

AMARIN CORP PLC\UK
Form SC 13D/A
January 05, 2010

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Amarin Corporation plc
(Name of Issuer)

Ordinary Shares, 50 pence par value per share
(Title of Class of Securities)

02311107

(CUSIP Number)

Susan Haedt

Thomas, McNerney & Partners II, L.P.

60 S. 6th Street

Minneapolis, MN 55402

(612) 465-8660

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 19, 2009

(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. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §§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.

The 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).

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1 Thomas, McNerney & Partners II, L.P. (TM&P)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 2,058,034, except that Thomas, McNerney & Partners II, LLC (TM&P II), the general partner of TM&P, may be deemed to have shared voting power, and James Thomas (Thomas), Pete McNerney (McNerney), Alex Zisson (Zisson), Pratik Shah (Shah), and Eric Aguiar, M.D. (Aguiar), the managing members of TM&P II, may be deemed to have shared power to vote these shares.

NUMBER OF

SHARES
BENEFICIALLY OWNED BY 8

SHARED VOTING POWER

See response to row 7.

EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON
WITH

9 2,058,034, except that TM&P II, the general partner of TM&P, may be deemed to have shared dispositive power, and Thomas, McNerney, Zisson, Shah, and Aguiar, the managing members of TM&P II, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

10

See response to row 9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,058,034.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

TMP Nominee II, LLC (TMPN)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

21,494, except that Thomas and McNerney, the managing members of TMPN, may be deemed to have shared power to vote these shares.

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

See response to row 7.

EACH

SOLE DISPOSITIVE POWER

9

REPORTING

PERSON
WITH

21,494, except that Thomas and McNerney, the managing members of TMPN, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

10

See response to row 9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

21,494.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.02%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

TMP Associates II, L.P. (TMPA)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

7,288, except that TM&P II, the general partner of TMPA, may be deemed to have shared voting power, and Thomas, McNerney, Zisson, Shah, and Aguiar, the managing members of TM&P II, may be deemed to have shared power to vote these shares.

NUMBER OF

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER

See response to row 7.

EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON
WITH

9 7,288, except that TM&P II, the general partner of TMPA, may be deemed to have shared dispositive power, and Thomas, McNerney, Zisson, Shah, and Aguiar, the managing members of TM&P II, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

10

See response to row 9.

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,288.

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.007%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

Thomas, McNerney & Partners II, LLC (TM&P II)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared voting power, and Thomas, McNerney, Zisson, Shah, and Aguiar, the managing members of TM&P II, may be deemed to have shared power to vote such shares, and (ii) 7,288 are directly owned by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared voting power, and Thomas, McNerney, Zisson, Shah, and Aguiar, the managing members

of TM&P II, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10 2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared dispositive power, and Thomas, McNerney, Zisson, Shah, and Aguiar, the managing members of TM&P II, may be deemed to have shared power to dispose of such shares, and (ii) 7,288 are directly owned by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared dispositive power, and Thomas, McNerney, Zisson, Shah, and Aguiar, the managing members of TM&P II, may be deemed to have shared power to dispose of such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,065,322.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

James Thomas

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S. citizen

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

SHARED VOTING POWER

2,086,816, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared voting power, and Thomas, a managing member of TM&P II, may be deemed to have shared power to vote such shares, (ii) 21,494 are owned directly by TMPN, and Thomas, a managing member of TMPN, may be deemed to have shared power to vote such shares, and (iii) 7,288 are

owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared voting power, and Thomas, a managing member of TM&P II, may be deemed to have shared power to vote such shares.

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10 2,086,816, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared dispositive power, and Thomas, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares, (ii) 21,494 are owned directly by TMPN, and Thomas, a managing member of TMPN, may be deemed to have shared power to dispose of such shares, and (iii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared dispositive power, and Thomas, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,086,816.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

Pete McNerney

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S. citizen

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

SHARED VOTING POWER

2,086,816, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared voting power, and McNerney, a managing member of TM&P II, may be deemed to have shared power to vote such shares, (ii) 21,494 are owned directly by TMPN, and McNerney, a managing member of TMPN, may be deemed to have shared power to vote such shares, and (iii)

7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared voting power, and McNerney, a managing member of TM&P II, may be deemed to have shared power to vote such shares.

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10 2,086,816, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared dispositive power, and McNerney, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares, (ii) 21,494 are owned directly by TMPN, and McNerney, a managing member of TMPN, may be deemed to have shared power to dispose of such shares, and (iii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared dispositive power, and McNerney, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,086,816.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

Alex Zisson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S. citizen

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

SHARED VOTING POWER

2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared voting power, and Zisson, a managing member of TM&P II, may be deemed to have shared power to vote such shares, and (ii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared voting power, and Zisson, a managing

member of TM&P II, may be deemed to have shared power to vote such shares.

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10 2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared dispositive power, and Zisson, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares, and (ii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared dispositive power, and Zisson, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,065,322.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

Pratik Shah

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S. citizen

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

SHARED VOTING POWER

2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared voting power, and Shah, a managing member of TM&P II, may be deemed to have shared power to vote such shares, and (ii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared voting power, and Shah, a managing

member of TM&P II, may be deemed to have shared power to vote such shares.

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10 2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared dispositive power, and Shah, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares, and (ii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared dispositive power, and Shah, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,065,322.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 02311107

NAMES OF REPORTING PERSONS

1

Dr. Eric Aguiar

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

-

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S. citizen

SOLE VOTING POWER

7

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8

SHARED VOTING POWER

2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared voting power, and Aguiar, a managing member of TM&P II, may be deemed to have shared power to vote such shares, and (ii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared voting power, and Aguiar, a managing

member of TM&P II, may be deemed to have shared power to vote such shares.

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10 2,065,322, of which (i) 2,058,034 are owned directly by TM&P, and TM&P II, the general partner of TM&P, may be deemed to have shared dispositive power, and Aguiar, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares, and (ii) 7,288 are owned directly by TMPA, and TM&P II, the general partner of TMPA, may be deemed to have shared dispositive power, and Aguiar, a managing member of TM&P II, may be deemed to have shared power to dispose of such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,065,322.

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

This Amendment No. 1 is being filed on behalf of Thomas, McNerney & Partners II, L.P. (TM&P), TMP Nominee II, LLC (TMPN), TMP Associates II, L.P. (TMPA), Thomas, McNerney & Partners II, LLC (TM&P II), James Thomas (Thomas), Pete McNerney (McNerney), Alex Zisson (Zisson), Pratik Shah (Shah), and Eric Aguiar, M.D. (Aguiar) (collectively the Reporting Persons, and each a Reporting Person) to amend and supplement the Schedule 13D filed with the Securities and Exchange Commission on May 29, 2008 (the Schedule 13D) on behalf of Sofinnova Venture Partners VII, L.P., Sofinnova Management VII, L.L.C., Michael F. Powell, Ph.D., James I. Healy, M.D., Ph.D., Eric P. Buatois, Caduceus Private Investments III, LP, OrbiMed Capital GP III LLC, OrbiMed Associates III, LP, OrbiMed Advisors LLC, Samuel D. Isaly, Panorama Capital, L.P., Panorama Capital Management, LLC, Srinivas Akkaraju, M.D., Ph.D., Christopher J. Albinson, Rodney A. Ferguson, Shahan D. Soghikian, Damion Wicker, the Reporting Persons, Longitude Venture Partners, L.P., Longitude Capital Partners, LLC, Patrick Enright, Juliet Tammenons Bakker and Longitude Capital Associates, L.P. (other than the Reporting Persons, collectively, the Other Shareholders), relating to the ordinary shares, 50 pence par value per share (each, an Ordinary Share, and collectively, the Ordinary Shares) of Amarin Corporation plc (the Company), each ordinary share represented by one American Depositary Share (each, an ADS, and collectively, the ADSs). The ADSs are listed on the Nasdaq Capital Market. The shares reported herein do not reflect any shares held by the Other Shareholders because the Other Shareholders and the Reporting Persons no longer constitute a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Except as expressly set forth herein, there have been no changes to the information regarding the Reporting Persons set forth in the Schedule 13D. The mailing address of the Company's principal executive offices is First Floor, Block 3, The Oval, Shelbourne Road, Ballsbridge, Dublin 4, Ireland.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is being filed by the Reporting Persons.

(b) The following is the principal business address and the address of the principal office for each of (A) TM&P, (B) TM&P II, (C) TMPN, (D) TMPA, (E) Thomas, (F) McNerney, (G) Zisson, (H) Shah and (I) Aguiar:

c/o Thomas McNerney & Partners II, LLC
60 S. 6th St. Suite 3620
Minneapolis, MN 55402

(c) & (f) Each of TM&P and TMPA is a Delaware limited partnership whose primary business is to make venture capital and/or private equity investments. TMPN is a Delaware limited liability company whose primary business is to make venture capital and/or private equity investments. TM&P II, the general partner of each of TM&P and TMPA, is a Delaware limited liability company. Thomas, McNerney, Zisson, Shah and Aguiar are individuals who are the managing members of TMP&A II and are each U.S. citizens.

(d) During the last five years, no Reporting Person has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) During the last five years, no Reporting Person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in such Reporting Person being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 4. PURPOSE OF TRANSACTION.