANCHOR trial.

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. We expect that our current financial resources are sufficient to finance our planned operations through the filing of an NDA for AMR101 seeking approval for the indication being studied in the MARINE trial with reference in the label to treatment of high triglyceride levels in statin-treated patients who have mixed dyslipidemia as studied in the ANCHOR trial. In order to obtain a separate indication for AMR101 based on the ANCHOR trial results, the FDA requires that we have a clinical Outcomes study substantially underway at the time of the NDA filing. 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.

*Financial Operations Overview*

*Historical Perspective.* Throughout 2007 and much of 2008, management embarked upon a program of broadening our product development pipeline, including an analysis of data from a Phase III trial for AMR101 in Huntington's disease. Leveraging our proprietary expertise and intellectual property in lipid science, we also launched a cardiovascular initiative, in particular, triglyceride lowering and the treatment of dyslipidemia. Our pipeline was further expanded through the acquisition of Ester Neurosciences (Ester), and their lead product candidate, EN101, an AChE-R mRNA inhibitor for the treatment of myasthenia gravis, a debilitating neuromuscular disease.

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During 2007, data received from two Phase III trials showed no statistically significant difference between AMR101 for Huntington's disease and placebo, with regard to the primary and secondary endpoints. As a result, all intangible assets for AMR101 for Huntington's disease were written off during 2007 and further development was terminated. Subsequently, management evaluated the remaining existing development programs and decided to focus resources on the most promising candidate, AMR101 for lowering triglycerides and the treatment of dyslipidemia. As a result of this corporate realignment, significant operational and strategic changes were made during 2009.

In October 2009 a private placement of common stock resulted in gross proceeds to the Group of \$70.0 million. These proceeds are being used primarily to fund two Phase III clinical trials for AMR101 for different indications. In connection with this transaction, changes were made in the composition of the Board of Directors and executive management, development was terminated for all other product candidates other than AMR101, impairment charges of \$21.4 million were incurred from the write-off of investments in programs other than AMR101, offices were closed and the workforce was substantially consolidated at our Mystic, CT research and development facility.

We have incurred significant operating losses to date and expect to continue to incur additional losses as we continue to develop AMR101. While we expect our direct operating costs to decrease versus prior periods, the costs associated with both our clinical trials and our clinical research organization will increase our overall research and development spending in 2010 and 2011 as we enroll patients in these trials and prepare an NDA for submission to the FDA.

We have funded our operations primarily through private and public placements of equity securities, equipment-backed financings and other debt financings. At March 31, 2010, we had approximately \$44.4 million in cash and cash equivalents. As of December 31, 2009, we had an accumulated deficit of \$263.0 million. For the years ended December 31, 2009 and 2008 we incurred net losses of \$59.3 million and \$20.0 million, respectively.

*Revenue.* We have not generated any revenue from the sale of our product candidates. We do not expect to generate significant revenue unless or until we obtain regulatory approval of, and commercialize our product candidates, or in-license additional products that generate revenue. We intend to seek to generate revenue from a combination of product sales, up-front fees and milestone payments in connection with collaborative or strategic relationships, and royalties resulting from the license of our intellectual property. We expect that any revenue we generate will fluctuate from quarter to quarter as a result of the nature, timing and amount of milestone payments we may receive from our collaborative or strategic relationships, as well as revenue we may receive upon the sale of our products, to the extent any are successfully commercialized.

*Research and development expenses.* Research and development expenses include costs incurred in connection with the discovery and development of drug candidates. These consist primarily of employee related costs, stock based compensation charges, expenses for facilities and third-party contract fees relating to research, formulation, manufacturing, preclinical studies and clinical trial activities. We charge all research and development costs to expense as incurred. We expect our research and development costs to be substantial and to increase as we advance our current product candidate through Phase III clinical trials and prepare an NDA submission. In particular, we anticipate that our research and development expenses will increase in 2010 as we initiate clinical sites and enrol patients in our MARINE and ANCHOR trials.

We have historically developed our product candidates in parallel, utilizing employee and infrastructure resources across multiple projects. Thus, some of our research and development expenses are not attributable to an individual project but have been allocated across clinical stage programs based on management estimates. These allocated expenses include employee costs, stock based compensation charges and expenses for consultants and clinical suppliers.

*General and administrative expenses.* General and administrative expenses primarily include employee costs, stock based compensation charges, expenses for facilities and legal and professional fees. Legal fees include the cost of pursuing patent protection for our intellectual property.

### *Ester Restatement for IFRS 2 and Impairment*

In December 2007 we purchased 100% of the outstanding share capital of Ester Neurosciences Limited ( Ester ). The purchase price consisted of (i) an upfront payment of \$5.2 million, (ii) \$10.0 million in common stock and (iii) a contingent common stock payment of \$5.0 million, based on the achievement of a performance milestone called Milestone Ia, described below. The achievement of Milestone Ia was considered probable and recognized as part of the initial investment. As Milestone Ia was an equity settled transaction, it was fair valued at the date of acquisition in accordance with IFRS 2, *Share-based payment: vesting conditions and cancellations*. The \$4.8 million fair value of the equity payment was included in equity as share based payment reserve and included in the corresponding total intangible asset value of \$19.9 million.

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In accordance with the Ester agreement, further consideration would become payable if the following milestones were achieved: (i) \$6 million payable in cash or shares (at Amarin's option) upon successful completion of a Phase II Myasthenia Gravis ( MG ) study to support commencement of a Phase III program in the U.S. ( Milestone Ib ) and (ii) \$6 million payable in cash upon successful completion of the U.S. Phase III clinical trial to support an NDA filing for MG in the U.S. ( Milestone II ).

The fair value of Milestone Ia was included within equity at December 31, 2008 and 2007 in share based payment reserve, in accordance with IFRS 2. On June 10, 2009 Amarin announced encouraging results from its Phase 2a study of EN101 in MG, the primary criteria required to achieve Milestone Ia.

The amendment to IFRS 2 clarifies the accounting treatment of vesting conditions and cancellations. Specifically, this arises in respect of the fair value attributable to the Milestone Ia and Ib equity-settled share-based payment component of the Ester agreement. Milestone Ia was previously accounted for under IFRS 2, the fair value of Milestone Ia was included in the statement of financial position and therefore, no retrospective adjustment is required. Under the amendment to IFRS 2, the achievement of Milestone Ib was determined to be a non-vesting condition. Non-vesting conditions are taken into account in measuring the grant date fair value of share based payments and there is no true-up for differences between expected and actual outcomes in subsequent periods.

Therefore, the application of this amendment resulted in the following retrospective adjustments to our consolidated statement of financial position at December 31, 2008:

Intangible assets increased by \$1.458 million;

Total assets increased by \$1.458 million;

Share based payment reserves increased by \$1.458 million;

Shareholder's equity increased by \$1.458 million; and,

Shareholder's equity and liabilities increased by \$1.458 million.

The application of the amendment to IFRS 2 has had no impact on our consolidated income statements or our calculation of basic and fully diluted earnings per share for the years ended December 31, 2009 and 2008.

In June 2009, Amarin amended the Ester acquisition agreement with Medica II Management L.P ( Medica ), the former shareholders of Ester, such that (i) Amarin agreed to seek a partner for EN101, (ii) Amarin is released from all research and development diligence obligations contained in the original agreement and (iii) all remaining payment obligations by Amarin will be made from income received from potential partners, if any. If Amarin fails to secure a partnering arrangement within 21 months from the amendment date, (period may be extended to 27/30 months) Amarin can either reassume its research and development diligence obligations contained in the original agreement (this option expires at the 27 month extension) or, at the request of Medica (the original owner of EN 101), transfer back in full its rights in the share capital of Ester. The amendment extinguishes in full the Group's obligation to settle Milestone Ia. In consideration of this amendment and waiver agreement, we issued 1,315,789 shares to the former Ester shareholders.

Under the amendment, in relation to Milestone Ib, Amarin has a contractual obligation to pay to Medica only to the extent monies received (if any) from a third party licensee or partner for EN101 up to a maximum of \$6,000,000. During 2009, this contractual obligation was fair valued at \$1,458,000 and accounted for as a financial liability under IAS 32. As the financial liability released Amarin from its equity-settled obligation, the cost of the release (the fair value of the liability) was deducted from equity.

At December 31, 2009, the intangible asset related to EN101 was deemed to be fully impaired. As a result, the full value of the intangible was written-off, and we recorded a charge of \$21.4 million for the period ended December 31, 2009. The financial liability associated with the Milestone Ib contractual obligation, fair valued at \$1,458,000, was also written-off.

*Results of Operations*

***Comparison of Fiscal Years Ended December 31, 2009 and December 31, 2008***

Revenue. We recorded no revenue in 2009 or 2008.



*Research and development expenses.* Research and development expenses for the year ended December 31, 2009 totalled \$17.8 million, versus \$13.0 million in the prior year period, an increase of \$4.8 million, or 36.9%. This increase in research and development expense was primarily due to higher costs in 2009 for our new AMR101 cardiovascular program, which includes costs associated with our two planned Phase III clinical trials, increases in Mystic, CT-based staffing to support these cardiovascular trials and clinical trial start-up costs incurred with Medpace, the clinical research organization (CRO) we engaged in late 2009 to help us set-up and manage the two trials. These cost increases were partially offset by reduced costs for our non-cardiovascular development programs which were discontinued during the fourth quarter of 2009. Stock compensation expense included within research and development totalled \$1.2 million and \$1.4 million for the years ended December 31, 2009 and 2008, respectively.

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*General and administrative expenses.* General and administrative expenses for the year ended December 31, 2009 totalled \$15.3 million, versus \$15.2 million in the prior year period. General and administrative expenses include stock and warrant compensation expense of \$3.7 million for the year ended December 31, 2009, versus \$3.2 million in the prior year period. General and administrative expenses in 2009 also include provisions for lease termination costs, severance and other reorganization costs associated with the relocation to Mystic, CT. We expect general and administrative costs in 2010 to be lower than in 2009 due primarily to reduced headcount and efficiencies from consolidating the majority of our operations into a single location.

*Impairment of exceptional assets.* With the decision in 2009 to cease development of all product candidates other than AMR101, we evaluated all development programs for impairment. As a result, we determined that the \$21.4 million investment balance for EN101, which had been acquired in connection with our acquisition of Ester in December 2007, was impaired. As a result, the full value of the intangible of \$21.4 million was written-off, and we recorded a net charge of \$19.9 million for the period ended December 31, 2009. The financial liability associated with EN101, fair valued at \$1,458,000, was also written-off.

*Finance and other income.* Finance and other income for the year ended December 31, 2009 was \$0.8 million versus \$9.6 million in the prior year period, a decrease of \$8.8 million, or 92%. The decrease was due primarily to a gain of \$9.3 million recorded in 2008 from a change in the fair value of a derivative liability. This derivative liability was recorded in conjunction with our December 2007 financing related to an option granting May 2008 investors the right to participate in a second financing tranche at a later date, under the same terms as the initial financing.

*Finance costs.* Finance costs for 2009 were \$8.2 million versus \$2.1 million for 2008, an increase of \$6.1 million. The increase was due primarily to \$3.9 million in amortization on our 2009 bridge loans and a \$3.8 million movement on the fair value of financial liabilities. Finance costs related to bridge loans resulted from the amortization of the difference between the fair value of the loans at the date of issue and their face value, since they were repaid in conjunction with our October 2009 private placement. The amortization is calculated using the effective interest rate based on the initial value of each of the bridge loans and their maturity date. These increases in finance costs were partially offset by lower costs in 2009 for notional interest and coupon interest cost for our convertible debentures, which were outstanding from December 31, 2007 to May 29, 2008, the date of redemption.

*Taxation.* A research and development tax credit of \$0.4 million was recognized in the year ended December 31, 2009 versus to \$0.7 million in the prior year period, a decrease of \$0.3 million, or 57%. Under U.K. tax law, qualifying companies can surrender part of their tax losses in return for a cash refund. It is the amount of such cash refunds which we recognize as tax credits. We anticipate that the amount we recognize as tax credits will decline in future years as the majority of our research and development spending is likely to be incurred for clinical trials being conducted outside of the U.K and not subject to a tax credit cash refund without offsetting profits.

***Comparison of Fiscal Years Ended December 31, 2008 and December 31, 2007***

*Revenue.* We recorded no revenue in 2008 or 2007.

*Research and development expenses.* Research and development expenses for the period ended December 31, 2008 were \$13.0 million, versus \$12.1 million in the prior year period, an increase of \$0.9 million, or 7.4%. The increase in research and development costs was due primarily to increased costs from the commencement of the AMR101 cardiovascular program, including costs for our new Mystic, CT location. Research and development expense for the period ended December 31, 2008 included \$1.4 million for stock related compensation expense, versus \$1.3 million in the prior year period.

*General and administrative expenses.* General and administrative expenses for the period ended December 31, 2008 were \$15.2 million versus \$19.8 million in the prior year period, a decrease of \$4.6 million, or 23.2%. This decrease was due primarily to our cost reduction program begun in early 2008 to reduce staffing levels, facility and consulting costs. General and administrative expenses the period ended December 31, 2008 included \$3.2 million for stock related compensation expense, versus \$3.7 million in the prior year period.

*Finance and other income.* Finance and other income for the period ended December 31, 2008 was \$9.6 million compared to \$2.3 million for 2007, an increase of \$7.3 million. The 2008 finance income comprises interest and similar income of \$0.4 million which was earned from cash balances held on deposit. We hold cash denominated in pounds sterling, U.S. Dollars and euro. In 2008, a gain of \$9.3 million was recorded due to a decrease in the fair value of derivative financial liabilities in connection with warrants issued in December 2007 and an option granted to May 2008 investors to participate in a future financing.

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*Finance costs.* Finance costs for 2008 were \$2.1 million compared to \$0.2 million for 2007, an increase of \$0.9 million. Finance costs in 2008 relate to a net foreign exchange gain on non-dollar cash balances.

*Taxation.* A research and development tax credit of \$0.7 million was recognized in the year ended December 31, 2008. An amount of \$0.8 million was also recognized in 2007. Under U.K. tax law, qualifying companies can surrender part of their tax losses in return for a cash refund. It is the amount of such cash refunds which we recognize as tax credits.

### *Critical Accounting Policies and Estimates*

Our consolidated financial statements have been prepared in accordance with IFRS as adopted by the E.U. and as issued by the IASB. The preparation of these financial statements requires us to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of our consolidated financial statements, as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are material differences between these estimates, judgments or assumptions and actual results, our financial statements will be affected.

While our significant accounting policies are described in more detail in note 2 of the Notes to our consolidated financial statements beginning on page F-1 of this annual report, we believe the following accounting policies to be critical to the judgments and estimates used in the preparation of our consolidated financial statements.

### ***Intangible assets and research and development expenditure***

#### *Acquired in-process research and development*

Acquired in-process research and development ( IPR&D ) is stated at cost less accumulated amortization and impairments. Acquired IPR&D arising on acquisitions is capitalized and amortized on a straight-line basis over its estimated useful economic life, which is the patent life of the intangible asset. The useful economic life commences upon generation of economic benefits relating to the acquired IPR&D.

Cost is defined as the amount of cash or cash equivalents paid, or the fair value of other consideration given. When IPR&D is acquired and the consideration is settled using the Group's equity instruments, the IPR&D is stated at fair value at the date of acquisition. In cases where the fair value of the IPR&D acquired cannot be measured reliably, the fair value capitalized at the date of acquisition is measured by reference to the fair value of the equity instruments granted as consideration. No IPR&D was capitalized as of December 31, 2009.

#### *Capitalization policy for internal in-process research and development*

Costs incurred on development projects (relating to the design and testing of new or improved products) are recognized as intangible assets when the following criteria are fulfilled: completing the asset so it will be available for use or sale is technically feasible; management intends to complete the intangible asset and use or sell it; an ability to use or sell the intangible asset; it can be demonstrated how the intangible asset will generate probable future economic benefits; adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and the expenditure attributable to the intangible asset during its development can be reliably measured. To date, development expenditures have not met the criteria for recognition of an internally generated intangible asset.

Intangible assets not yet available for use are not subject to amortization but are tested for impairment at least annually. An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Value in use is calculated by discounting the expected future cash flows obtainable as a result of the asset's continued use.

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### *Research and development expenditures*

Research and development expenditures not capitalized are expensed to our consolidated income statement as incurred. One of the largest areas of research and development costs incurred relates to clinical trials. When we conduct clinical trials, expenditures for such trials may be incurred over multiple years. Clinical trial costs are expensed to the income statement on a systematic basis over the estimated timeline of the trials to ensure the costs charged reflect the research and development activity performed. To date, all research and development costs, other than those related to clinical development contracts, have been expensed as incurred, as disclosed in note 7. See *Allocation of clinical trial costs to accounting periods* section below.

### *Carrying value and impairment of capitalized intangible assets*

Intangible assets are tested for impairment at least annually. An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Value in use is calculated by discounting the expected future cash flows obtainable as a result of the asset's continued use.

In December 2007 we purchased 100% of the outstanding share capital of Ester Neurosciences Limited (Ester). The purchase price consisted of (i) an upfront payment of \$5.2 million, (ii) \$10.0 million in common stock and (iii) a contingent common stock payment of \$5.0 million, based on the achievement of Milestone Ia. The achievement of Milestone Ia was considered probable and recognized as part of the initial investment. As Milestone Ia was an equity settled transaction, it was fair valued at the date of acquisition in accordance with IFRS 2, *Share-based payment: vesting conditions and cancellations*. The \$4.8 million fair value of the equity payment was included in equity as share based payment reserve and included in the corresponding total intangible asset value of \$19.9 million.

Under the terms of the Ester agreement, further consideration was payable if further milestones were achieved: (i) \$6 million payable in cash or shares (at Amarin's option) upon successful completion of a Phase II Myasthenia Gravis (MG) study to support commencement of a Phase III program in the U.S. (Milestone Ib) and (ii) \$6 million payable in cash upon successful completion of the U.S. Phase III clinical trial to support an NDA filing for MG in the U.S. (Milestone II).

The fair value of Milestone Ia was included within equity at December 31, 2008 and 2007 in share based payment reserve, in accordance with IFRS 2.

In June 2009, Amarin amended the Ester acquisition agreement with Medica II Management L.P (Medica), the former shareholders of Ester, such that (i) Amarin agreed to seek a partner for EN101, (ii) Amarin is released from all research and development diligence obligations contained in the original agreement and (iii) all remaining payment obligations by Amarin will be made from income received from potential partners, if any. At December 31, 2009 the Group assessed the development and commercialization opportunities for EN101 and determined that this asset had no future economic value. As such, the Group recorded an impairment charge of \$19.9 million and all associated assets were written down to zero at December 31, 2009.

### *Milestone and royalty payments*

Judgment is also required in assessing the cost to Amarin of achieving triggering events such as milestones and settlement of royalty commitments. For the purpose of calculating the cost of investment and R&D expenditure management use their judgment to assess the probability that milestones/royalty commitments will be achieved.

### *Share based payments*

The Group operates an equity-settled, share based payments plan and enters into transactions where the consideration is settled with shares. Management judgment is required in assessing the number of shares expected to vest, and the determination of the fair value of the awards.

### *Onerous lease*

The Group is party to a number of property leases. Where the Company vacates premises during the term of the lease, management judgment is required in assessing whether the lease can be successfully sub let or is onerous.

### *Allocation of clinical trial costs to accounting periods*

A significant portion of our clinical trial costs are associated with third-party contractors. We outsource a substantial portion of our clinical trial activities, utilizing external entities such as contract research organizations, independent clinical investigators and other third-party service providers to assist us with the execution of our clinical studies. For each clinical trial that we conduct, certain clinical trial costs are expensed immediately, while others are expensed over time based on the expected total number of patients in the trial, the rate at which patients enter the trial and the period over which clinical investigators or contract research organizations are expected to provide services.

Clinical activities which relate principally to clinical sites and other administrative functions to manage our clinical trials are performed primarily by contract research organizations ( CROs ). CROs typically perform most of the start-up activities for our trials, including document preparation, site identification, screening and preparation, pre-study visits, training and program management. These start-up costs usually occur within a few months after the contract has been executed and are event driven in nature. The remaining activities and related costs, such as patient monitoring and administration, generally occur ratably throughout the life of the individual contract or study.

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For clinical studies, where payments are made periodically on a milestone achievement basis, we accrue expense on a straight-line basis over the estimated life of the trial. The amount of clinical study expense recognized in a quarter should be broadly consistent over the life of the trial. During the course of a trial, we monitor the progress of the trial to determine if actual results differ from our estimates. Our estimates and assumptions for clinical expense recognition could differ significantly from our actual results, which could cause material increases or decreases in research and development expenses in future periods when the actual results become known. No material adjustments to our past clinical trial accrual estimates were made during the years ended December 31, 2009, 2008 or 2007.

### ***Foreign currency***

#### *Functional and presentation currencies*

Items included in the financial statements of each of our entities are measured using the currency of the primary economic environment in which the entity operates ( the functional currency ). The Consolidated Financial Statements are presented in US dollars, which is our functional and presentation currency. A percentage of our expenses, assets and liabilities are denominated in currencies other than our functional currency. Fluctuations in exchange rates may have a material adverse effect on our consolidated results of operations and could also result in exchange gains and losses. We cannot accurately predict the impact of future exchange rate fluctuations on our consolidated results of operations. We aim to reduce our foreign currency risk by holding cash balances in the currencies in which we expect to incur future cash outflows.

#### *Transactions and balances*

Transactions in foreign currencies are recorded at the average exchange rate prevailing in the month of the transaction. The resulting monetary assets and liabilities are translated into the appropriate functional currency at exchange rates prevailing at the balance sheet date and the resulting gains and losses are recognized in the income statement. Foreign exchange gains and losses resulting from the settlement of such transactions are recognized in the income statement.

### ***Consolidated companies***

Our results and financial position includes consolidation of our subsidiaries (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from our Parent Company s presentation currency are translated into the presentation currency as follows:

assets and liabilities for each balance sheet presented are translated at the closing rate at the balance sheet date;

income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

all resulting exchange differences are recognized as a separate component of equity.

We treat monetary items that are receivable or payable to a foreign operation as a net investment in the foreign operation as settlement is neither planned nor likely to occur in the foreseeable future. On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to equity. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the income statement as part of the gain or loss on sale.

Fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### *Carrying value of investment in subsidiaries*

The carrying value of the Group's investment in subsidiaries is tested when there is a triggering event. The Group uses the present value of future cash flows of their products to determine whether an impairment provision is required. These cash flows assume the Group's products will be approved by the FDA and/or EMEA and will be capable of generating revenues. Management judgment is required in forecasting the revenue potential of a successful product, the probability that the product can be developed and the ability to secure a partnering arrangement and in selecting an appropriate discount rate.

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### ***Derivative financial liabilities***

Issued financial liabilities, including components thereof, are classified as derivative financial liabilities where the substance of the contractual arrangement results in a present obligation to either deliver cash or another financial asset to the holder, to exchange financial instruments on terms that are potentially unfavorable or to satisfy the obligation otherwise than by the exchange of a fixed amount of cash or another financial asset for a fixed number of shares.

Derivative financial liabilities on initial recognition are recorded at fair value, being the fair value of consideration received. They are subsequently held at fair value, with gains and losses arising for changes in fair value recognized in the income statement at each period end. The fair value of derivative financial liabilities is determined using binomial valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. We derecognize the derivative financial liability and recognize a gain in the income statement when our contractual obligations are cancelled or expired. If we issue shares to discharge the liability, the derivative financial liability is derecognized and share premium is recognized on the issuance of those shares.

Where the options and warrants give rise to obligations to issue ordinary shares other than on the above basis, they are classified as financial liabilities on the balance sheet. Where these instruments meet the definition of derivatives, they are included at fair value on the balance sheet at each reporting year end with the resulting unrealized gains or losses being recorded in the income statement. In both situations, at settlement date the carrying value of the options and warrants are transferred to equity. The cash proceeds received from shareholders for additional shares are recorded in the share capital and share premium account.

### ***Taxation***

The Group is subject to income taxes in a number of jurisdictions. Provisions for tax liabilities require management to make judgments and estimates in relation to tax issues and exposures. Amounts provided are based on management's interpretation of country specific tax laws and the likelihood of settlement. Where the final outcome is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets require management judgment in determining the amount to be recognized. In particular, significant judgment is used when assessing the extent to which deferred tax assets should be recognized, with consideration given to the timing and level of future taxable income in the relevant jurisdiction.

### ***Impact of Inflation***

Although our operations are influenced by general economic trends, we do not believe that inflation had a material impact on our operations for the periods presented.

### ***B. Liquidity and Capital Resources***

As of December 31, 2009, we had approximately \$52.2 million in cash and cash equivalents versus \$14.2 million at December 31, 2008, an increase of \$38.0 million. We were debt free at both December 31, 2009 and December 31, 2008. Our cash has been invested primarily in US dollars, pounds sterling and euro denominated money market and checking accounts with financial institutions in the U.K., U.S., Ireland and Israel, predominately having a high credit standing. Due to current economic conditions the credit ratings of financial institutions have been extremely volatile. Management believes that the financial institutions where we hold our cash deposits are of a high and acceptable credit rating, given current economic conditions.

Our capital requirements relate primarily to clinical trials, employee infrastructure and working capital requirements. Historically, we have funded our cash requirements primarily through the public and private sales of equity and debt securities.

During 2009, operating activities used \$28.1 million in cash, investing activities generated \$0.8 million in cash and financing activities generated \$65.7 million in cash.

Cash outflows from operating activities were \$28.1 million for the year ended December 31, 2009 versus \$26.4 million for the prior year period.





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During 2009 cash outflows from operating activities primarily reflect funding a net loss of \$59.3 million, offset primarily by a \$21.4 million non-cash impairment charge for the EN101 intangible write-off, a \$7.2 million non-cash charge for a fair value loss on derivative financial liability and a \$3.8 million non-cash charge for share based compensation.

During 2008 cash outflows from operating activities primarily reflect funding a net loss of \$20.0 million, a \$9.3 million fair value gain on derivative financial liability and a \$4.0 million inflow from decreases in current liabilities, partially offset by a \$4.6 million non-cash charge for share-based compensation and a tax refund of \$1.5 million.

Cash inflows from investing activities were \$0.8 million for the year ended December 31, 2009 versus \$0.1 million for the prior year period. Cash inflows are primarily from interest income, 2009 cash inflows include \$0.7 million received from the sale of the Lorazepam intellectual property. We do not expect to incur significant capital expenditures in 2010.

Cash inflows from financing activities were \$65.7 million versus \$23.5 million in the prior year period. The increase was due primarily to the \$66.4 million net proceeds received under an October 2009 offering of ordinary shares, versus \$30.0 million received under an offering of ordinary shares in 2008.

We anticipate that the cash used for our operating activities will increase in 2010, reflecting capital commitments for our Phase III clinical trials with patient enrollment and costs anticipated to increase during 2010.

Based upon current business activities, we believe that we have sufficient cash to fund operations for at least the next 12 months from the date of this report. Furthermore, based on our current business plan, we forecast that we have sufficient capital resources to finance the MARINE and ANCHOR trials through the results of these studies and through the filing of an NDA for AMR101 seeking approval for the indication being studied in the MARINE trial with reference in the label to treatment of high triglyceride levels in statin-treated patients who have mixed dyslipidemia as studied in the ANCHOR trial. However, there can be no assurance that we will not encounter unexpected costs or delays.

In order to potentially obtain a second and broader indication for AMR101 based on the ANCHOR trial results, the FDA has requested that we have an outcome study substantially underway at the time of the NDA filing. If we elect to seek this separate indication in our initial NDA filing and commence an outcome study, we will need to seek additional financing, through a commercial partner or otherwise, to finance the study. An outcome study, if commenced, is anticipated to require multiple years to complete. The results of an outcome study are not required for FDA approval of the second and broader indication for AMR101, provided that the outcome study is substantially underway at the time of NDA submission, and an outcome study is not required for the indication being studied in the MARINE trial.

### ***Sources of Cash Inflows from Financing Activities***

On October 16, 2009, we completed a \$70.0 million private placement with both existing and new investors resulting in \$66.4 million in proceeds and an additional \$3.6 million from bridge notes converted in conjunction with the private placement. In consideration for the \$66.4 million in cash proceeds Amarin issued 66.4 million units, each unit consisting of (i) one ADS (representing one ordinary share) at purchase price of \$1.00 and (ii) a warrant with a five year term to purchase 0.5 of an ADS at an exercise price of \$1.50 per ADS. In consideration for the conversion of \$3.6 million of convertible bridge notes, Amarin issued 4.0 million units, each unit consisting of (i) one ADS (representing one ordinary share) at a purchase price of \$0.90 and (ii) a warrant with a five year term to purchase 0.5 of an ADS an exercise price of \$1.50 per ADS.

In June 2009 we completed a \$2.6 million private placement of 8% convertible bridge loans ( June 2009 bridge ) due August 2009, with certain existing investors including several current and former directors of the Group. In conjunction with the June 2009 bridge we issued 1,722,221 warrants with an exercise price of \$1.00. In July 2009, we completed a second private placement of \$3.0 million of 8% convertible bridge loans due September 30, 2009 (the July 2009 bridge ). In conjunction with the July 2009 bridge (i) \$0.1 million of the June 2009 bridge notes were repaid, (ii) the maturity date of the June 2009 bridge notes was extended to September 30, 2009, (iii) we cancelled and reissued 1,666,666 of the June 2009 warrants with an exercise price of \$1.00 and (iv) we issued an additional 1,388,884 warrants with an exercise price of \$1.00. In September 2009, the maturity date of the June and July 2009 bridge notes was extended to October 16, 2009. In conjunction with the October 2009 private placement, \$3.6 million of the \$5.5 million outstanding bridge loan notes were converted into 3,999,996 ordinary shares and new warrants were issued to purchase 1,999,996 ordinary shares at an exercise price of \$1.50. Accrued interest on these notes was repaid in cash. The holders of the remaining \$1.9 million convertible bridge loans elected to have their principal and accrued interest repaid in cash on this date.



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In June 2009, we amended the December 2007 Ester Neurosciences Limited ( Ester ) acquisition agreement such that (i) Amarin would seek a partner for EN101, (ii) Amarin was released from all research and development diligence obligations contained in the original agreement and (iii) all remaining payment obligations of Amarin would be paid only from income received from potential partners, if any. In consideration for the amendment we issued 1,315,789 ordinary shares to the former shareholders of Ester.

In May 2008 we announced a private placement of ordinary shares for up to \$60.0 million under two separate tranches. Under the first tranche completed on May 19, 2008, we received gross proceeds of \$30.0 million (\$26.3 million, net) and issued 13,043,479 ADSs (each representing one ordinary share) at a purchase price of \$2.30 per ADS. The option to invest the second tranche of \$30.0 million was cancelled in conjunction with the \$70.0 million October 2009 financing.

In conjunction with a registered direct offering in December 2007, we issued 1,629,090 ADSs (representing one ordinary share per ADS) at a purchase price of \$3.30, for gross proceeds of \$5.4 million. In conjunction with this offering we issued 1,043,703 warrants to purchase ordinary shares at an exercise price of \$4.80 per share. Per the warrant agreement, if at any time prior to December 6, 2009 we issue (i) ordinary shares, (ii) securities convertible into ADSs or ordinary shares, (iii) warrants to purchase ADSs or ordinary shares or (iv) options to purchase any of the foregoing, to a third party at a price that is less than, or converts at a price that is less than \$3.66, the warrant exercise price shall be adjusted to equal 130% of the new issue price. As a result of the issuance of ADSs in the May 2008 private placement at \$2.30 per ADS, the exercise price of these warrants were adjusted down to \$2.99 per share from their original grant price of \$4.80 per share. As a result of the issuance of ADSs in the October 2009 private placement at \$0.90 per ADS, the exercise price of these warrants was adjusted down again, to \$1.17 per share.

### ***C. Research and Development***

Amarin has in-house research and development capability and expertise, supplemented by retained external consultants. Costs classified as research and development are expensed as incurred, as are patent costs. The nature of our research and development expenses for the years ended December 31, 2009 and 2008 are disclosed above.

### ***D. Trend Information***

We currently have no product approved for sale. Our operations consist primarily of product development activities, the nature and trends of which are disclosed above. Until we are able to market a product or secure revenue from licensing sources, if ever, this trend is expected to continue. We refer users to Items 4B Business Overview, 5A Operating Results and 5B Liquidity and Capital Resources.

### ***E. Off Balance Sheet Arrangements***

As of December 31, 2009, we did not have any significant off-balance-sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K of the SEC.

We have entered into transactions involving contingent milestones see Note 32 Financial Commitments in the financial statements.

### ***F. Tabular Disclosure of Contractual Obligations***

The following table summarizes our payment obligations as of December 31, 2009. The operating lease obligations primarily represent rent payable on properties that we lease. Some of the properties leased by us have been sub-let and generate rental income. Purchase obligations relate to manufacturing contracts with a third party for the production of our products.

	Payment Due By Period (in \$000 s)						Thereafter
	Less than 1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Total	
Capital/finance leases	25	12	13				
Operating leases	1,597	685	505	154	132	121	
Purchase obligations	5,824	832	2,496	2,496			
Total	7,317	1,460	2,954	2,650	132	121	

The above table does not reflect our contract with Medpace, our clinical research organization, or CRO, for the conduct of our two registration trials for AMR101. Under that contract, we have initially expected to commit capital of approximately \$28.6 million to complete the two trials, of which approximately \$6.3 million was billed, \$4.7 million has been paid and \$1.6 million has been accrued as of December 31, 2009. We may incur some capital costs from time-to-time to support our office facilities. As we seek our current manufacturer, and potential supplemental manufacturers to expand production capability for AMR101, we may make capital commitments to support such expansion, particularly if such commitments further reduce the cost to us of the manufactured product.

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Under our 2004 share purchase agreement with Laxdale Limited, upon the attainment of specified development milestones, we will be required to issue additional ordinary shares to the selling shareholders or make cash payments (at the sole option of each of the selling shareholders) and we will be required to make royalty payments of 8-9% on certain future revenues of AMR101 booked by Amarin. This potential royalty consists of 7% payable to Scarista Limited, 0.5% payable to each of Dr. Malcolm Peet and Dr. Krishna Vaddadi and 1% payable to Dr. Mehar Manku (1% royalty to Dr. Manku is payable only on net sales up to £100 million; the royalty reduces to 0.5% for net sales between £100 million and £500 million; and the royalty reduces to 0.25% for sales in excess of £500 million). We believe that certain of these royalties may not apply to the sale of AMR101 outside of its originally intended neuroscience application. In the event that Amarin should re-commence development of the assets acquired from Laxdale, the final purchase price of Laxdale will be a function of the number of ordinary shares of Amarin issued at closing and actual direct acquisition costs, together with contingent consideration which may become payable, in the future, on the achievement of certain approval milestones. Upon receipt of marketing approval in the United States and Europe for the first indication of any product containing Amarin Neuroscience intellectual property, we must make an aggregate stock or cash payment (at the sole option of each of the sellers) of GBP 7.5 million for each of the two potential market approvals (i.e., GBP 15.0 million maximum). In addition, upon receipt of a marketing approval in the United States and Europe for any other product using Amarin Neuroscience intellectual property or for a different indication of a previously approved product, we must make an aggregate stock or cash payment (at the sole option of each of the sellers) of GBP 5.0 million for each of the two potential market approvals (i.e., GBP10.0 million maximum). The average buying rate as of June 16, 2010 was US\$1.48 per GBP.

We are no longer pursuing any indications other than AMR101 for cardiovascular applications.

### ***G. Safe Harbor***

#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INDUSTRY DATA**

This annual report contains forward-looking statements about our financial condition, results of operations, product candidates, clinical trials and business prospects. You can identify these statements by the fact that they use words such as will, anticipate, estimate, project, forecast, intend, plan, believe and other words and terms of similar meaning in connection with any discussion of future operating or financial performance or events.

Forward-looking statements are only current predictions and are subject to known and unknown risks, uncertainties and other factors that may cause our industry's actual results, performance or achievements to be materially different from those anticipated by such statements. Among the factors that could cause actual results to differ materially from those described or projected herein are the following:

The success of our research and development activities, in particular, the pace and results of our clinical trials;

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;

The success with which developed products may be commercialized, including licensing, manufacturing scale-up, launch, marketing and sale;

Competitive developments affecting our products under development;

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;

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

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

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

General changes in International Financial Reporting Standards ( IFRS ) as adopted by the European Union ( E.U. ) and as issued by the International Accounting Standards Board ( IASB );

Patent positions can be highly uncertain and patent disputes are not unusual. An adverse result in a patent dispute can hamper commercialization of products or negatively impact sales of future products or result in injunctive relief and payment of financial remedies;

Uncertainties of the U.S. Food and Drug Administration ( FDA ) approval process and the regulatory approval processes in other countries, including, without limitation, delays in approval of new products;

Difficulties in product development. Pharmaceutical product development is highly uncertain. Products that appear promising in development may fail to reach market for numerous reasons. They may be found to be ineffective or to have harmful side effects in clinical or pre-clinical testing, they may fail to receive the necessary regulatory approvals, they may turn out not to be economically feasible because of manufacturing costs or other factors or they may be precluded from commercialization by the proprietary rights of others;

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Growth in costs and expenses; and

The impact of acquisitions, divestitures, in and other unusual items.

Although we believe that the expectations reflected in the forward-looking statements contained in this annual report are reasonable, we cannot guarantee future results, performance, or achievements. Except as required by law, we are under no duty to update or revise any of such forward looking statements, whether as a result of new information, future events, or otherwise, after the date of this annual report.

Unless otherwise indicated, information contained in this annual report concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity, and market share, is based on information from independent industry analysts and third-party sources (including industry publications, surveys, and forecasts), our internal research, and management estimates. Management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from our internal research, and are based on assumptions made by us based on such data and our knowledge of such industry and markets, which we believe to be reasonable. None of the sources cited in this annual report have consented to the inclusion of any data from its reports, nor have we sought their consent. Our internal research has not been verified by any independent source, and we have not independently verified any third-party information. While we believe the market position, market opportunity, and market share information included in this annual report is generally reliable, such information is inherently imprecise. In addition, projections, assumptions, and estimates of our future performance and the future performance of the industries in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in Risk Factors in Part I, Item 1, Section D of this annual report. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties and by us.

**Item 6 Directors, Senior Management and Employees****A. Directors and Senior Management**

The following table sets forth certain information regarding our officers and directors as of December 31, 2009. The following table does not include the following Directors who resigned during 2009: Dr. John Climax, Dr. William Mason and Mr. Anthony Russell-Roberts. The table also does not include Mr. Joseph S. Zakrzewski, who was appointed as Executive Chairman on January 1, 2010 replacing Mr. Lynch, and Mr. Jan Van Heek, who was appointed to the board on February 2, 2010. A summary of the background and experience of each of the individuals listed below follows the table.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Thomas Lynch	53	Chairman
Dr. Joseph Anderson	50	Non-Executive Director
Dr. Lars Ekman	60	Non-Executive Director
Dr. Carl L. Gordon	45	Non-Executive Director
Dr. James I. Healy	45	Non-Executive Director
Dr. Manus Rogan	42	Non-Executive Director
Dr. Declan Doogan	57	Interim Chief Executive Officer
Dr. Paresh Soni	49	Senior Vice President and Head of Development
John Thero	49	Chief Financial Officer
Tom Maher	43	Interim General Counsel and Group Secretary
Conor Dalton	45	Vice President, Finance & Principal Accounting Officer

Mr. Thomas Lynch joined Amarin in January 2000 as Chairman of the Board. Between 1993 and 2004, Mr. Lynch was with Elan Corporation plc where he held a number of positions including Chief Financial Officer and Executive Vice Chairman. Mr. Lynch spearheaded Elan's transition from a drug delivery technology provider to a fully integrated pharmaceutical company, through a number of acquisitions, including Athena Neurosciences, Inc. The Athena acquisition brought Elan its programs in multiple sclerosis, autoimmune diseases and Alzheimer's disease. Mr. Lynch was also a founder of the specialty pharmaceutical company Warner Chilcott plc. Mr. Lynch is a board member of Icon plc, publicly traded company that provides outsourced development services to the pharmaceutical, biotechnology and medical device industries, and has been a board member of a number of other biotechnology and healthcare companies. Mr. Lynch resigned as Chairman on January 1, 2010 but continues to serve as a non-executive director.



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Dr. Joseph Anderson joined Amarin as a non-executive director in October 2009. Dr. Anderson is a Partner at Abingworth LLP, an international investment group dedicated to the life sciences and healthcare sectors. He leads private investments in public companies in the U.S. and Europe and manages open-market portfolios of small-cap public equities. He has more than 20 years experience as a

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Fund Manager and Analyst in the pharmaceutical and bioscience sectors. Dr. Anderson was previously at First State Investments in London, part of the Commonwealth Bank of Australia, where he was Head of Global Healthcare Equities and Portfolio Manager. Prior to this, he was a Pharmaceuticals Analyst at investment bank, Dresdner Kleinwort Benson. From 1990 – 1998, Dr. Anderson established and was Head of the Strategy Unit at the Wellcome Trust, one of the world's largest medical foundations. Dr. Anderson is currently a Director of Algeta ASA, a publicly quoted oncology company developing radiopharmaceuticals, Epigenomics Ag, a publicly quoted diagnostics company, and Abingworth BioEquities, an offshore investment fund. He has a PhD in Biochemistry.

Dr. Lars Ekman joined Amarin as a non-executive director in November 2008. He has more than 24 years experience in the pharmaceutical industry. Dr. Ekman is currently the Chief Executive Officer and an Executive Board Member of Cebix Inc. He was formerly Executive Vice President and President of Global Research and Development at Elan Corporation plc, where he is currently a director and chairs the Science and Technology Committee. Prior to joining Elan, he was Executive Vice President, Research and Development at Schwarz Pharma AG and was employed in a variety of senior scientific and clinical functions at Pharmacia, now Pfizer. In addition to Elan and Cebix, Inc., Dr. Ekman also sits on the Board of Directors of ARYx Therapeutics Inc., InterMune Inc., and Ocera Therapeutics. Dr. Ekman is a board certified surgeon with a Ph.D in experimental biology and has held several clinical and academic positions in both the United States and Europe. He obtained his Ph.D and M.D. from the University of Gothenburg, Sweden.

Carl L. Gordon, Ph. D., CFA, joined Amarin as a non-executive director in May 2008. Dr. Gordon is a founding General Partner and Co-Head of Private Equity of OrbiMed Advisors LLC. Dr. Gordon is active in both private equity and small-capitalization public equity investments. Dr. Gordon served on the Board of Directors of BioCryst Pharmaceuticals, Inc. from 2004 until 2007 and currently serves on the Board of Directors of the following private companies: Amnis Corporation, Acceleron Pharma, Sapphire Therapeutics, Complete Genomics, Inc., Pacira, Inc. and Singulex Inc. He was a senior biotechnology analyst at Mehta and Isaly from 1995 to 1997. He was a Fellow at The Rockefeller University from 1993 to 1995. Dr. Gordon received a Ph.D. in Molecular Biology from the Massachusetts Institute of Technology. His doctoral work involved studies of protein folding and assembly. He received a Bachelor's degree from Harvard College.

James I. Healy, M.D., Ph.D., joined Amarin as a non-executive director in May 2008. Dr. Healy joined Sofinnova Ventures as a General Partner in 2000. Dr. Healy was a founding investor and board member of Collective (acquired by MedImmune), CoTherix (acquired by Actelion), Novacea, and Intermune. He also serves on the boards of directors of several private companies. In the pharmaceutical industry, Dr. Healy held positions at Bayer Pharmaceuticals (Miles) and ISTA Pharmaceuticals prior to its initial public offering. He began his private equity career at Sanderling Ventures. Dr. Healy earned B.A.s in Molecular Biology and Scandinavian Studies from the University of California at Berkeley, where he graduated with Distinction in General Scholarship, Honors, and received a Departmental Citation. He received his M.D. from Stanford University's School of Medicine through the Medical Scientist Training Program, and earned his Ph.D. in Immunology from Stanford University, where he was a Beckman Scholar and received a bursary award from the Novartis Foundation. Dr. Healy teaches a course on entrepreneurship at Stanford University, and is an active member of the BIO-NVCA Working Group. Dr. Healy serves on the Board of Directors of Anthera Pharmaceuticals, Inc., InterMune, Inc. and Movetis as well as the following private companies: Cebix Inc., Hyperion Therapeutics; InteKrin Therapeutics, Inc.; KaloBios Pharmaceuticals, Inc.; Sorbent Therapeutics; PregLem; and Durata Therapeutics.

Dr. Manus Rogan joined Amarin as a non-executive director in October 2009. Dr. Rogan is a Co-founder and Managing Partner at Fountain Healthcare Partners. He began his career in product development at GlaxoSmithKline in the UK. He completed an MBA at Trinity College Dublin in 1996 and joined Elan Corporation's business development group shortly thereafter. For four years he was responsible for licensing Elan's products and drug delivery technologies in Europe and Japan. In 2001, Dr. Rogan joined Elan's corporate VC group in the U.S. where he was involved in the sourcing, screening and management of investments in private and public biotechnology companies. In his seven years at Elan, Dr. Rogan concluded over twenty-five investment and technology licensing transactions involving companies in the U.S., Europe and Japan. Dr. Rogan serves on the Board of Directors of Opsona Therapeutics Ltd. He has a PhD in chemistry.

Dr. Declan Doogan joined us on April 10, 2007 as Head, Research and Development. Prior to joining us, Dr. Doogan was Senior Vice President and Head of Worldwide Development at Pfizer Global Research & Development. In recent years, he held a number of senior positions in Pfizer in the US and the UK. Dr. Doogan joined Pfizer in 1982, where he led the Zolofit clinical development program. He held positions in the UK and in Japan, where he was initially Medical Director and later head of the Group's development organization. Dr. Doogan holds Visiting Professorships at Harvard, Glasgow and Kitasato University in Japan. In addition, Dr. Doogan holds a number of non-executive directorships, including Sosei Corporation. Dr. Doogan received his medical degree from Glasgow University in 1975. He is a Fellow of the Royal College of Physicians of Glasgow and the Faculty of Pharmaceutical Medicine in the U.K. In October 2009, Dr. Doogan was appointed Interim Chief Executive Officer of Amarin.

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Dr. Paresh Soni joined Amarin in September 2008 as Senior VP and Head of Development. Dr. Soni joined Amarin from Pfizer where he held a number of leadership roles in Pfizer Global Research and Development in both experimental medicine and late stage development. Dr. Soni, a board-certified internist and gastroenterologist, completed his medical and specialist training at the University of Natal in South Africa before completing a research fellowship at the Division of Hepatology, Royal Free Hospital School of Medicine, London, where he also completed a PhD. Dr. Soni is a member of the American Gastroenterology Association (AGA) and American Association for the Study of Liver Diseases (AASLD). At Amarin, he has responsibility for clinical and non-clinical development functions.

Mr. John Thero joined Amarin in November 2009 as Chief Financial Officer. Mr. Thero has more than 20 years of senior financial and operational management experience including over 15 years supporting the growth of life science companies. Previously, Mr. Thero was Chief Financial Officer at ViaCell, Inc., where he helped guide the company to its successful sale, and Abiomed, Inc., during its transition from a development-stage company into a commercial entity. Mr. Thero began his professional career at Arthur Andersen LLP, during which time he became a Certified Public Accountant.

Mr. Tom Maher was appointed General Counsel and Group Secretary in February 2006, having commenced working with the Group on a part-time basis in July 2005. Mr. Maher was previously a partner at Matheson Ormsby Prentice Solicitors, Dublin. Prior to Matheson Ormsby Prentice, Mr. Maher worked at Elan Corporation plc where he held the position of Vice President of Legal Affairs. Mr. Maher commenced his legal career at A&L Goodbody Solicitors, Dublin. He holds a law degree from Trinity College Dublin and is an Irish qualified solicitor. At December 31, 2009 Mr. Maher held the title of Interim General Counsel and Group Secretary. On January 29, 2010 Mr. Maher resigned as Interim General Counsel.

Mr. Conor Dalton was appointed Vice-President, Finance in May 2005. Prior to joining Amarin, Mr. Dalton spent approximately eight years with Elan Corporation, most recently as Director of Finance. Mr. Dalton is a fellow of the Association of Chartered Certified Accountants. On January 29, 2010 Mr. Dalton resigned as Principal Accounting Officer.

Mr. Joseph S. Zakrzewski was appointed as Executive Chairmen of our Board of Directors effective January 1, 2010. From May 2007 until May 2010, Mr. Zakrzewski served as the president and Chief Executive Officer of Xcellerex Incorporated. From 2005 to 2007, Mr. Zakrzewski served as the Chief Operating Officer of Reliant Pharmaceuticals. From 1988 to 2005, Mr. Zakrzewski served in a variety of positions at Eli Lilly and Company, including as Vice President, Corporate Business Development from 2003 to 2005. Mr. Zakrzewski also serves as a member of the Board of Directors of Insulet Corporation and Rapid Micro and is Chairman of the Boards of Directors of Xcellerex Incorporated, Promedior Inc. and Zelos Therapeutics. Mr. Zakrzewski served as a member of the Board of Directors of Arius Research, Inc. from May 2007 until May 2008 and DOV Pharmaceuticals, Inc. from May 2007 until November 2009. Mr. Zakrzewski earned a Bachelor of Science in Chemical Engineering and a Masters degree in Biochemical Engineering from Drexel University, as well as a Master of Business Administration from Indiana University.

Mr. Jan van Heek joined Amarin as a non-executive director effective February 2, 2010. He is currently a Principal and Partner at BioPoint Group, where he advises biotechnology and other healthcare companies in commercial strategy development, financing and business development. Prior to establishing BioPoint, Mr. van Heek spent more than 18 years at Genzyme Corporation, most recently as an Executive Vice President and Senior Advisor to the CEO and senior management team. Mr. van Heek is currently a board member of PanGenetics BV in the Netherlands and was a board member of and Chairman of the Audit Committee of ViaCell Corporation, a US public company, from 2002 until it was sold to Perkin Elmer Corporation in 2007. He received an M.B.A. from St. Gallen University, Switzerland and an executive degree from Stanford Business School, California.

***Management Rights Deed of Agreement***

Amarin entered into an agreement with various participants in the October 2009 private placement under which investment funds affiliated with Orbimed Advisors LLC, Sofinnova Ventures, Fountain Healthcare Partners and Abingworth LLP have the ability to designate persons for Amarin to nominate to its Board of Directors and the other participants have given these investment funds a proxy to vote their securities in favor of these nominees. Amarin has agreed to nominate one (1) designee of investment funds affiliated with each of Orbimed Advisors LLC, Sofinnova Ventures and Fountain Healthcare Partners to its Board of Directors for so long as such funds beneficially own at least fifty percent (50%) of the ADSs it purchased in the October 2009 private placement. Dr. Carl L. Gordon, Dr. James I. Healy and Dr. Manus Rogan were respectively designated by these investment funds pursuant to this arrangement. Investment funds affiliated with Orbimed Advisors LLC, Sofinnova Ventures and Fountain Healthcare Partners also have the right to designate two (2) additional independent directors for Amarin to nominate to its Board of Directors for so long as these funds collectively own at least twenty-five percent (25%) of Amarin's outstanding voting securities. In addition, Amarin has agreed to nominate one (1) designee of investment funds affiliated with Abingworth LLP to its Board of Directors for so long as such funds beneficially own at least five percent (5%) of Amarin's outstanding voting securities. Dr. Joseph Anderson was designated by investment funds affiliated with Abingworth LLP under this arrangement.

There is no family relationship between any director or executive officer and any other director or executive officer.

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At a meeting of the Board of Directors held on April 20, 2010, the compensation for Directors was modified. Directors who are not officers or employees receive \$30,000 per annum (formerly £25,000) and the Chairman of the Board receives \$150,000 per annum (formerly £40,000). Members of the Group's Audit Committee, Remuneration Committee and Nominating and Corporate Governance Committee each receive an incremental amount of \$6,000, \$5,000 and \$3,000, respectively (formerly nil). The Chairs of the Group's Audit Committee, Remuneration Committee and Nominating and Corporate Governance Committee each receive a further incremental amount of \$17,500 (formerly £40,000), \$10,000 (formerly £40,000) and \$7,500 (formerly nil), respectively. Such annual amounts are to be paid in equal installments made in arrears within thirty days of the end of each calendar quarter.

In addition, Board members may be granted options to acquire ordinary shares for their service as non-executive members of the Board of Directors as the Remuneration Committee of the Board of Directors may from time to time determine. At a meeting of the Remuneration Committee of the Board of Directors held on February 10, 2010, pursuant to and in accordance with the Amarin Corporation plc 2002 Stock Option Plan, as amended, stock options were granted to purchase an aggregate of 600,000 of the Group's ordinary shares to the directors listed below. Such options were granted as of February 10, 2010 to become exercisable, subject to each recipient's continued service to the Group as a Director, ratably in four equal installments commencing on February 10, 2011. The options have an exercise price equal to the closing price of the Group's ADS's on the NASDAQ Capital Market on February 10, 2011 (\$1.03), which the Committee has determined is the fair value of one ordinary share of the Group's stock as of that date; and that, for recipients subject to U.S. taxation, such options shall constitute non-qualified stock options under the U.S. Internal Revenue Code of 1986, as amended. The options were granted to:

Joseph Anderson	120,000
Lars Ekman	120,000
James Healy	120,000
Carl Gordon	120,000
Manus Rogan	120,000
Jan van Heek	120,000
<b>Total</b>	<b>720,000</b>

For the year ended December 31, 2009, all of our directors and senior management as a group received total compensation of \$2,950,000 and in addition, directors and senior management were issued options to purchase a total of 2,980,000 ordinary shares. The ownership of each director and officer is listed in the table below.

With the exception of Mr. Lynch, there are no sums set aside or accrued by us for pension, retirement or similar benefits for directors. We did make contributions to certain of our employees' and officers' pensions during the term of their employment with us. Compensation payable and benefits granted to our directors during the year ended December 31, 2009 are detailed below:

**Directors' detailed emoluments**

Name	Salary & fees \$000	Benefits in kind \$000	2009 Total \$000
Thomas Lynch (Chairman and former Chief Executive Officer) <sup>1</sup>	530	14	495
Dr. Joseph Anderson <sup>2</sup>	8		8
Dr. John Climax <sup>3</sup>	39		39
Dr. Lars Ekman	39		39
Dr. Carl L. Gordon	39		39
Dr. James I. Healy	39		39
Dr. William Mason <sup>3</sup>	102		102
Dr. Manus Rogan <sup>2</sup>	8		8
Mr. Anthony Russell-Roberts <sup>3</sup>	63		63
	<b>861</b>	<b>14</b>	<b>881</b>

Benefits in kind paid to former Chief Executive Officer include medical and life insurance. No expense allowances were provided to the directors during the year except in direct reimbursement of business expenses.

<sup>1</sup> Fees in respect of a Consultancy Agreement with Mr. Thomas Lynch. See Item 7B Related Party Transactions. This includes \$63,000 paid for consulting services. In addition, Mr. Lynch had pension contributions paid into his personal pension scheme or accrued by Amarin of \$49,000. This does not include \$669,000 for the fair value of warrants granted to Mr. Lynch in October 2009.

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<sup>2</sup> Appointed as a Director October 16, 2009.

<sup>3</sup> Resigned as a Director October 16, 2009.

*The Amarin Corporation plc 2002 Stock Option Plan*

The Amarin Corporation plc 2002 Stock Option Plan became effective on January 1, 2002. The term of the plan is ten years, and no award shall be granted under the plan after January 1, 2012. The plan is administered by the remuneration committee of our Board of Directors. As amended by a vote of the shareholders on December 21, 2009, a maximum of 10,000,000 ordinary shares may be issued under the plan. Directors, employees, officers, consultants and independent contractors are eligible persons under the plan. The remuneration committee may grant options to eligible persons. In determining which eligible persons may receive an award of options and become participants in the plan, as well as the terms of any option award, the remuneration committee may take into account the nature of the services rendered to us by the eligible persons, their present and potential contributions to our success or such other factors as the remuneration committee, at its discretion, shall deem relevant.

Under the plan, only incentive stock options ( ISO s ) and non-qualified stock options ( NQSO s ) may be granted. ISO s are options intended to meet the requirements of Section 422 of the U.S. Internal Revenue Code of 1986, as amended. NQSO s are options which are not intended to be ISO s.

As a condition to the grant of an option award, we and the recipient shall execute an award agreement containing such restrictions, terms and conditions, if any, as the remuneration committee may require. Option awards are to be granted under the plan for no cash consideration or for such minimal cash consideration as may be required by law. The exercise price of options granted under the plan shall be determined by the remuneration committee; however the plan provides that the exercise price shall not be less than 100% of the fair market value, as defined under the plan, of an ordinary share on the date that the option is granted. The consideration to be paid for the shares under option shall be paid at the time that the shares are issued. The term of each option shall end ten years following the date on which it was granted. The remuneration committee may decide from time to time whether options granted under the plan may be exercised in whole or in part.

No option granted under the plan may be exercised until it has vested. The remuneration committee will specify the vesting schedule for each option when it is granted.

If a participant s continuous status as an employee or consultant, as defined under the plan, is terminated for cause then his or her options shall expire immediately. If such status is terminated due to death or permanent disability and if options held by the participant have vested and are exercisable, they shall remain exercisable for twelve months following the date of the participant s death or disability.

No option award, nor any right under an option award, may be transferred by a participant other than by will or by the laws of descent as specifically set out in the plan. Participants do not have any rights as a shareholder of record in us with respect to the Ordinary Shares issuable on the exercise of their options until a certificate representing such Ordinary Shares registered in the participant s name has been delivered to the participant.

The plan is governed by the laws of England.

***C. Board Practices***

***General***

No Director has a service contract providing for benefits upon the termination of service or employment.

Our Articles of Association stipulate that the minimum number of Directors shall be two and the maximum number shall be fifteen. At December 31, 2009 we had six Directors. Directors may be elected by the shareholders at a general meeting or appointed by the Board of Directors. If a Director is appointed by the Board of Directors, that Director must stand for election at our subsequent annual general meeting. At each annual general meeting, one-third of our Directors must retire and either stand, or not stand, for re-election. In determining which directors shall retire and stand, or not stand, for re-election, first, we include any Director who chooses to retire and not face re-election and second, we choose the Directors who have served as Directors for the longest period of time since their last election.

On June 1 and May 15, 2009, Dr. s Aguiar and Akkaraju resigned from the Board of Directors respectively. On October 16, 2009, Mr. Anthony Russell-Roberts and Drs. John Climax and William Mason resigned from the Board of Directors. On October 16, 2009, Drs. Joseph Anderson and Manus Rogan were appointed to the Board. On January 1, 2010 Mr. Joseph Zakrzewski was appointed to the board. On February 2, 2010, Mr. Jan Van Heek was appointed to the Board.





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At the annual general meeting for 2009, Drs. Lars Ekman, Manus Rogan and Joseph Anderson stood for election and Mr. Thomas Lynch and Dr. Healy retired by rotation. Each Director was re-elected. Assuming no further Directors choose to retire or resign and not stand for re-election at the annual general meeting in 2010, we would expect Mr. Joseph Zakrzewski, Mr. Van Heek, Mr. Thomas Lynch and Drs. Ekman and Gordon to retire and stand for re-election at the 2010 annual general meeting.

*Audit Committee*

The audit committee of the Board of Directors generally comprises at least three of our non-executive Directors and meets, as required, to review the scope of the audit and audit procedures, the format and content of the audited financial statements and the accounting principles applied in preparing the financial statements. The audit committee also reviews proposed changes in accounting policies, recommendations from the auditors regarding improving internal controls and the adequacy of resources within the accounting function.

As of December 31, 2009, the audit committee consisted of Dr. Manus Rogan and Dr. Lars Ekman. Both were appointed on November 2, 2009. Mr. Jan van Heek was appointed as a non-executive Director and Chairman and financial expert of the audit committee on February 2, 2010.

*Remuneration Committee*

The remuneration committee of the Board of Directors comprises at least three of our non-executive Directors. The remuneration committee's primary responsibility is to approve the level of remuneration for Executive Directors and key employees. It may also grant options under our share option schemes to employees and Executive Directors and must approve any service contracts for Executive Directors and key employees. Non-executive Directors' remuneration is determined by the full Board of Directors. As of December 31, 2009, the remuneration committee consisted of the following Directors: Dr. James I. Healy (appointed May 16, 2008), Dr. Manus Rogan (appointed November 2, 2009) and Dr. Joseph Anderson (appointed November 2, 2009).

**D. Employees**

The average numbers of employees employed by us during each of the past three financial years are detailed below:

<b>Employment Activity</b>	<b>Number of Employees 2009</b>	<b>Number of Employees 2008</b>	<b>Number of Employees 2007</b>
Marketing and Administration	13	17	17
Research and Development	13	10	8
<b>Total</b>	<b>26</b>	<b>27</b>	<b>25</b>

The average numbers of employees employed by us by geographical region for each of the last three financial years are set forth below:

<b>Country</b>	<b>Number of Employees 2009</b>	<b>Number of Employees 2008</b>	<b>Number of Employees 2007</b>
U.K.	5	11	11
Ireland	11	12	14
U.S.	10	4	
<b>Total</b>	<b>26</b>	<b>27</b>	<b>25</b>

**Table of Contents****E. Share Ownership**

The beneficial ownership of ordinary shares by, and options granted to, our Directors or Officers, including their spouses and children under eighteen years of age, as of December 31, 2009 are presented in the table below, based on 98,801,982 ordinary shares outstanding as of December 31, 2009:

Director/Officer	Note	Options/Warrants Outstanding to Acquire Number of Ordinary Shares	Date of Grant (dd/mm/yy)	Exercise Price per Ordinary Share	Ordinary Shares or ADS Equivalents Beneficially Owned	Percentage of Outstanding Share Capital(a)
J. Anderson	1 & 9	8,500,000	16/10/09	\$ 1.50	17,000,000	17.2%
J. Healy	2 & 9	3,500,000	16/10/09	\$ 1.50	10,586,958	10.7%
C. Gordon	3 & 9	3,500,000	16/10/09	\$ 1.50	10,260,872	10.4%
M. Rogan	4 & 9	2,500,000	16/10/09	\$ 1.50	5,217,391	5.3%
T.G. Lynch	5	20,792	21/12/05	\$ 14.30	1,350,683	1.4%
	6	1,248	01/06/07	\$ 7.20		
	7	30,303	06/12/07	\$ 1.17		
	8	138,888	31/07/09	\$ 1.00		
	9	138,888	16/10/09	\$ 1.50		
	10	500,000	16/10/09	\$ 1.50		
W. Mason	12	1,500	06/11/02	\$ 31.00		
	12&16	2,500	21/07/04	\$ 8.40		
	12&16	2,000	11/01/06	\$ 13.50		
	12&13	2,000	08/12/06	\$ 4.40		
	20	40,000	16/10/09	\$ 1.64		
A. Russell-Roberts	12	1,000	07/04/00	\$ 30.00	235	
	12	1,000	19/02/01	\$ 61.20		
	12	1,500	23/01/02	\$ 176.50		
	12	1,500	06/11/02	\$ 31.00		
	12	2,500	21/07/04	\$ 8.40		
	12	2,000	11/01/06	\$ 13.50		
	12&13	2,000	08/12/06	\$ 4.40		
	20	50,000	16/10/09	\$ 1.64		
J. Climax	7	22,698	21/12/05	\$ 14.30	3,687,977	3.7%
	12	2,000	27/01/06	\$ 27.20		
	12	2,000	20/03/06	\$ 32.60		
	12&13	2,000	08/12/06	\$ 4.40		
	17	3,327	01/06/07	\$ 7.20		
	18	136,363	06/12/07	\$ 2.99		
	20	20,000	16/10/09	\$ 1.64		
J. Zakrzewski	21	1,170,000	21/12/09	\$ 1.35		
A. Cooke	19	37,500	07/07/04	\$ 8.50	27,021	
	19	20,000	10/06/05	\$ 13.00		
	5	1,559	21/12/05	\$ 14.30		
	19	20,000	16/01/06	\$ 19.50		
	19&13	67,500	08/12/06	\$ 4.40		
	19	400,000	20/05/08	\$ 2.60		
	10	247,050	16/10/09	\$ 1.50		
J. Thero	11	900,000	21/12/09	\$ 1.35		
D. Doogan	12	65,000	09/04/07	\$ 4.40		
	12	400,000	20/05/08	\$ 2.60		
	21	1,170,000	21/12/09	\$ 1.35		
T. Maher	12	32,500	02/12/05	\$ 11.60	1,980	

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	14	693	21/12/05	\$	14.30
	12&13	35,000	08/12/06	\$	4.40
	12	15,000	02/08/07	\$	4.40
	12	15,000	28/08/07	\$	4.60
	12	280,000	20/05/08	\$	2.60
	10	156,955	10/12/09	\$	1.50
C. Dalton	12	10,000	28/06/05	\$	10.90
	12	5,000	12/01/06	\$	15.30
	12&13	20,000	08/12/06	\$	4.40
	12	50,000	20/05/08	\$	2.60
P. Soni	12	100,000	01/09/08	\$	1.43
	11	800,000	21/12/09	\$	1.35

**Notes:**

- (1) These shares and warrants have been issued to Abingworth Bioventures V L.P., Abingworth Bioventures V Co-Invest Growth Equity Fund LP and Abingworth Bioequities Master Fund Limited, the management company of which Dr. Joseph Anderson is a Partner. Dr. Joseph Anderson is also a non-executive director of Amarin.
- (2) These shares and warrants have been issued to Sofinnova Venture Partners VII, L.P., the management company of which Dr. James I. Healy is a Managing General Partner. Dr. James I. Healy is also a non-executive director of Amarin.
- (3) These shares and warrants have been issued to Caduceus Private Investments III, LP and OrbiMed Associates III, LP, of whom Dr. Carl L. Gordon is a General Partner. Dr. Carl L. Gordon is also a non-executive director of Amarin.
- (4) These shares have been issued to Fountain Healthcare Partners Fund 1, L.P. Fountain Healthcare Partners Ltd. is the sole General Partner of Fountain Healthcare Partners Fund 1, L.P. Dr Manus Rogan is a Managing Partner of Fountain Healthcare Partners Ltd. and is also a non-executive director of Amarin. Dr Manus Rogan, Aidan King, Dr Ena Prosser and Justin Lynch share voting and dispositive power with respect to shares held by Fountain Healthcare Partners Fund 1, L.P. and disclaim beneficial ownership of such shares except to the extent of their pecuniary interests therein.
- (5) These warrants were issued to all investors in the December 2005 private placement and are exercisable anytime after 180 days from grant date. The warrants were issued to Amarin Investment Holding Limited, an entity controlled by our former Chairman, Mr. Thomas Lynch. If our trading market price is equal to or above \$102, as adjusted for any stock splits, stock combinations, stock dividends and other similar events, for each of any twenty consecutive trading days, then we at any time thereafter shall have the right, but not the obligation, on 20 days prior written notice to the holder, to cancel any unexercised portion of this warrant for which a notice of exercise has not yet been delivered prior to the cancellation date.

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- (6) These warrants were issued to investors in the June 2007 registered direct offering and are exercisable immediately from grant date. The warrants were issued to Amarin Investment Holding Limited, an entity controlled by our former Chairman, Mr. Thomas Lynch.
- (7) These warrants were issued to all investors in the December 2007 registered direct offering including directors and are exercisable immediately from the grant date. The warrants were issued to Amarin Investment Holding Limited which is an entity controlled by our Chairman, Mr. Thomas Lynch. There is a price adjustment clause in the December 2007 warrant agreement which provides that if, at any time prior to December 6, 2009, we issue Ordinary Shares, securities convertible into ADSs or Ordinary Shares, warrants to purchase ADSs or Ordinary Shares, or options to purchase any of the foregoing to a third party (other than any Exempt Issuance) at a price that is less than, or converts at a price that is less than \$3.66 (such lesser price, the Down-round Price ), then the Exercise Price shall be adjusted to equal 130% of the Down round Price. On May 16, 2008, Amarin raised gross proceeds of \$30,000,000 in a private placement of equity at a share price of \$2.30 per Ordinary Share. As \$2.30 is below the Down-round Price, the initial warrant exercise price has been adjusted from \$4.80 to \$2.99. On October 16, 2009, \$3.6 million convertible bridge notes converted at \$0.90 per share. These warrants have therefore been re-priced again, to \$1.17 per share.
- (8) Warrants issued to investors under the June 2009 convertible bridge loan and are exercisable immediately from grant date.
- (9) Warrants issued to investors under the October 2009 private placement of equity and are exercisable immediately from grant date.
- (10) Warrants issued as part of compromise agreements, vested and exercisable on issue date.
- (11) Options which vest 25% on each of the first, second, third and fourth anniversaries of grant date, exercisable for 10 years from grant date.
- (12) Options which vest 33% on each of the first, second and third anniversaries of the grant date, exercisable for 10 years from grant date.
- (13) The exercise price of options granted between December 8, 2006 and April 11, 2007 were amended to \$4.40.
- (14) These warrants were issued to investors in the December 2005 private placement and are exercisable anytime after 180 days from the grant date. If our trading market price is equal to or above \$102, as adjusted for any stock splits, stock combinations, stock dividends and other similar events, for each of any twenty consecutive trading days, then we at any time thereafter shall have the right, but not the obligation, on 20 days prior written notice to the holder, to cancel any unexercised portion of this warrant for which a notice of exercise has not yet been delivered prior to the cancellation date.
- (15) These options are exercisable immediately from the date of grant and remain exercisable for a period ended on the tenth anniversary of the date of grant.
- (16) These options were issued to Vision Resources Limited, a company wholly owned by Dr. Mason.
- (17) These warrants were issued to all investors in the June 2007 registered direct offering including directors and are exercisable immediately from the grant date. These warrants were issued to Sunninghill Limited which is an entity controlled by one of our non-executive directors Dr. John Climax
- (18) These warrants were issued to all investors in the December 2007 registered direct offering including directors and are exercisable immediately from the grant date. These warrants were issued to Sunninghill Limited which is an entity controlled by one of our non-executive directors Dr. John Climax. There is a price adjustment clause in the December 2007 warrant agreement which provides that if, at any time prior to December 6, 2009, we issue Ordinary Shares, securities convertible into ADSs or Ordinary Shares, warrants to purchase ADSs or Ordinary Shares, or options to purchase any of the foregoing to a third party (other than any Exempt Issuance) at a price that is less than, or converts at a price that is less than \$3.66 (such lesser price, the Down-round Price ), then the Exercise Price shall be adjusted to equal 130% of the Down round Price. On May 16, 2008, Amarin raised gross proceeds of \$30,000,000 in the first tranche of a private placement of equity at a share price of \$2.30 per Ordinary Share. As \$2.30 is below the Down-round Price, the initial warrant exercise price has been adjusted from \$4.80 to \$2.99. In connection with the 2009 Private Placement, \$3.6 million convertible bridge notes converted at \$0.90 per share. These warrants have therefore been re-priced again to \$1.17 per share.
- (19) Options which are fully vested and exercisable until October 31, 2010.
- (20) Options which are fully vested and exercisable from October 16, 2009 and expire June 30, 2011.
- (21) Options which vest 25% on January 1, 2010 and 25% on each of the first, second, third anniversaries of the grant date, exercisable for 10 years from the grant date.

**Item 7 Major Shareholders and Related Party Transactions****A. Major Shareholders**

The following table sets forth to the best of our knowledge certain information regarding the ownership of our Ordinary Shares at December 31, 2009 by each person who is known to us to be the beneficial owner of more than five percent of our outstanding ordinary shares, either directly or by virtue of ownership of ADSs based on ownership of ordinary shares (or ADSs), warrants and share options. This information is based on 98,801,982 ordinary shares outstanding, 41,217,578 warrants and 7,764,100 share options granted on ordinary shares as of December 31, 2009.

<b>Name of Owner<sup>1</sup></b>	<b>Number of Ordinary Shares or ADSs Beneficially Owned</b>	<b>Percentage of Share Capital</b>
Abingworth LLP <sup>2</sup>	25,500,000	17.3%
Sofinnova Ventures <sup>3</sup>	14,086,957	9.5%
Orbimed Advisors LLC <sup>4</sup>	13,760,870	9.3%
LSP	10,875,000	7.4%
Great Point Partners	10,650,000	7.2%
Fountain Healthcare Partners <sup>5</sup>	7,717,391	5.2%

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- <sup>1</sup> Unless otherwise noted, the persons referred to above have sole investment power.
- <sup>2</sup> 12,750,000 shares have been issued to Abingworth LLP and 12,750,000 to Abingworth Bioequities Master Fund Limited of which Dr. Joe Anderson is a partner. Dr. Anderson is also a non-executive director of Amarin.
- <sup>3</sup> These shares have been issued to Sofinnova Venture Partners VII, L.P., the management company of which Dr. James I. Healy is a Managing General Partner. Dr. James I. Healy is also a non-executive director of Amarin.
- <sup>4</sup> 13,631,050 shares have been issued to Caduceus Private Investments III, LP and 129,820 shares to OrbiMed Associates III, LP, of which Dr. Carl L. Gordon is a General Partner. Dr. Carl L. Gordon is also a non-executive director of Amarin.
- <sup>5</sup> These shares have been issued to Fountain Healthcare Partners, of which Dr. Manus Rogan is a partner. Dr. Manus Rogan was appointed as a non-executive director of Amarin on October 16, 2009.

The following table shows changes over the last three years in the percentage of our issued share capital held by major shareholders, either directly or by virtue of ownership of ADSs (excluding warrants and options):

Name of Owner <sup>1</sup>	2009 %	2008 %	2007 %
Abingworth LLP	17.2		
Sofinnova Ventures	10.7	13.3	
Orbimed Advisors LLC	10.4	12.1	
LSP	7.3		
Great Point Partners	7.2		
Thomas, McNerney & Partners LLC	2.2	8.0	
Panorama Capital LP	1.9	6.8	
Amarin Investment Holding Limited	1.4	4.0	7.7
Simon G. Kukes	1.6	4.7	6.8
Medica Funds	3.9	9.2	17.9
Sunninghill Limited	3.7	5.4	6.8

The total number of ADSs outstanding as of December 31, 2008 and May 31, 2010 is approximately 98.8 million. As of May 31, 2010, the ADSs represented approximately 99.6% of the issued and outstanding ordinary shares as of such date. As at May 31, 2010, to the best of our knowledge, we estimate that U.S. shareholders constituted approximately 56% of the beneficial holders of both our ordinary shares and our ADSs. All shares have equal voting rights.

**B. Related Party Transactions**

All related party transactions are approved in accordance with our policy for related party transactions, which requires Audit Committee review and approval, followed by the approval of a majority of the Board of Directors who do not have a material interest in the transaction.

**A. Elan**

In February 2007, we signed a development and license agreement with Elan Pharma International Limited, a subsidiary of Elan Corporation, plc ( Elan ), licensing the rights to develop and market a nasal formulation of lorazepam (NanoCrystal<sup>®</sup>). Mr. Shane Cooke, chief financial officer of Elan is related to Mr. Alan Cooke, our former president and chief operating officer. Under the terms of the agreement, we paid \$192,000 to Elan during the year ended December 31, 2008. On July 22, 2009 we sold all rights in lorazepam back to Elan for \$700,000.

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### ***B. Financings***

#### ***(i) October 2009 Private Placement***

In October 2009, several of our current and former directors purchased approximately 36.0 million ADSs (in the form of ordinary shares) in a private placement, including:

17 million ADSs purchased by Abingworth LLP and Abingworth Bioequities Master Fund, where Mr. Joe Anderson, a Director of Amarin, is a partner;

7 million ADSs purchased by Orbimed Advisors LLC, where Dr. Carl L. Gordon, a Director of Amarin, is a General Partner;

7 million ADSs purchased by Sofinnova Venture Partners VII, L.P., where Dr. James I. Healy, a Director of Amarin, is a Managing General Partner; and

5 million ADSs purchased by Fountain Healthcare Partners Fund 1, L.P. Fountain Healthcare Partners Ltd. is the sole General Partner of Fountain Healthcare Partners Fund 1, L.P. Dr Manus Rogan is a Managing Partner of Fountain Healthcare Partners Ltd. and is also a non-executive director of Amarin.

#### ***(ii) June 2009 Convertible Bridge Notes***

In June 2009, Sunninghill Limited, a company controlled by Dr. John Climax, who was a non-executive director of Amarin until October 2009, participated in a private placement of convertible bridge loan notes in the amount of \$2 million. In June 2009, Mr. Thomas Lynch, then an executive director of Amarin, participated in a private placement of convertible bridge loan notes in the amount of \$0.25 million.

#### ***(iii) May 2008 Private Placement***

In May 2008, several of our current and former directors purchased approximately 10.9 million ADSs (in the form of ordinary shares) in a private placement, including:

3.6 million ADSs purchased by Sofinnova Venture Partners VII, L.P., where Dr. James I. Healy, a director of Amarin, is a Managing General Partner;

3.3 million ADSs purchased by Orbimed Advisors LLC, where Dr. Carl L. Gordon, a director of Amarin, is a General Partner of Orbimed;

2.2 million ADSs purchased by Thomas, McNerney & Partners LP, where Dr. Eric Aguiar, a former director of Amarin, is a Partner. Dr. Aguiar resigned as a non-executive director of Amarin on June 1, 2009.

1.8 million ADSs purchased by Panorama Capital LP, where Dr. Srinivas Akkaraju, a former director of Amarin, was formerly Managing Director. Dr. Akkaraju resigned as a non-executive director of Amarin on May 15, 2009.

### ***C. Icon***

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At December 31, 2009 Poplar Limited, a company controlled by Dr. Climax, a former non-executive Director of the Group until October 2009, owned approximately 5.5% of Icon plc. Under a 2005 agreement with Amarin, Icon Clinical Research Limited (a company wholly owned by Icon Plc) performed trial management services for Amarin's studies on AMR101 for HD. For the years ended December 31, 2009 and 2008 Amarin incurred costs of \$0.3 million and \$0.4 million, respectively, under this agreement. The former Chairman and Chief Executive Officer and current non-executive director, Mr. Thomas Lynch has served as an outside director of Icon since January 1996. He is also a member of Icon's audit committee, compensation committee and nominations committee.



**Table of Contents*****D. Transactions with Directors and Executive officers***

The total compensation of our key management, defined as directors and executive officers was as follows:

	<b>For the Years Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>\$ 000</b>	<b>\$ 000</b>	<b>\$ 000</b>
Short-term employee benefits	2,950	3,106	3,690
Post-employment benefits			75
Warrant-based compensation	1,210		
Share-based compensation	2,170	2,011	2,300
Termination benefits	1,103		804
<b>Total</b>	<b>7,433</b>	<b>5,117</b>	<b>6,869</b>

There are no service contracts greater than one year in existence between any of the directors and executive officers of Amarin.

**Mr. Thomas Lynch**

In March 2007, Amarin's Remuneration Committee reviewed and approved a consultancy agreement between the Group and Dalriada Limited for Dalriada Limited to provide consultancy services to the Group, including consultancy services relating to financing and other corporate finance matters, investor and media relations and implementation of corporate strategy. Under the Consultancy Agreement, the Group pays Dalriada Limited a fee of £240,000 per annum for the provision of the consultancy services through June 30, 2010 at which time the agreement terminates. An additional amount of £195,000 was also approved by the remuneration committee of which £75,000 was paid during the year ended December 31, 2007 in respect of consultancy services, with the remainder being paid during the year ended December 31, 2008. In January 2009, the annual consultancy fee was revised to 300,000 per annum and an additional performance related payment of \$100,000 was paid.

Dalriada Limited is owned by a family trust, the beneficiaries of which include Mr. Thomas Lynch, former Amarin Chairman and Chief Executive Officer and current non-executive director, and family members.

On October 16, 2009, Mr. Lynch was issued 500,000 warrants to purchase shares in Amarin upon the completion of the \$70 million financing raised by Amarin. The fair value of these warrants on the date of grant was \$669,000, which was expensed by the Company. In conjunction with Mr. Lynch's participation in the June and July 2009 bridge loans, he received 277,777 shares and 277,776 warrants. The warrants are exercisable for five years from the issuance date, 138,888 warrants have an exercise price of \$1.00 and 138,888 warrants have an exercise price of \$1.50.

**Mr. Alan Cooke**

On October 16, 2009, Mr. Cooke, Amarin's former President and Chief Financial Officer, entered a compromise agreement with the Group. Pursuant to the compromise agreement, Mr. Cooke received a termination payment of 375,000, his 289,167 options to purchase shares in the Group became fully vested and are exercisable until October 16, 2010. Mr. Cooke's 255,833 vested options to purchase shares in the Group will remain exercisable for a period of twelve months.

During October 2009, Mr. Cooke was issued 247,050 warrants to purchase shares in Amarin. The fair value of these warrants on the date of grant was \$331,000, which was expensed by the Company. The warrant exercise price is \$1.50 and they are exercisable for five years from the issuance date. In addition, Mr. Cooke subsequently entered into a consulting agreement with the Group on October 31, 2009.

**Mr. Conor Dalton**

On October 19, 2009, Mr. Dalton entered a compromise agreement with the Group. Pursuant to the compromise agreement, Mr Dalton will receive a termination payment of 142,340. Mr Dalton's unvested options to purchase shares in the Group will vest and become exercisable until June 30, 2011. In addition, Mr. Dalton subsequently entered into a consulting agreement with the Group.

Dr. Mehar Manku

On February 2, 2010, Dr. Manku entered a compromise agreement with the Group. Pursuant to the compromise agreement, Dr. Manku will receive a termination payment of £148,909. Dr. Manku's 250,000 options to purchase shares in the Group became fully vested and are exercisable until April 30, 2013. In addition, Dr. Manku subsequently entered into a consulting agreement with the Group.

Mr. Thomas Maher

During October 2009, Mr. Maher was issued 156,955 warrants to purchase shares in Amarin. The fair value of these warrants on the date of grant was \$210,000, which was expensed by the Company. The warrant exercise price is \$1.50 and they are exercisable for five years from the issuance date. On December 10, 2009, Mr. Maher entered a compromise agreement with the Group. Pursuant to the compromise agreement, Mr. Maher will receive a termination payment of 273,498. Mr. Maher's 377,500 options to purchase shares in the Group became fully vested and are exercisable until June 30, 2011. In addition, Mr. Maher subsequently entered into a consulting agreement with the Group on October 31, 2009.

*E. Interests of Experts and Counsel*

Not applicable.

**Item 8 Financial Information**

**A. Consolidated Statements and Other Financial Information**

See our consolidated financial statements beginning at page F-1.

*Legal Proceedings*

Amarin was responsible for the sales and marketing of Permax from May 2001 until February 2004. On May 17, 2001, Amarin acquired the U.S. sales and marketing rights to Permax from Elan. An affiliate of Elan had previously obtained the licensing rights to Permax from Eli Lilly and Company in 1993. Eli Lilly originally obtained approval for Permax on December 30, 1988 and has been responsible for the manufacture and supply of Permax since that date. On February 25, 2004, Amarin sold its U.S. subsidiary, Amarin Pharmaceuticals, Inc., including the rights to Permax, to Valeant Pharmaceuticals International.

In late 2002, Eli Lilly, as the holder of the NDA for Permax, received a recommendation from the FDA to consider making a change to the package insert for Permax based upon the very rare observation of cardiac valvulopathy in patients taking Permax. While Permax has not been definitely proven as the cause of this condition, similar reports have been notified in patients taking other ergot-derived pharmaceutical products, of which Permax is an example. In early 2003, Eli Lilly amended the package insert for Permax to reflect the risk of cardiac valvulopathy in patients taking Permax and also sent a letter to a number of doctors in the United States describing this potential risk. Causation has not been established but is thought to be consistent with other fibrotic side effects observed in Permax.

On March 29, 2007, the FDA announced that the manufacturers of pergolide drug products will voluntarily remove these drug products, including Permax, from the market. Further information about the removal of Permax and other pergolide drug products is available on the FDA's website.

During 2008, two lawsuits alleging claims related to cardiac valvulopathy and Permax were filed in March and August respectively. One of the lawsuits was dismissed in February 2009 and the remaining case is currently pending in the United States. Among others, Eli Lilly, Elan, Valeant, Amarin Pharmaceuticals and Amarin are named as defendants in this lawsuit; however Amarin has not been formally served with the complaint from the lawsuit. In addition, six cases alleging claims related to cardiac valvulopathy and Permax were filed in April 2008 in the United States and currently remain pending. Eli Lilly, Valeant, Amarin Pharmaceuticals and unidentified parties are named as defendants in these cases and are defending against the claims and allegations. Amarin has not been named as defendant or served with the complaints from these cases.

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During 2009, two lawsuits alleging claims related to cardiac valvulopathy and Permax were filed in March and are currently pending in the United States. Eli Lilly, Elan, Valeant, Amarin Pharmaceuticals, Amarin and other parties are named as defendants in these lawsuits. Amarin has not been formally served with the complaint from these lawsuits. A third lawsuit, also filed in March, was dismissed in September only as to Amarin for the plaintiff's failure to prosecute the case against Amarin.

Ten other claims related to cardiac valvulopathy and Permax and one claim related to compulsive gambling and Permax are or were being threatened against Eli Lilly, Elan, and/or Valeant and could possibly implicate Amarin.

We have reviewed the position and have taken external legal advice to consider the potential risk of significant liability arising for Amarin from these legal actions to be remote. No provision is booked in the accounts at December 31, 2009.

### *Other*

We are not a party to any other legal or arbitration proceedings that may have, or have had in the recent past, significant effects on our financial position or profitability. No governmental proceedings are pending or, to our knowledge, contemplated against us. We are not a party to any material proceedings in which any director, member of senior management or affiliate of ours is either a party adverse to us or our subsidiaries or has a material interest adverse to us or our subsidiaries.

### *Policy on Dividend Distributions*

We have never paid dividends on ordinary shares and do not anticipate paying any cash dividends on the ordinary shares in the foreseeable future. Under English law, any payment of dividends would be subject to relevant legislation and our Articles of Association, which requires that all dividends must be approved by our Board of Directors and, in some cases, our shareholders, and may only be paid from our distributable profits available for the purpose, determined on an unconsolidated basis. See Item 10 Additional Information Memorandum and Articles of Association Description of Ordinary Shares Dividends.

### ***B. Significant Changes***

None.

## **Item 9 The Offer and Listing**

### ***A. Offer and Listing Details***

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 stock consolidation, effective January 18, 2008.

	US\$ High	US\$ Low
<b>Fiscal Year Ended</b>		
31-Dec-05	34.00	10.60
31-Dec-06	37.40	12.70
31-Dec-07	37.80	2.30
31-Dec-08	3.59	0.60
31-Dec-09	1.95	0.52
<b>Fiscal Year Ended December 31, 2008</b>		
First Quarter	3.59	1.81
Second Quarter	3.07	1.89
Third Quarter	2.05	0.86
Fourth Quarter	1.00	0.60
<b>Fiscal Year Ended December 31, 2009</b>		
First Quarter	0.77	0.65
Second Quarter	1.47	0.62
Third Quarter	1.51	1.15
Fourth Quarter	1.68	1.20
Dec-09	1.60	1.24
Jan-10	1.52	1.14
Feb-10	1.18	0.98
Mar-10	1.54	0.99
Apr-10	2.26	1.55
May-10	2.78	2.06

The closing price of our stock as reported by the NASDAQ Capital Market on June 16, 2010 was \$2.62.

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### ***B. Plan of Distribution***

Not applicable.

### ***C. Markets***

Our American Depositary Shares ( ADS s ) are traded on the NASDAQ Capital Market, the principal trading market for our securities, under the symbol AMRN. There is no public trading market for our ordinary shares. Each ADS represents one ordinary share.

### ***NASD Rule Election***

Pursuant to NASD Rule 5615(c) for Foreign Private Issuers, we have elected to follow the home country practice of the United Kingdom in lieu of the shareholder approval requirements of NASD Rule 5635(c). Under NASD Rule 5635(c), issuers are required to obtain shareholder approval prior to the issuance of securities, interalia: (A) in connection with the establishment or material amendment of a stock option or purchase plan or other equity compensation arrangement pursuant to which stock may be acquired by officers, directors, employees or consultants of the issuer, subject to certain exceptions; (B) when such issuance or potential issuance will result in a change of control of the issuer; (C) in connection with the acquisition of the stock or assets of another company if (i) any director, officer or substantial shareholder of the issuer has a 5% or greater interest (or such persons collectively have a 10% or greater interest), directly or indirectly, in the company or assets to be acquired or in the consideration to be paid in the transaction or series of related transactions and the present or potential issuance of common stock, or securities convertible into or exercisable for common stock, could result in an increase in outstanding common shares or voting power of 5% or more or (ii) where, due to the present or potential issuance of common stock, or securities convertible into or exercisable for common stock, other than a public offering for cash (a) the common stock has or will have upon issuance voting power equal to or in excess of 20% of the voting power outstanding before the issuance of stock or securities convertible into or exercisable for common stock or (b) the number of shares of common stock to be issued is or will be equal to or in excess of 20% of the number of shares or common stock outstanding before the issuance of the stock or securities; or (D) in connection with a transaction other than a public offering involving (i) the sale, issuance or potential issuance of common stock (or securities convertible into or exercisable for common stock) at a price less than the greater of book or market value which together with sales by officers, directors or substantial shareholders of the company equal to 20% or more of the common stock or 20% or more of the voting power outstanding or (ii) the sale, issuance or potential issuance of common stock (or securities convertible into or exercisable for common stock) equal to 20% or more of the common stock or 20% or more of the voting power outstanding before the issuance for less than the greater of book or market value of the stock. The applicable laws of England and Wales do not prohibit the issuance of securities without shareholder approval in the circumstances described in NASDAQ Rule 5635(c).

### ***D. Selling Shareholders***

Not applicable.

### ***E. Dilution***

Not applicable.

### ***F. Expenses of the Issue***

Not applicable.

## **Item 10 Additional Information**

### ***A. Share Capital***

Not applicable.

### ***B. Memorandum and Articles of Association***

*Objects and Purposes*

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We were formed as a private limited company under the Companies Act 1985 and re-registered as a public limited company on March 19, 1993 under registered number 02353920. Under article 4 of our Memorandum of Association, our purpose and objectives are to carry on the business of a holding company and to carry on any other business in connection therewith as determined by the board of directors.

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### *Directors*

#### ***Directors' Interests***

A director may serve as an officer or director of, or otherwise have an interest in, any company in which we have an interest. A director may not vote (or be counted in the quorum) on any resolution concerning his appointment to any office or any position from which he may profit, either with us or any other company in which we have an interest. A director is not prohibited from entering into transactions with us in which he has an interest, provided that all material facts regarding the interest are disclosed to the board of directors.

A director is not entitled to vote (or be counted in the quorum) on any resolution relating to a transaction in which he (or anyone connected with him within the meaning of the Companies Act 2006) has a material interest. However, this prohibition does not apply to any of the following matters:

he or any other person receives a security or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of us or any of our subsidiaries;

a security is given to a third party in respect of a debt or obligation of us or any of our subsidiaries which he has himself guaranteed or secured in whole or in part;

a contract or arrangement concerning an offer or invitation for our shares, debentures or other securities or those of any of our subsidiaries, if he subscribes as a holder of securities or if he underwrites or sub-underwrites in the offer;

a contract or arrangement in which he is interested by virtue of his interest in our shares, debentures or other securities or by reason of any interest in or through us;

a contract or arrangement concerning any other company (not being a company in which he owns 1% or more) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise;

a proposal concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme for both our directors and employees and those of any of our subsidiaries which does not give him, as a director, any privilege or advantage not accorded to the employees to whom the scheme or fund relates;

an arrangement for the benefit of our employees or those of any of our subsidiaries which does not give him any privilege or advantage not generally available to the employees to whom the arrangement relates; and

insurance which we propose to maintain or purchase for the benefit of directors or for the benefit of persons including directors.

#### ***Compensation of Directors***

Each director is to be paid a director's fee at such rate as may from time to time be determined by the board of directors and which shall not exceed £500,000 (approximately USD\$800,000 at year end exchange rates) in aggregate to all the directors per annum. Any director who, at our request, goes or resides abroad for any purposes or services which in the opinion of the board of directors go beyond the ordinary duties of a director, may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the board of directors may determine.



Any executive director will receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the board of directors or, where there is a committee constituted for the purpose, such committee may determine, and either in addition to or in lieu of his remuneration as a director.

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### ***Borrowing Powers of Directors***

The board of directors has the authority to exercise all of our powers to borrow money and issue debt securities. If at any time our securities should be listed on any recognized stock exchange, our total indebtedness (on a consolidated basis) would be subject to a limitation of the greater of (i) three times the total of paid up share capital and consolidated reserves and (ii) \$100,000,000.

### ***Retirement of Directors***

At every annual general meeting, one-third of the directors (excluding any Series A Director) must retire from office. In determining which directors shall retire and stand, or not stand, for re-election, first, we include any director who chooses to retire and not face re-election and, second, we choose the directors who have served as directors for the longest period of time since their last election. A retiring director shall be eligible for re-election. There is no age limit or requirement that directors retire at a specified age. Directors are not required to hold our securities.

### ***Description of Ordinary Shares***

Our authorized share capital is £100,000,000 divided into 155,914,406 ordinary shares of 50p each (post share consolidation effective January 18, 2008 whereby ten ordinary shares of 5p each became one ordinary share of 50p each) and 440,855,854 Preference Shares of 5p each. In the following summary, a shareholder is the person registered in our register of members as the holder of the relevant securities. For those ordinary shares that have been deposited in our ADS facility pursuant to our deposit agreement with Citibank N.A., Citibank or its nominee is deemed the shareholder.

### ***Dividends***

Holders of shares are entitled to receive such dividends as may be declared by the board of directors. All dividends are declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid. To date there have been no dividends paid to holders of ordinary shares.

Any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to us. In addition, the payment by the board of directors of any unclaimed dividend, interest or other sum payable on or in respect of an ordinary share or a Preference Share into a separate account shall not constitute us as a trustee in respect thereof.

### ***Rights in a Liquidation***

Holders of ordinary shares are entitled to participate in any distribution of assets upon a liquidation, subject to prior satisfaction of the claims of creditors and preferential payments to holders of outstanding Preference Shares.

### ***Voting Rights***

Voting at any general meeting of shareholders is by a show of hands, unless a poll is demanded. A poll may be demanded by:

the chairman of the meeting;

at least two shareholders entitled to vote at the meeting;

any shareholder or shareholders representing in the aggregate not less than one-tenth of the total voting rights of all shareholders entitled to vote at the meeting; or

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any shareholder or shareholders holding shares conferring a right to vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

In a vote by a show of hands, every shareholder who is present in person or by proxy at a general meeting has one vote. In a vote on a poll, every shareholder who is present in person or by proxy shall have one vote for every share of which they are registered as the holder (provided that no shareholder shall have more than one vote on a show of hands notwithstanding that he may have appointed more than one proxy to vote on his behalf). The quorum for a shareholders' meeting is a minimum of two persons, present in person or by proxy. To the extent the Articles of Association provide for a vote by a show of hands in which each shareholder has one vote, this differs from U.S. law, under which each shareholder typically is entitled to one vote per share at all meetings.

Holders of ADSs are also entitled to vote by supplying their voting instructions to Citibank who will vote the ordinary shares represented by their ADSs in accordance with their instructions. The ability of Citibank to carry out voting instructions may be limited by practical and legal limitations, the terms of our Memorandum and Articles of Association, and the terms of the ordinary shares on deposit. We cannot assure the holders of our ADSs that they will receive voting materials in time to enable them to return voting instructions to Citibank a timely manner.

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Unless otherwise required by law or the Articles of Association, voting in a general meeting is by ordinary resolution. An ordinary resolution is approved by a majority vote of the shareholders present at a meeting at which there is a quorum. Examples of matters that can be approved by an ordinary resolution include:

the election of directors (other than the Series A Directors);

the approval of financial statements;

the declaration of final dividends;

the appointment of auditors;

the increase of authorized share capital; or

the grant of authority to issue shares.

A special resolution or an extraordinary resolution requires the affirmative vote of not less than three-fourths of the eligible votes. Examples of matters that must be approved by a special resolution include modifications to the rights of any class of shares, certain changes to the Memorandum or Articles of Association, or our winding-up.

### *Capital Calls*

The board of directors has the authority to make calls upon the shareholders in respect of any money unpaid on their shares and each shareholder shall pay to us as required by such notice the amount called on his shares. If a call remains unpaid after it has become due and payable, and the fourteen days notice provided by the board of directors has not been complied with, any share in respect of which such notice was given may be forfeited by a resolution of the board.

### *Preference Shares*

Preference Shares issued are classified as equity. At December 31, 2009, Amarin had 440,855,934 preference shares of £0.05 each forming part of its authorized share capital. On May 16, 2008, pursuant to articles 5 and 6 of the Articles of Association, the board of directors resolved that: (i) 80 of the £0.05 Preference Shares be consolidated into 8 Preference Shares with a nominal value of £0.5 each; and (ii) the Preference Shares with a nominal value of £0.5 each be issued and allotted to subscribers, and be known as Series A Preference Shares. In conjunction with the \$70.0 million October 2009 private placement of ordinary shares, these 8 Series A Preference Shares were converted into 8 ordinary shares in the Group.

The issuance of preference shares could adversely affect the voting power of holders of ordinary shares and reduce the likelihood that ordinary shareholders will receive dividend payments and payments upon liquidation. The issuance could have the effect of decreasing the market price of our ordinary shares. The issuance of preference shares also could have the effect of delaying, deterring or preventing a change in control of us.

Our Articles of Association and English Law provide that the holders of preference shares will have the right to vote separately as a class on any proposal involving changes that would adversely affect the powers, preferences, or special rights of holders of that of preference shares.

### *Pre-emptive Rights*

English law provides that shareholders have pre-emptive rights to subscribe to any issuances of equity securities that are or will be paid wholly in cash. These rights may be waived by a special resolution of the shareholders, either generally or in specific instances, for a period not

exceeding five years. This differs from U.S. law, under which shareholders generally do not have pre-emptive rights unless specifically granted in the certificate of incorporation or otherwise. Pursuant to resolutions passed at our annual general meeting on December 21, 2009, our Directors are duly authorized during the period ending on December 21, 2014 to exercise all of our powers to allot our securities and to make any offer or agreement which would or might require such securities to be allotted after that date. The aggregate nominal amount of the relevant securities that may be allotted under the authority cannot exceed up to an aggregate nominal amount of £147,042,792.70 (being the aggregate nominal amount of £125,000,000 in respect of ordinary shares and £22,042,792.70 in respect of preference shares). Under these resolutions, we are empowered to allot equity securities as if English statutory pre-emption rights did not apply to such issuance and, therefore, without first offering equity securities to our existing shareholders.

*Redemption Provisions*

Subject to the Companies Act 2006 and with the sanction of a special resolution, shares in us may be issued with terms that provide for mandatory or optional redemption. The terms and manner of redemption would be provided for by the alteration of our Articles of Association. Subject to the Companies Act 2006, we may also purchase in any manner the board of directors considers appropriate any of our own ordinary shares, Preference Shares or any other shares of any class (including redeemable shares) at any price.

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### *Variation of Rights*

If at any time our share capital is divided into different classes of shares, the rights of any class may be varied or abrogated with the written consent of the holders of not less than 75% of the issued shares of the class, or pursuant to a special resolution passed at a separate meeting of the holders of the shares of that class. At any such separate meeting the quorum shall be a minimum of two persons holding or representing by proxy one-third in nominal amount of the issued shares of the class, unless such separate meeting is adjourned, in which case the quorum at such adjourned meeting or any further adjourned meeting shall be one person. Each holder of shares of that class has one vote per share at such meetings.

### *Meetings of Shareholders*

The board of directors may call general meetings, and general meetings may also be called on the requisition of our shareholders representing at least one-tenth of the voting rights in general meeting pursuant to section 303 of the Companies Act 2006. Annual general meetings are convened upon advance notice of at least 21 clear days. All other general meetings are convened upon advance notice of at least 14 clear days notice. Notice to shareholders may be supplied in electronic form by means of our website to those shareholders who have not opted-out of the electronic communications regime that we implemented by special resolution at our 2007 Annual General Meeting; those shareholders who did opt-out of this regime will receive such notices in hard copy in the usual manner.

Citibank will mail to the holders of ADSs any notice of shareholders meeting received from us, together with a statement that holders will be entitled to instruct Citibank to exercise the voting rights of the ordinary shares represented by ADSs and information explaining how to give such instructions.

### *Limitations on Ownership*

There are currently no U.K. foreign exchange controls on the payment of dividends on our ordinary shares or Preference Shares or the conduct of our operations. There are no restrictions under our Memorandum and Articles of Association or under English law that limit the right of non-resident or foreign owners to hold or vote our ordinary shares, Preference Shares or ADSs.

### *Change of Control*

Save as expressly permitted by the Companies Act 2006, we shall not give financial assistance, whether directly or indirectly, for the purposes of the acquisition of any of our shares or for reducing or discharging any liability incurred for the purpose of such acquisition.

### *Disclosure of Interests*

Under English Law, any person who acquires an equity interest above a notifiable percentage must disclose certain information to us regarding the person's shares. The applicable threshold is currently 3%. The disclosure requirement applies to both persons acting alone or, in certain circumstances, with others. After a person's holdings exceed the notifiable level, similar notifications must be made when the ownership percentage figure increases or decreases by a whole number.

In addition, Section 793 of the Companies Act 2006 gives us the authority to require certain disclosure regarding an equity interest if we know, or have reasonable cause to believe, that the shareholder is interested or has within the previous three years been interested in our share capital. Failure to supply the information required may lead to disenfranchisement under our Articles of Association of the relevant shares and a prohibition on their transfer and on dividend or other payments. Under the deposit agreement with Citibank pursuant to which the ADRs have been issued, a failure to provide certain information pursuant to a similar request may result in the forfeiture by the holder of the ADRs of rights to direct the voting of the ordinary shares underlying the ADSs and to exercise certain other rights with respect to the Ordinary Shares. The foregoing provisions differ from U.S. law, which typically does not impose disclosure requirements on shareholders.

### *Directors Indemnification*

Subject to the Companies Act 2006, we can obtain liability insurance for directors and can also pay directors' legal costs if they are successful in defending legal proceedings. Accordingly, our board of directors has taken a decision that Amarin should so indemnify our directors and officers and Amarin has entered into forms of indemnity with our directors and officers to do so. In addition, Amarin carries liability insurance for our directors and officers. Insofar as indemnification for liabilities arising under the Securities Act of



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1933 may be permitted to our directors, officers and controlling persons pursuant to a charter provision, by-law, contract, arrangements, statute or otherwise, we acknowledge that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

### ***C. Material Contracts***

We are party to certain material contracts inside and outside the ordinary course of business. Copies of these agreements are filed with or incorporated by reference as exhibits to this annual report.

### ***D. Exchange Controls***

There are currently no U.K. foreign exchange controls that may affect the export or import of capital, including the availability of cash and cash equivalents for use by the Group, or that affect the remittance of dividends, interest or other payments to non-U.K. resident holders of ordinary shares, Preference Shares, Series A Preference Shares or ADSs.

### ***E. Taxation***

#### ***Irish Tax Considerations***

The following is a general summary of certain Irish tax consequences applicable to Irish Holders and U.S. Holders (as defined below in this summary) in respect of the purchase, ownership and disposition of ordinary shares or ADSs evidenced by ADRs.

This summary is based on Irish taxation laws currently in force, regulations promulgated thereunder, the current provisions of the Ireland-United States Double Taxation Convention, or the Treaty, specific proposals to amend any of the foregoing publicly announced prior to the date hereof and the currently published administrative practices of the Irish Revenue Commissioners, all as of the date of this annual report. Taxation laws are subject to change, from time to time, and no representation is or can be made as to whether such laws will change, or what impact, if any, such changes will have on the statements contained in this summary. It is assumed that any proposed amendments will be enacted in the form proposed. No assurance can be given that proposed amendments will be enacted as proposed, or that legislative or judicial changes, or changes in administrative practice, will not modify or change the statements expressed herein.

This summary is of a general nature only. It does not constitute legal or tax advice nor does it discuss all aspects of Irish taxation that may be relevant to any particular Irish Holder or U.S. Holder of ordinary shares or ADSs.

#### **HOLDERS OF ORDINARY SHARES OR ADSs ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE APPLICATION OF IRISH TAXATION LAWS TO THEIR PARTICULAR CIRCUMSTANCES IN RELATION TO THE PURCHASE, OWNERSHIP OR DISPOSITION OF ORDINARY SHARES OR ADSs.**

The summary only applies to Irish Holders and U.S. Holders that legally and beneficially hold their ordinary shares or ADSs evidenced by ADRs as capital assets (i.e. investments) and does not address special classes of holders including, but not limited to, dealers in securities, insurance companies, pension schemes, employee share ownership trusts, collective investment undertakings, charities, tax-exempt organizations, financial institutions and close companies, each of which may be subject to special rules not discussed below.

#### ***(i) Irish Tax Considerations Applicable to Irish Holders***

For the purposes of this summary, an Irish Holder means a holder of ordinary shares or ADSs evidenced by ADRs that (i) beneficially owns the ordinary shares or ADSs registered in their name; (ii) in the case of individual holders, are resident, ordinarily resident and domiciled in Ireland under Irish taxation laws; (iii) in the case of holders that are companies, are resident in Ireland under Irish taxation laws; and (iv) are not also resident in any other country under any double taxation agreement entered into by Ireland.

For Irish taxation purposes, Irish Holders of ADSs will be treated as the owners of the underlying ordinary shares represented by such ADSs.

#### ***Taxation of Dividends***

We do not expect to pay dividends in the foreseeable future. Should we begin paying dividends, such dividends will generally be subject to dividend withholding tax, or DWT, in Ireland at the standard rate of income tax. Where DWT applies, we will be responsible for withholding



such tax at source.

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Corporate Irish Holders will generally be entitled to claim an exemption from DWT by delivering a declaration to us in the form prescribed by the Irish Revenue Commissioners. Such corporate Irish Holders will generally not otherwise be subject to Irish tax in respect of dividends received.

Individual Irish Holders will be subject to income tax on the gross amount of any dividend (that is the amount of the dividend received plus any DWT withheld) at their marginal rate of tax (currently either 20% or 41% depending on the individual's circumstances). Individual Irish Holders will be able to claim a credit against their resulting income tax liability in respect of DWT withheld.

Individual Irish Holders may, depending on their circumstances, also be subject to the Irish health levy of 2% - 5%, income levy of 4% and pay related social insurance contribution of 3% - 4% in respect of their dividend income.

### *Disposals of Ordinary Shares or ADSs*

#### *Capital Acquisitions Tax*

A gift or inheritance of ordinary shares or ADSs will fall within the charge to Irish capital acquisitions tax, or CAT. CAT is currently chargeable at a rate of 25% on the value of gifts or inheritances above specified tax free thresholds. Different classes of tax free thresholds apply depending upon the relationship between the donor and the recipient. These tax free thresholds are also affected by the value of previous gifts or inheritances received since December 5, 1991. CAT is generally payable by the recipient of the gift or inheritance. Gifts or inheritances between spouses are not subject to Irish CAT. Gifts of up to 3,000 of the total value of all gifts received from any one individual in any year up to December 31 can be received without triggering a charge to CAT. This exemption does not generally apply to inheritances. Where a charge to CGT and CAT arises on the same event, CAT payable on the event can be reduced by the amount of the CGT payable.

#### *Stamp Duty*

Irish stamp duty, which is a tax imposed on certain documents, is payable on all transfers of ordinary shares (other than transfers made between spouses, transfers made between 90% associated companies, or certain other exempt transfers) regardless of where the document of transfer is executed. Irish stamp duty is also payable on electronic transfers of ordinary shares.

A transfer of ordinary shares made as part of a sale or gift will generally be stamped at the ad valorem rate of 1% of the value of the consideration received for the transfer, or, if higher, the market value of the shares transferred. A minimum stamp duty of 1.00 will apply to a transfer of ordinary shares. Where the consideration for a sale is expressed in a currency other than euro, the duty will be charged on the euro equivalent calculated at the rate of exchange prevailing at the date of the transfer.

Transfers of ordinary shares where no beneficial interest passes (e.g. a transfer of shares from a beneficial owner to a nominee), will generally be exempt from stamp duty if the transfer form contains an appropriate certification, otherwise a nominal stamp duty rate of 12.50 will apply.

Transfers of ADRs (representing ADSs) by Irish Holders are generally exempt from Irish stamp duty.

Transfers of ordinary shares from the Depository or the Depository's custodian upon surrender of ADRs for the purposes of withdrawing the underlying ordinary shares from the ADS/ADR system, and transfers of ordinary shares to the Depository or the Depository's custodian for the purposes of transferring ordinary shares onto the ADS/ADR system, will be stamped at the ad valorem rate of 1% of the value of the shares transferred if the transfer relates to a sale or contemplated sale or any other change in the beneficial ownership of ordinary shares. Such transfers will be exempt from Irish stamp duty if the transfer does not relate to or involve any change in the beneficial ownership in the underlying ordinary shares and the transfer form contains the appropriate certification. In the absence of an appropriate certification, stamp duty will be applied at the nominal rate of 12.50.

The person accountable for the payment of stamp duty is the transferee or, in the case of a transfer by way of gift or for consideration less than the market value, both parties to the transfer. Stamp duty is normally payable within 30 days after the date of execution of the transfer. Late or inadequate payment of stamp duty will result in liability for interest, penalties and fines.

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### ***(ii) Irish Tax Considerations Applicable to U.S. Holders***

Solely for the purposes of this summary of Irish Tax Considerations, a U.S. Holder means a holder of Ordinary Shares or ADSs evidenced by ADRs that (i) beneficially owns the Ordinary Shares or ADSs registered in their name; (ii) is resident in the United States for the purposes of the Treaty; (iii) in the case of an individual holder, is not also resident or ordinarily resident in Ireland for Irish tax purposes; (iv) in the case of a corporate holder, is not a resident in Ireland for Irish tax purposes and is not ultimately controlled by persons resident in Ireland; and (v) is not engaged in any trade or business and does not perform independent personal services through a permanent establishment or fixed base in Ireland.

For Irish taxation purposes, and for the purposes of the Treaty, U.S. Holders of ADSs will be treated as the owners of the underlying Ordinary Shares represented by such ADSs.

#### *Taxation of Dividends*

We do not expect to pay dividends in the foreseeable future. Should we begin paying dividends, such dividends will generally be subject to dividend withholding tax, or DWT, in Ireland at the standard rate of income tax (currently 20%). Where DWT applies, we will be responsible for withholding such tax at source.

Dividends paid by us to U.S. Holders of ordinary shares will be exempt from DWT if, prior to the payment of such dividends, the recipient U.S. Holder delivers to us a declaration, a certificate of residency and, in the case of U.S. Holders that are corporations, an auditor's certificate, each in the form prescribed by the Irish Revenue Commissioners.

Where DWT is withheld from dividend payments to U.S. Holders of ordinary shares or ADSs evidenced by ADRs, such U.S. Holders can apply to the Irish Revenue Commissioners claiming a full refund of DWT paid by filing a declaration, a certificate of residency and, in the case of U.S. Holders that are corporations, an auditor's certificate, each in the form prescribed by the Irish Revenue Commissioners.

The DWT rate applicable to U.S. Holders is reduced to 5% under the terms of the Treaty for corporate U.S. Holders holding 10% or more of our voting shares, and to 15% for other U.S. Holders. While this will, subject to the application of Article 23 of the Treaty, generally entitle U.S. Holders to claim a partial refund of DWT from the Irish Revenue Commissioners, U.S. Holders will, in most circumstances, likely prefer to seek a full refund of DWT under Irish domestic legislation.

#### *Capital Gains on Disposals of Ordinary Shares or ADSs*

U.S. Holders will not be subject to Irish capital gains tax, or CGT, on the disposal of ordinary shares or ADSs provided that such ordinary shares or ADSs are quoted on a stock exchange at the time of disposition. A stock exchange for this purpose includes, among others, the Irish Stock Exchange, or ISE or NASDAQ. While it is our intention to continue the quotation of ADSs on NASDAQ, no assurances can be given in this regard.

If, for any reason, our ADSs cease to be quoted on NASDAQ, U.S. Holders will not be subject to CGT on the disposal of their ordinary shares or ADSs provided that the ordinary shares or ADSs do not, at the time of the disposal, derive the greater part of their value from land, buildings, minerals, or mineral rights or exploration rights in Ireland.

#### *Irish Capital Acquisitions Tax*

A gift or inheritance of ordinary shares or ADSs will fall within the charge to Irish capital acquisitions tax, or CAT, because our Ordinary Shares are considered to be Irish property for CAT purposes. CAT is currently chargeable at a rate of 25% on the value of gifts or inheritances above specified tax free thresholds. Different classes of tax free thresholds apply depending upon the relationship between the donor and the recipient. These tax free thresholds are also affected by the value of previous gifts or inheritances received since December 5, 1991. Gifts or inheritances between spouses are not subject to CAT.

Gifts of up to 3,000 of the total value of all gifts received from any one individual in any year up to December 31 can be received without triggering a charge to CAT. This exemption does not generally apply to inheritances.

In a case where an inheritance of ordinary shares or ADSs is subject to both CAT and U.S. federal estate tax, the Estate Tax Convention between Ireland and the U.S. should allow for the crediting, in whole or in part, of the CAT against the U.S. federal estate tax payable. Similar relief is not available in a case where a gift of ordinary shares or ADSs evidenced by ADRs is subject both to CAT and U.S. federal gift tax as the Estate

Tax Convention only applies to estate taxes.

*Stamp Duty*

Irish Stamp Duty will apply to transfers of ordinary shares or ADSs by U.S. Holders on the same basis as outlined above for Irish Holders.

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*(iii) Certain U.S. Federal Income Tax Considerations*

The following discussion summarizes certain of the material U.S. federal income tax considerations for U.S. Holders from the purchase, ownership and disposition of our ordinary shares or ADRs which evidence the ADSs. The following discussion assumes that, for U.S. federal income tax purposes, U.S. Holders will be treated as the owners of our underlying ordinary shares represented by the ADSs. The following discussion is based on the Internal Revenue Code of 1986, as amended, or the Code, current and proposed Treasury Regulations, judicial decisions and published administrative positions of the IRS, all as in effect on the date of this Annual Report, and all of which are subject to change, possibly with retroactive effect. In particular, numerous provisions of current U.S. federal income tax law (including certain tax rates referred to herein) are scheduled to change in future years, without further legislative action, as a result of sunset provisions. For purposes of this discussion, a person is a U.S. Holder if such person holds ordinary shares or ADSs and if such person is:

a citizen or resident of the United States, including an alien individual who is a lawful permanent resident of the United States or who meets the substantial presence residency test under U.S. federal income tax laws;

a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) that is created or organized under the laws of the United States, any of the fifty states or the District of Columbia, unless otherwise provided by Treasury Regulations;

an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of source; or

&nbsp;