

AMARIN CORP PLC\UK
Form 8-K
February 01, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): January 29, 2018

Amarin Corporation plc

(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction

of incorporation)

2 Pembroke House, Upper Pembroke Street 28-32,

0-21392
(Commission

File Number)

Not applicable
(I.R.S. Employer

Identification No.)

Not applicable

Dublin 2, Ireland

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: +353 1 6699 020

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

On January 30, 2018, Amarin Corporation plc (the Company, we, us and our) entered into an underwriting agreement (the Underwriting Agreement) with Cantor Fitzgerald & Co. (the Underwriter), pursuant to which the Company (i) agreed to issue and sell 19,178,082 American Depositary Shares (ADSs) to the Underwriter at a price of \$3.41 per share, which price includes what might be deemed an underwriting fee, and (ii) granted the Underwriter an option for 30 days to purchase up to an additional 2,876,712 ADSs that may be sold upon the exercise of such option by the Underwriter at the same share price, with each ADS representing one of the Company 's ordinary shares, par value £0.50 per share, in an underwritten public offering pursuant to a Registration Statement on Form S-3ASR (File No. 333-216385) and a related prospectus and prospectus supplement, in each case filed with the Securities and Exchange Commission. (the Offering).

The Company estimates that the net proceeds from the sale of the 19,178,082 ADSs in the Offering will be approximately \$65.0 million, or approximately \$74.8 million if the Underwriter exercise in full its option to purchase 2,876,712 additional ADSs, after deducting the estimated offering expenses payable by the Company. The Offering closed on February 1, 2018. The Company currently intends to use the net proceeds from the Offering to expand medical education and market awareness initiatives, including, in advance of REDUCE-IT results being known, pilot testing of new promotional initiatives for potential broader application following REDUCE-IT results, to increase its inventory balances for incremental inventory build prior to REDUCE-IT results and for general corporate and working capital purposes.

In the Underwriting Agreement, the Company makes customary representations, warranties and covenants and also agrees to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriter may be required to make because of such liabilities. The Underwriting Agreement has been filed with this report to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. The foregoing is only a brief description of the material terms of the Underwriting Agreement and does not purport to be a complete description of the rights and obligations of the parties thereunder. The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of K&L Gates LLP relating to the legality of the issuance and sale of the ADSs in the Offering is attached as Exhibit 5.1 hereto.

Item 8.01. Other Events

On January 29, 2018, the Company issued a press release announcing the commencement of the Offering. A copy of this press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On January 30, 2018, the Company issued a press release announcing that it had priced the Offering. A copy of this press release is attached as Exhibit 99.2 hereto incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibits

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibits are deemed to have been filed with the Securities and Exchange Commission:

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated as of January 30, 2018</u>
5.1	<u>Opinion of K&L Gates LLP</u>
23.1	<u>Consent of K&L Gates LLP (included in Exhibit 5.1)</u>
99.1	<u>Press Release, dated January 29, 2018</u>
99.2	<u>Press Release, dated January 30, 2018</u>

* * *

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 1, 2018

AMARIN CORPORATION PLC

By: /s/ John Thero
John Thero
President and Chief Executive Officer