

AMARIN CORP PLC
Form SC 13D/A
April 09, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(RULE 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(AMENDMENT NO. 6)

Amarin Corporation plc

(Name of Issuer)

Ordinary Shares, par value 50 pence per share

(Title of Class of Securities)

023111206

(CUSIP Number)

Nathalie Auber

Sofinnova Ventures, Inc.

2800 Sand Hill Road, Suite 150

Menlo Park, CA 94025

(650) 681-8420

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

COPY TO:

Linda Daley, Esq.

c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

1200 Seaport Blvd., Redwood City, CA 94063

(650) 463-5243

April 3, 2012

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

This information required on 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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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Sofinnova Venture Partners VII, L.P. ("SVP VII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5⁰

CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

6

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 6,321,588 American Depositary Shares ("ADSs") (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants) except that Sofinnova Management VII, L.L.C. ("SM VII"), the general partner of SVP VII, may be deemed to have sole voting power, and Dr. Michael F. Powell ("Powell"), Dr. James I. Healy ("Healy") and Eric P. Buatois ("Buatois"), the managing members of SM VII, may be deemed to have shared power to vote these ADSs.

8 SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON WITH

9 See response to row 7.

10 SOLE DISPOSITIVE POWER

6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), except that SM VII, the general partner of SVP VII, may be deemed to have sole dispositive power and Powell, Healy and Buatois, the managing members of SM VII, may be deemed to have shared power to dispose of these ADSs.

11 SHARED DISPOSITIVE POWER

See response to row 9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11

REPORTING PERSON

6,321,588

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11

12 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.6%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 023111206 13 D Page 3 of 19 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Sofinnova Management VII, L.L.C. ("SM VII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5⁰

CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

6

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are owned directly by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole voting power, and Powell, Healy and Buatois, the managing members of SM VII, may be deemed to have shared power to vote these ADSs.

SHARED VOTING POWER

8

OWNED BY EACH 8 See response to row 7. SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 9 6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are owned directly by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole dispositive power, and Powell, Healy and Buatois, the managing members of SM VII, may be deemed to have shared dispositive power over these ADSs.

SHARED DISPOSITIVE POWER

10

See response to row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 6,321,588
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11

12 EXCLUDES CERTAIN SHARES

o
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 4.6%
13

14 TYPE OF REPORTING PERSON OO

CUSIP NO. 023111206 13 D Page 4 of 19 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Dr. Michael F. Powell ("Powell")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b) x

SEC USE ONLY

3

SOURCE OF FUNDS

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5⁰

CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

6

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

8

6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are directly owned by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole voting power, and Powell, a managing member of SM VII, may be deemed to have shared voting power to vote these ADSs.

OWNED BY EACH

SOLE DISPOSITIVE POWER

9

REPORTING

-0-

SHARED DISPOSITIVE POWER

PERSON

WITH

10

6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are directly owned by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole dispositive power, and Powell, a managing member of SM VII, may be deemed to have shared power to dispose of these ADSs.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11

REPORTING PERSON

6,321,588

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11

12 EXCLUDES CERTAIN SHARES

o
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 4.6%
13

TYPE OF REPORTING PERSON IN
14

CUSIP NO. 023111206 13 D Page 5 of 19 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Dr. James I. Healy ("Healy")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

SOURCE OF FUNDS

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5⁰

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S. Citizen

SOLE VOTING POWER

7

NUMBER OF

60,000 ordinary shares.

SHARED VOTING POWER

SHARES

BENEFICIALLY

8

6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are directly owned by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole voting power, and Healy, a managing member of SM VII, may be deemed to have shared voting power to vote these ADSs.

OWNED BY EACH

SOLE DISPOSITIVE POWER

9

REPORTING

60,000 ordinary shares.

SHARED DISPOSITIVE POWER

PERSON

WITH

10

6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are directly owned by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole dispositive power, and Healy, a managing member of SM VII, may be deemed to have shared power to dispose of these ADSs.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11

REPORTING PERSON

6,381,588

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11

EXCLUDES CERTAIN SHARES

o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	4.7%
14	TYPE OF REPORTING PERSON	IN

CUSIP NO. 023111206 13 D Page 6 of 19 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Eric P. Buatois ("Buatois")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5⁰

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S. Permanent Resident

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

8

6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are directly owned by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole voting power, and Buatois, a managing member of SM VII, may be deemed to have shared voting power to vote these ADSs.

OWNED BY EACH

SOLE DISPOSITIVE POWER

9

REPORTING

-0-

SHARED DISPOSITIVE POWER

PERSON

WITH

10

6,321,588 ADSs (including 808,200 ordinary shares represented by ADSs subject to currently exercisable warrants), all of which are directly owned by SVP VII. SM VII, the general partner of SVP VII, may be deemed to have sole dispositive power, and Buatois, a managing member of SM VII, may be deemed to have shared power to dispose of these ADSs.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11

REPORTING PERSON

6,321,588

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11

12 EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.6%

13

14 TYPE OF REPORTING PERSON

IN

Statement on Schedule 13D

This Amendment No. 6 (“Amendment No. 6”) amends and supplements the statement on Schedule 13D initially filed on July 8, 2009 (as amended, the “Schedule 13D”) on behalf of Sofinnova Venture Partners VII, L.P., Sofinnova Management VII, L.L.C., Dr. Michael F. Powell, Dr. James I. Healy, and Eric P. Buatois (collectively, the “Sofinnova Reporting Persons”) and certain other reporting persons (collectively, the “Other Reporting Persons”) relating to the beneficial ownership of American Depositary Shares (“ADSs”) of ordinary shares, 50 pence par value per share (the “Ordinary Shares”) of Amarin Corporation plc (the “Issuer”). This Amendment No. 6 is being filed to reflect sales of ADSs and a warrant to purchase ADSs (“Warrant”) by the Sofinnova Reporting Persons. This Amendment No. 6 is being filed solely by the Sofinnova Reporting Persons. This Amendment No. 6 does not update any information relating to the Other Reporting Persons or the Other 2009 Investors (as defined in the Schedule 13D) except to the extent that the Sofinnova Reporting Persons are aware of changes in ownership by such other persons as the result of Section 13 filings with the Securities and Exchange Commission. Except as set forth below, this Amendment No. 6 does not supplement, restate or amend any of the other information disclosed in the Schedule 13D. Capitalized terms not defined in this Amendment No. 6 have the meanings ascribed to them in the Schedule 13D.

ITEM 4. Purpose of Transaction.

The Sofinnova Reporting Persons sold the securities of the Issuer as reported in this Amendment No. 6 for investment purposes.

ITEM 5. Interest in Securities of the Issuer.

Item 5(a) of the Schedule 13D is amended to amend and restate the references to Rows 7-11 and 13 of the cover page for the Sofinnova Reporting Persons as follows:

See Rows 7-11 and 13 of the cover page filed with this Amendment No. 6 for each Sofinnova Reporting Person. The percentage listed in Row 13 for each Sofinnova Reporting Person was calculated based upon 136,867,895 Ordinary Shares outstanding (includes 136,059,695 Ordinary Shares as of February 23, 2012, as reported by the Issuer and 808,200 Ordinary Shares represented by ADSs subject to currently exercisable warrants held by Sofinnova Reporting Persons).

Item 5(a) of the Schedule 13D is further amended to add the following information:

Based solely on a review of Section 13 filings made since February 1, 2012, the Sofinnova Reporting Persons are not aware of any changes in ownership by Other Reporting Persons. As a result of the sale of the ADSs and Warrant by the Sofinnova Reporting Persons reported in this Amendment No. 6, the Sofinnova Reporting Persons believe that together the Sofinnova Reporting Persons and the Other Reporting Persons may be deemed to beneficially own in the aggregate 18,881,379 ADSs (which includes 5,058,200 Ordinary Shares represented by ADSs issuable pursuant to currently exercisable warrants held by the Sofinnova Reporting Persons and Other Reporting Person), which represents 13.4% of Ordinary Shares outstanding of the Issuer (based on 141,117,895 Ordinary Shares outstanding, which includes 136,059,695 Ordinary Shares as of February 23, 2012, as reported by the Issuer and 5,058,200 Ordinary Shares represented by ADSs issuable pursuant to currently exercisable warrants held by the Sofinnova Reporting Persons and Other Reporting Persons).

Based solely on a review of Section 13 filings made since February 1, 2012, the Sofinnova Reporting Persons are not aware of any changes in ownership by Other 2009 Investors. As a result of the sale of the ADSs and Warrant by the Sofinnova Reporting Persons reported in this Amendment No. 6, the Sofinnova Reporting Persons believe that together the Sofinnova Reporting Persons, the Other Reporting Persons and the Other 2009 Investors (together the "Investors") who are parties to a Securities Purchase Agreement, dated October 12, 2009, and that certain Management Rights Deed of Agreement entered into in connection therewith, may be deemed to beneficially own in the aggregate 43,130,282 ADSs (which includes 5,058,200 Ordinary Shares represented by ADSs issuable pursuant to currently exercisable warrants held by Investors), which represents 30.6% of Ordinary Shares outstanding of the Issuer (based on 141,117,895 Ordinary Shares outstanding, which includes 136,059,695 Ordinary Shares as of February 23, 2012, as reported by the Issuer and 5,058,200 Ordinary Shares represented by ADSs issuable pursuant to currently exercisable warrants held by Investors).

CONFIDENTIAL TREATMENT

Item 5(b) of the Schedule 13D is amended to add the following information regarding the Sofinnova Reporting Persons: Other than the following open market sales of ADSs and the sale of a Warrant pursuant to the Warrant Purchase Agreement with OTA LLC dated April 3, 2012, the Sofinnova Reporting Persons have not engaged in any transactions in ADSs, Warrants, or Ordinary Shares in the past 60 days.

Date	Number of ADSs Sold	Average Price per ADS
03/28/2012	6,302	\$11.73
03/29/2012	993,698	\$10.98
04/02/2012	264,350	\$10.9903
04/03/2012	1,735,650	\$10.9813

Date	Number of ADSs Subject to Warrant Sold	Aggregate Price
04/04/2012	941,800	\$ [***] ¹

Item 5(e) of the Schedule 13D is amended to add the following information regarding the Sofinnova Reporting Persons: In connection with the transactions reported hereunder, the Sofinnova Reporting Persons shall cease to be joint filers reporting beneficial ownership of more than five percent of a class of securities of the Issuer.

Item 6 of the Schedule 13D is amended to add the following information regarding the Sofinnova Reporting Persons:

See Item 5 regarding the Warrant Purchase Agreement with OTA LLC dated April 3, 2012.

Item 7 of the Schedule 13D is amended to add the following Exhibits:

Exhibit I Warrant Purchase Agreement with OTA LLC dated April 3, 2012

¹ CERTAIN INFORMATION HAS BEEN OMITTED AND FILED SEPARATELY WITH THE COMMISSION. CONFIDENTIAL TREATMENT HAS BEEN REQUESTED WITH RESPECT TO THE OMITTED PORTIONS.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 9, 2012

SOFINNOVA VENTURE PARTNERS VII, L.P., a Delaware Limited

Partnership

By: SOFINNOVA MANAGEMENT VII, L.L.C., a Delaware Limited Liability Company

Its General Partner

By: /s/ Nathalie Auber
Nathalie Auber
Attorney-in-Fact

SOFINNOVA MANAGEMENT VII, L.L.C., a Delaware Limited Liability Company

By: /s/ Nathalie Auber
Nathalie Auber
Attorney-in-Fact

DR. JAMES I. HEALY
DR. MICHAEL F. POWELL
ERIC P. BUATOIS

By: /s/ Nathalie Auber
Nathalie Auber
Attorney-in-Fact

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

EXHIBIT INDEX

Exhibit Description

I Warrant Purchase Agreement with OTA LLC dated April 3, 2012.