

Edgar Filing: AMARIN CORP PLC\UK - Form SC 13G

AMARIN CORP PLC\UK

Form SC 13G

December 17, 2007

CUSIP No. 023111107

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amarin Corporation plc

(Name of Issuer)

Ordinary Shares, (pound)0.05 par value per share

(Title of Class of Securities)

023111107

(CUSIP Number)

December 6, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 023111107

1 Name of Reporting Person: Medica II Management L.P.

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I.R.S. Identification No. of above person (entities only): N/A

- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐ (b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization: Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power:	5,728,929 Ordinary Shares
	6	Shared Voting Power:	-0- Ordinary Shares
	7	Sole Dispositive Power:	5,728,929 Ordinary Shares
	8	Shared Dispositive Power:	-0- Ordinary Shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
5,728,929 Ordinary Shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): ☐

11 Percent of Class Represented by Amount in Row (9): 4.7%*

12 Type of Reporting Person (See Instructions): PN

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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CUSIP No. 023111107

1 Name of Reporting Person: Medica II Investment GP Co. Ltd.
I.R.S. Identification No. of above person (entities only): N/A

- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐ (b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization: Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power:	5,728,929 Ordinary Shares
	6	Shared Voting Power:	-0- Ordinary Shares
	7	Sole Dispositive Power:	5,728,929 Ordinary Shares
	8	Shared Dispositive Power:	-0- Ordinary Shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person:

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5,728,929 Ordinary Shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): ☐

11 Percent of Class Represented by Amount in Row (9): 4.7%*

12 Type of Reporting Person (See Instructions): CO

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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CUSIP No. 023111107

1 Name of Reporting Person: Medica II Investments (International), L.P.
I.R.S. Identification No. of above person (entities only): N/A

2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐
(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization: Cayman Islands

Number of Shares	5	Sole Voting Power:	3,273,308 Ordinary Shares
Beneficially Owned by Each Reporting Person With	6	Shared Voting Power:	-0- Ordinary Shares
	7	Sole Dispositive Power:	3,273,308 Ordinary Shares
	8	Shared Dispositive Power:	-0- Ordinary Shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
3,273,308 Ordinary Shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): ☐

11 Percent of Class Represented by Amount in Row (9): 2.7%*

12 Type of Reporting Person (See Instructions): PN

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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CUSIP No. 023111107

- 1 Name of Reporting Person: Medica II Investments (Israel) L.P.
I.R.S. Identification No. of above person (entities only): N/A
 - 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐
(b) ☒
 - 3 SEC Use Only
 - 4 Citizenship or Place of Organization: Israel
- | | | | |
|----------------------------|---|---------------------------|---------------------------|
| Number of Shares | 5 | Sole Voting Power: | 1,219,208 Ordinary Shares |
| Beneficially Owned by | 6 | Shared Voting Power: | -0- Ordinary Shares |
| Each Reporting Person With | 7 | Sole Dispositive Power: | 1,219,208 Ordinary Shares |
| | 8 | Shared Dispositive Power: | -0- Ordinary Shares |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:
1,219,208 Ordinary Shares
 - 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): ☐
 - 11 Percent of Class Represented by Amount in Row (9): 1.0%*
 - 12 Type of Reporting Person (See Instructions): PN

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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CUSIP No. 023111107

- 1 Name of Reporting Person: Medica II Investments (P.F.) (Israel), L.P.
I.R.S. Identification No. of above person (entities only): N/A
 - 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐
(b) ☒
 - 3 SEC Use Only
 - 4 Citizenship or Place of Organization: Israel
- | | | | |
|----------------------------|---|---------------------------|-------------------------|
| Number of Shares | 5 | Sole Voting Power: | 628,309 Ordinary Shares |
| Beneficially Owned by | 6 | Shared Voting Power: | -0- Ordinary Shares |
| Each Reporting Person With | 7 | Sole Dispositive Power: | 628,309 Ordinary Shares |
| | 8 | Shared Dispositive Power: | -0- Ordinary Shares |

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- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:
628,309 Ordinary Shares
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): ☐
- 11 Percent of Class Represented by Amount in Row (9): .5%*
- 12 Type of Reporting Person (See Instructions): PN

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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CUSIP No. 023111107

- 1 Name of Reporting Person: Medica II/Baxter L.P.
I.R.S. Identification No. of above person (entities only): N/A
- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: Israel
- | | | | |
|----------------------------|---|---------------------------|-------------------------|
| Number of Shares | 5 | Sole Voting Power: | 277,171 Ordinary Shares |
| Beneficially Owned by | 6 | Shared Voting Power: | -0- Ordinary Shares |
| Each Reporting Person With | 7 | Sole Dispositive Power: | 277,171 Ordinary Shares |
| | 8 | Shared Dispositive Power: | -0- Ordinary Shares |

- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:
277,171 Ordinary Shares
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): ☐
- 11 Percent of Class Represented by Amount in Row (9): .2%*
- 12 Type of Reporting Person (See Instructions): PN

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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CUSIP No. 023111107

- 1 Name of Reporting Person: Medica Investments (Israel) L.P.
I.R.S. Identification No. of above person (entities only): N/A
- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: Israel
- Number of 5 Sole Voting Power: 2,333,448 Ordinary Shares
Shares
- Beneficially 6 Shared Voting Power: -0- Ordinary Shares
Owned by
- Each 7 Sole Dispositive Power: 2,333,448 Ordinary Shares
Reporting
- Person With 8 Shared Dispositive Power: -0- Ordinary Shares
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person:
2,333,448 Ordinary Shares
- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): ☐
- 11 Percent of Class Represented by Amount in Row (9): 1.9%*
- 12 Type of Reporting Person (See Instructions): PN

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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CUSIP No. 023111107

- 1 Name of Reporting Person: Ehud Geller
I.R.S. Identification No. of above person (entities only): N/A
- 2 Check the Appropriate Box if a Member of a Group (See Instructions): (a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Citizenship or Place of Organization: Israel

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Number of Shares	5	Sole Voting Power:	8,062,377 Ordinary Shares
Beneficially Owned by Each Reporting Person With	6	Shared Voting Power:	-0- Ordinary Shares
	7	Sole Dispositive Power:	8,062,377 Ordinary Shares
	8	Shared Dispositive Power:	-0- Ordinary Shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person:
8,062,377 Ordinary Shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions): []

11 Percent of Class Represented by Amount in Row (9): 6.6%*

12 Type of Reporting Person (See Instructions): IN

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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Item 1.

(a) Name of Issuer: Amarin Corporation plc

(b) Address of Issuer's Principal Executive Offices:

110 Cannon Street
London EC4N 6AR
England

Item 2.

(a) Name of Person Filing:

General Partners:

- (i) Medica II Management L.P., a Cayman Islands limited partnership
- (ii) Medica II Investment GP Co. Ltd., a Cayman Islands company

Investment Funds:

- (i) Medica II Investments (International), L.P., a Cayman Islands limited partnership
- (ii) Medica II Investments (Israel) L.P., an Israeli limited partnership
- (iii) Medica II Investments (P.F.) (Israel), L.P., an Israeli limited partnership
- (iv) Medica II/Baxter L.P., an Israeli limited partnership
- (v) Medica Investments (Israel) L.P., an Israeli limited partnership

Officer/Director/General Partner:

- (i) Ehud Geller, an Israeli citizen and an officer and director of Medica II Investment GP Co. Ltd. and general partner of Medica

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Investments (Israel) L.P.

(b) Address of Principal Business Office or, if none, Residence:

The address of each reporting person is:
c/o Medica II Management L.P.
Ackerstein Towers, Building B
11 Hamanofim Street
Herzliya, Israel 46725

(c) Citizenship: Each of the entities or persons identified in 2(a) above is a company, limited partnership or individual organized under the laws of the jurisdiction, or is a citizen of the jurisdiction, as applicable, set forth opposite such entity's or person's name.

(d) Title of Class of Securities: Ordinary Shares, (pound)0.05 par value per share ("Ordinary Shares")

(e) CUSIP No.: 023111107

Item 3. Not applicable

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Item 4. Ownership

(a) Amount beneficially owned:

- (i) Medica II Investment GP Co. Ltd., as the general partner of Medica II Management L.P., the general partner of each of the investment funds named in Item 2(a)(i)-(iv) above, may be deemed to beneficially own 5,397,996 Ordinary Shares held of record by the investment funds named in Item 2(a)(i)-(iv) above and the 330,933 Ordinary Shares held of record by Medica II Management L.P.;
- (ii) Medica II Management L.P. is the record holder of 330,933 Ordinary Shares and is the general partner of each of the investment funds named in Item 2(a)(i)-(iv) above, and it may be deemed to beneficially own 5,397,996 Ordinary Shares held of record by the investment funds named in Item 2(a)(i)-(iv) above;
- (iii) Medica II Investments (International) L.P. is the record holder of 3,273,308 Ordinary Shares.
- (iv) Medica II Investments (Israel) L.P. is the record holder of 1,219,208 Ordinary Shares.
- (v) Medica II Investments (P.F.) (Israel), L.P. is the record holder of 628,309 Ordinary Shares.
- (vi) Medica II/Baxter L.P. is the record holder of 277,171 Ordinary Shares.

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- (vii) Medica Investments (Israel) L.P. is the record holder of 2,333,448 Ordinary Shares.
- (viii) Ehud Geller, as the general partner of Medica Investments (Israel) L.P. may be deemed to beneficially own 2,333,448 Ordinary Shares held of record by this fund. In addition, Ehud Geller is an officer, director and shareholder of Medica II Investment GP Co., Ltd., which is the general partner of Medica II Management L.P., which in turn is the general partner of each of the investment funds named in Item 2(a)(i)-(iv) above, and he may be deemed to beneficially own 330,933 Ordinary Shares held of record by Medica II Management L.P. and 5,397,996 Ordinary Shares held of record by the investment funds named in Item 2(a)(i)-(iv) above.

(b) Percent of class*:

Medica II Management L.P.	4.7%
Medica II Investment GP Co. Ltd.	4.7%
Medica II Investments (International), L.P.	2.7%
Medica II Investments (Israel) L.P.	1.0%
Medica II Investments (P.F.) (Israel), L.P.	.5%
Medica II/Baxter L.P.	.2%
Medica Investments (Israel) L.P.	1.9%
Ehud Geller	6.6%

* Based on 122,766,470 outstanding Ordinary Shares, which was calculated based on information contained in the Issuer's public filings.

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- (c) Number of shares as to which such person has: (i) sole voting power; (ii) shared voting power; (iii) sole dispositive power; (iv) shared dispositive power:

	Number of Shares			
Reporting Person	(i)	(ii)	(iii)	(iv)

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General Partners

Medica II Management L.P.	5,728,929	0	5,728,929
Medica II Investment GP Co. Ltd.	5,728,929	0	5,728,929

Investment Funds

Medica II Investments (International), L.P.	3,273,308	0	3,273,308
Medica II Investments (Israel) L.P.	1,219,208	0	1,219,208
Medica II Investments (P.F.) (Israel), L.P.	628,309	0	628,309
Medica II/Baxter L.P.	277,171	0	277,171
Medica Investments (Israel) L.P.	2,333,448	0	2,333,448

Officer/Director/General Partner

Ehud Geller	8,062,377	0	8,062,377
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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Each of the Reporting Persons expressly disclaims membership in a "Group" as defined in Rule 13d-1(b)(ii)(J).

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the

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securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 17, 2007

MEDICA II MANAGEMENT L.P.

By:/s/ Ehud Geller

Name: Ehud Geller

Title: Director

MEDICA II INVESTMENT GP CO. LTD.

By:/s/ Ehud Geller

Name: Ehud Geller

Title: Director

Medica II Investments (International), L.P.

Medica II Investments (Israel) L.P.

Medica II Investments (P.F.) (Israel), L.P.

Medica II/Baxter L.P.

By: Medica II Management L.P., their general partner

By: Medica II Investment GP Co. Ltd., its general partner

By:/s/ Ehud Geller

Name: Ehud Geller

Title: Director

MEDICA INVESTMENTS (ISRAEL) L.P.

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By:/s/ Ehud Geller

Name: Ehud Geller
Title: Director

/s/ Ehud Geller

Ehud Geller

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Exhibit I

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Ordinary Shares of Amarin Corporation plc.

EXECUTED as a sealed instrument this 17th day of December, 2007.

MEDICA II MANAGEMENT L.P.

By:/s/ Ehud Geller

Name: Ehud Geller
Title: Director

MEDICA II INVESTMENT GP CO. LTD.

By:/s/ Ehud Geller

Name: Ehud Geller
Title: Director

Medica II Investments (International), L.P.
Medica II Investments (Israel) L.P.
Medica II Investments (P.F.) (Israel), L.P.
Medica II/Baxter L.P.

By: Medica II Management L.P., their general partner

By: Medica II Investment GP Co. Ltd., its general partner

By:/s/ Ehud Geller

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Name: Ehud Geller
Title: Director

MEDICA INVESTMENTS (ISRAEL) L.P.

By:/s/ Ehud Geller

Name: Ehud Geller
Title: Director

/s/ Ehud Geller

Ehud Geller

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