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AMARIN CORP PLC\UK  
Form F-6EF  
November 28, 2007

As filed with the Securities and Exchange Commission on November 28, 2007  
Registration No.  
=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933, AS AMENDED, FOR DEPOSITARY SHARES EVIDENCED BY  
AMERICAN DEPOSITARY RECEIPTS

AMARIN CORPORATION PLC  
(Exact name of issuer of deposited securities as specified in its charter)

N/A  
(Translation of issuer's name into English)

ENGLAND  
(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

399 Park Avenue  
New York, New York 10043  
(212) 816-6690  
(Address, including zip code, and telephone number, including area code,  
of Depositary's principal executive offices)

Christopher T. Cox  
Cahill Gordon & Reindel LLP  
80 Pine Street  
New York, NY 10005  
(212) 701-3450  
(Name, address, including zip code, and telephone number, including area code  
of agent for service)

-----  
Copies to:

Christopher T. Cox  
Cahill Gordon & Reindel LLP  
80 Pine Street  
New York, NY 10005

Patricia Brigantic, Esq.  
Citibank, N.A.  
388 Greenwich Street, 17th Floor  
New York, New York 10013

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It is proposed that this filing become effective under Rule 466:  
 immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited  
shares, check the following box .

CALCULATION OF REGISTRATION FEE

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| Title of Each Class of Securities to be Registered  | Amount to be Registered | Proposed Maximum Aggregate Offering Price per unit* |
|---|-------------------------|---|
| American Depositary Shares, each representing one (1) Ordinary Share, par value five (5) pence each, of Amarin Corporation plc. | 200,000,000             | \$0.05  |

- \* Each unit represents one (1) American Depositary Share.
- \*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of such receipts evidencing such American Depositary Shares.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| Item Number and Caption   | Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus |
|---|--|
| 1. Name of depositary and address of its principal executive office                 | Face of Receipt - Introductory paragraph last sentence of face                           |
| 2. Title of American Depositary Receipts and identity of deposited securities       | Face of Receipt - top center Paragraph   |
| Terms of Deposit:   |  |
| (i) The amount of deposited securities represented by one American Depositary Share | Face of Receipt - introductory paragraph   |
| (ii) The procedure for voting, if any, the deposited securities                     | Reverse of Receipt - Paragraph   |
| (iii) The collection and distribution of dividends                                  | Reverse of Receipt - Paragraph   |

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- |       |   |   |
|-------|---|---|
| (iv)  | The transmission of notices, reports and proxy soliciting material                            | Reverse of Receipt - Paragraph                              |
| (v)   | The sale or exercise of rights  | Reverse of Receipt - Paragraph                              |
| (vi)  | The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Reverse of Receipt - Paragraph                              |
| (vii) | Amendment, extension or termination or the deposit agreement                                  | Reverse of Receipt - Paragraph (no provision for extension) |

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| Item Number and Caption<br>-----   | Location in Form of American<br>Depository Receipt ("Receipt")<br>Filed Herewith as Prospectus<br>----- |
|--|---|
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Reverse of Receipt - Paragraph  |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Face of Receipt - Introduction Paragraphs 2, 3 and 4  |
| (x) Limitation upon the liability of the depository  | Reverse of Receipt - Paragraph  |
| 3. Fees and charges which may be imposed directly or indirectly against holders of Receipts                              | Face of Receipt - Paragraph   |

Item 2. AVAILABLE INFORMATION

Amarin Corporation plc is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Securities and Exchange Commission (the "Commission"). These reports and other information can be retrieved from the Commission's website at [www.sec.gov](http://www.sec.gov) and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549.

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PROSPECTUS

THE PROSPECTUS CONSISTS OF THE PROPOSED FORM OF AMERICAN DEPOSITARY RECEIPT, ATTACHED AS EXHIBIT A TO AMENDMENT NO. 2 TO THE DEPOSIT AGREEMENT FILED AS EXHIBIT (a) (i) TO THIS REGISTRATION STATEMENT AND INCORPORATED HEREIN BY REFERENCE.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

(a) (i) Form of Amended American Depositary Receipt to be issued pursuant to Deposit Agreement as amended through the date hereof. - Filed herewith as Exhibit (a) (i).

(a) (ii) Amendment No. 2 to Deposit Agreement, dated as of September 25, 2002, among AMARIN CORPORATION PLC (the "Company"), Citibank, N.A., as depositary (the "Depositary") and all holders from time to time of American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder). - Filed herewith as Exhibit (a) (ii).

(a) (ii) Amendment No. 1 to Deposit Agreement, dated as of October 8, 1998, among the Company, the Depositary and all holders from time to time of ADRs, evidencing ADSS, issued thereunder. - Previously filed.\*

(a) (iii) Deposit Agreement, dated as of March 29, 1993 (the "Deposit Agreement"), among the Company, the Depositary and all holders from time to time of American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder). - Previously filed.\*\*

(b) (i) Letter Agreement, dated as of October 16, 2007, by and between the Company and the Depositary. - Filed herewith as Exhibit (b) (i).

(b) (ii) Supplemental Letter Agreement, dated as of April 11, 2006, by and between the Company and the Depositary. - Filed herewith as Exhibit (b) (ii).

(b) (iii) Letter Agreement, dated as of March 29, 2006, by and between the Company and the Depositary. - Filed herewith as Exhibit (b) (iii).

(c) Every material contract relating to the deposited securities between the Depositary and the Company in effect within the last three years. - None.

(d) Opinion of Patricia Brigantic, counsel to the Depositary, as to the legality of the securities to be registered. - Filed herewith as Exhibit (d).

(e) Rule 466 Certification. - Filed herewith as Exhibit (e).

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. - Set forth on signatures pages hereto.

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\* Previously filed and incorporated by reference to Post-Effective Amendment no. 2 to Registration Statement on Form F-6, registration number 333-5946.

\*\* Previously filed and incorporated by reference to Registration Statement on Form F-6, registration number 333-5946.

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Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) The Depositary hereby undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., on behalf of the legal entity created by the Deposit Agreement dated as of March 29, 1993, as amended by Amendment No. 1 to Deposit Agreement, dated as of October 8, 1998, and as further amended by Amendment No. 2 to Deposit Agreement, dated as of September 25, 2002 (as so amended, the "Deposit Agreement"), by and among Amarin Corporation plc, Citibank, N.A., as depositary, and the Holders of American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 28th day of November, 2007.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares representing one (1) Ordinary Share, par value five (5) pence per share, of Amarin Corporation plc.

CITIBANK, N.A., as Depositary

By: /s/ Brian Teitelbaum

-----  
Name: Brian Teitelbaum  
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Amarin Corporation plc certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, England, on the 28th day of November, 2007.

AMARIN CORPORATION PLC

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By: /s/ Richard A B Stewart

-----  
Name: Richard A B Stewart  
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard A B Stewart to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney(s)-in-fact and agent(s) full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorney(s)-in-fact and agent(s), or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the following capacities on November 28, 2007.

| Name   | Title   |
|--|---|
| ----   | -----   |
| /s/Thomas G. Lynch<br>-----<br>Name: Thomas G. Lynch                 | Chairman and Director   |
| /s/Richard A.B. Stewart<br>-----<br>Name: Richard A.B. Stewart       | Chief Executive Officer and Director<br>(principal executive officer)                             |
| /s/Alan Cooke<br>-----<br>Name: Alan Cooke                           | Chief Financial Officer and Director<br>(principal financial and principal<br>accounting officer) |
| /s/John Groom<br>-----<br>Name: John Groom                           | Director  |
| /s/Anthony Russell-Roberts<br>-----<br>Name: Anthony Russell-Roberts | Director  |
| /s/Simon Kukes<br>-----<br>Name: Simon Kukes                         | Director  |

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/s/William Mason Director  
-----  
Name: William Mason

/s/Michael Walsh Director  
-----  
Name: Michael Walsh

/s/Prem Lachman Director  
-----  
Name: Prem Lachman

/s/John Climax Director  
-----  
Name: John Climax

/s/William Hall Director  
-----  
Name: William Hall

Authorized Representative in the United States

/s/Donald V. Puglisi  
-----  
Name: Donald V. Puglisi

Index to Exhibits

| Exhibit<br>----- | Document<br>-----   | Sequentially<br>Numbered Page<br>----- |
|------------------|---|--|
| (a) (i)          | Form of Amended<br>American Depositary<br>Receipt                             |  |
| (a) (ii)         | Amendment No. 2 to<br>Deposit Agreement,<br>dated as of<br>September 25, 2002 |  |
| (b) (i)          | Letter Agreement, dated<br>as of October 16, 2007                             |  |
| (b) (ii)         | Supplemental Letter<br>Agreement, dated as of<br>April 11, 2006               |  |
| (b) (iii)        | Letter Agreement, dated<br>as of March 29, 2006                               |  |

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- (d) Opinion of counsel  
to the Depositary
- (e) Certification under  
Rule 466