AMARIN CORP PLC\UK
Form 424B2
June 01, 2007

Prospectus Supplement
(To Prospectus Dated July 12, 2006)

6,655,574 Ordinary Shares
Warrants to Purchase 615,643 Ordinary Shares
and
615,643 Ordinary Shares Issuable on Exercise of Warrants

OFFERING OF ORDINARY SHARES AND WARRANTS

We are offering (i) 6,156,406 ordinary shares, 0.05 par value per share, of Amarin Corporation plc (each, an "Ordinary Share"), each Ordinary Share represented by one American Depositary Share (each, an "ADS"), evidenced by one American Depositary Receipt (each, an "ADR") (collectively, the "Unit Shares"), and (ii) warrants (each, a "Warrant") to purchase 615,643 Ordinary Shares, each Ordinary Share represented by one ADS, evidenced by one ADR (the "Warrant Shares"), in each case to selected investors (the "Unit Investors") pursuant to this prospectus supplement and the accompanying prospectus. For purposes of this prospectus supplement, the term "Unit" refers to one Unit Share and one Warrant to purchase 0.10 of one Warrant Share. The Units will be purchased at the negotiated price of $0.601 per Unit (the "Unit Purchase Price").

We are also offering the 615,643 Warrant Shares referred to above pursuant to this prospectus supplement and the accompanying prospectus. The Warrant Shares will be purchased at the negotiated exercise price per Warrant Share equal to $0.72 (the "Exercise Price").

We are also offering 499,168 Ordinary Shares, each Ordinary Share represented by one ADS, evidenced by one ADR (collectively, the "Separate Shares" and collectively with the Unit Shares, the "Shares"), to a selected investor (the "Share Investor" and, collectively with the Unit Investors, the "Investors") pursuant to this prospectus supplement and the accompanying prospectus. The Separate Shares will be valued at $0.601 per share, the closing sale price of our ADSs on the Nasdaq Capital Market on May 31, 2007, as further described in this prospectus supplement.

Our American Depositary Shares ("ADSs"), each representing one ordinary share, evidenced by American Depositary Receipts ("ADRs"), are traded on the Nasdaq Capital Market, the principal trading market for our securities, under the symbol "AMRN".

SEE "RISK FACTORS" IN OUR ANNUAL REPORT ON FORM 20-F FOR OUR FISCAL YEAR ENDED DECEMBER 31, 2006 FILED WITH THE SEC ON MARCH 5, 2007, "PRINCIPAL RISKS AND UNCERTAINTIES" IN OUR REPORT OF FOREIGN ISSUER ON FORM 6-K FURNISHED TO THE SEC ON MAY 9, 2007 AND THE DOCUMENTS INCORPORATED BY REFERENCE HEREIN, TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE SECURITIES.

	Per Share	Total (1)
Offering price of Units	$0.601	$3,700,000
Offering price of Warrant Shares (2)	$0.720	$443,263
Offering price of Separate Shares	$0.601	$300,000
Offering fees and commissions (3)	$0.180	$120,000
Proceeds, after fees and commissions, to us	$0.650	$4,323,263

(1) Assumes that all 615,643 Warrant Shares issuable upon exercise of the Warrants offered by this prospectus supplement are issued and sold in this offering. There is no requirement that any minimum number of Warrant Shares or dollar amount of Warrant Shares be issued and sold in this offering and there can be no assurance that we will issue and sell all or any of the Warrant Shares being offered.

(2) Pursuant to Rule 416, this registration statement also covers such indeterminate number of additional Warrant Shares as may become issuable as a result of anti-dilution adjustments in accordance with the terms of the Warrants.

(3) We have agreed to pay ProSeed Capital Holdings CVA a selling commission of 4% on the sale of 4,991,681 Units it has arranged to one of its clients. No other discounts, commissions, concessions or other compensation has been paid or will be paid to any underwriter, broker, dealer or agent in connection with the offering.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING CORE PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Securities offered hereby are being issued directly to the Investors on or about the date hereof. The Warrant Shares offered hereby will be issued directly to the Investors or their assigns on their date of issuance. We have agreed to pay ProSeed Capital Holdings CVA a selling commission of 4% on the sale of 4,991,681 Units it has arranged to one of its clients. No other discounts, commissions, concessions or other compensation has been paid or will be paid to any underwriter, broker, dealer or agent in connection with the offering.

The date of this prospectus supplement is June 1, 2007.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus is in two parts. The first part is this prospectus supplement, which describes the material terms of this offering and the Securities, including the material provisions of the Warrants, and adds to and updates information contained in or incorporated by reference into the accompanying core prospectus. The second part is the accompanying core prospectus, which gives more information about us and the securities we may offer from time to time under our shelf registration statement. To the extent there is a conflict between the information contained, or referred to, in this prospectus supplement, on the one hand, and the information contained, or referred to, in the accompanying core prospectus or any document incorporated by reference therein, on the other hand, the information in this prospectus supplement shall control.

We have not authorized any broker, dealer, salesperson or other person to give any information or to make any representation. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying core prospectus. This prospectus supplement and the accompanying core prospectus do not constitute an offer to sell or the solicitation of an offer to buy the Securities or the Warrant Shares in any jurisdiction nor do this prospectus supplement and the accompanying core prospectus constitute an offer to sell or the solicitation of an offer to buy the Securities or the Warrant Shares in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement and the accompanying core prospectus is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and any accompanying core prospectus is delivered or ordinary shares are sold on a later date.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying core prospectus, including the documents we have referenced in the section entitled “Incorporation of Certain Information by Reference” in this prospectus supplement.

In this prospectus supplement and the accompanying core prospectus, “Amarin,” “Company,” “we,” “us” and “our” refer to Amarin Corporation plc and its consolidated subsidiaries. References to “U.S. dollars,” “USD” or “$” are to the lawful currency of the United States and references to “pounds sterling,” “GBP£” or “£” are to the lawful currency of the United Kingdom.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying core prospectus include forward-looking statements. These forward-looking statements relate, among other things, to our future capital needs, our ability to acquire or develop additional marketable products, acceptance of our products by prescribers and end-users, competitive factors, and our marketing and sales plans. In addition, we may make forward-looking statements in future filings with the Securities and Exchange Commission (the "SEC") and in written material, press releases and oral statements issued by or on behalf of us. Forward-looking statements include statements regarding our intent, belief or current expectations or those of our management regarding various matters, including statements that include forward-looking terminology such as "may," "will," "should," "believes," "expects," "anticipates," "estimates," "continues," or similar expressions.

Forward-looking statements are subject to risks and uncertainties, certain of which are beyond our control. Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the factors described in the Risk Factors section beginning on page 3 of the accompanying core prospectus, the Risk Factor section of our Annual Report on Form 20-F for the year ended December 31, 2006 and the risk factors set forth under the heading "Principal Risks and Uncertainties" in our Report of Foreign Issuer on Form 6-K furnished to the SEC on May 9, 2007 (which are incorporated by reference in the accompanying core prospectus). Some, but not all, of these factors are the timing of our future capital needs and our ability to raise additional capital when needed, our ability to obtain regulatory approval for our products, uncertainty of market acceptance of our products, our ability to compete with other pharmaceutical companies, our ability to develop or acquire new products, problems with important third-party manufacturers on whom we rely, our ability to attract and retain key personnel, and implementation and enforcement of government regulations. This list of factors is not exclusive and other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements.

All forward-looking statements in this prospectus supplement and core prospectus are based on information available to us on the date hereof. We may not be required to publicly update or revise any forward-looking statements that may be made by us or on our behalf, in this prospectus supplement and core prospectus or otherwise, whether as a result of new information, future events or other reasons. Because of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus supplement and core prospectus might not transpire.

RECENT DEVELOPMENTS

On June 1, 2007, we entered into agreements (each, a "Purchase Agreement") with each of the Unit Investors pursuant to which we have agreed to sell and the Investors have agreed to purchase an aggregate of (i) 6,156,406 ordinary shares, 0.05 par value per share, of Amarin Corporation plc (each, an "Ordinary Share"), each Ordinary Share represented by one American Depositary Share (each, an "ADS"), evidenced by one American Depositary Receipt (each, an "ADR") (collectively, the "Unit Shares"), and (ii) warrants (each, a "Warrant") to purchase 615,643 Ordinary Shares, each Ordinary Share represented by one ADS, evidenced by one ADR (the "Warrant Shares"), in a transaction registered under the U.S. Securities Act of 1933, as amended, pursuant to this prospectus supplement and the accompanying prospectus included in our registration statement on Form F-3, File No. 333-135718. For purposes of this prospectus supplement, the term "Unit" refers to one Unit Share and one Warrant to purchase 0.10 of one Warrant Share. The Units will be purchased at the negotiated price of $0.601 per Unit (the "Units Purchase Price"). The Warrant Shares will be purchased at the negotiated exercise price per Warrant Share equal to $0.72 (the "Exercise Price").

On June 1, 2007, we entered into what is sometimes termed an equity line of credit arrangement with Brittany Capital Management Ltd. ("Brittany" or the "Share Investor"). Specifically, we entered into an Equity Credit Agreement with Brittany (the "Agreement") that provides that, upon the terms and subject to the conditions set forth therein, Brittany is committed, at our option, to purchase up to $15,000,000 of our ADSs over the 36-month term of the Agreement. Pursuant to the Agreement, we have agreed to pay to Brittany a one -time fee in an amount equal to $300,000 to be paid in cash or through the issuance of Ordinary Shares, each Ordinary Share represented by one ADS, evidenced by one ADR, with an aggregate market value equivalent to $300,000. We have elected under the terms of the Agreement to pay this fee in the form of the 499,168 Ordinary Shares, each Ordinary Share represented by one ADS, evidenced by one ADR (collectively, the "Separate Shares"), pursuant to this prospectus supplement and the accompanying prospectus. The Separate Shares will be valued at $0.601 per share, the closing sale price of our ADSs on the Nasdaq Capital Market on May 31, 2007.

THE OFFERING

Shares Offered	6,655,574 Ordinary Shares of Amarin, each Ordinary Share represented by one ADS, evidenced by one ADR.
Warrants Offered	Warrants to purchase 615,643 Ordinary Shares of Amarin, each Ordinary Share represented by one ADS, evidenced by one ADR.
Warrant Shares	615,643 Ordinary Shares of Amarin, each Ordinary Share represented by one ADS, evidenced by one ADR, subject to adjustment pursuant to the terms of the Warrants.
Warrant Exercise Price	$0.72 per Ordinary Share, subject to adjustment pursuant to the terms of the Warrants.
Warrant Exercise Period	The original issue date and through and including May 31, 2012.
Ordinary Shares to be outstanding after issuance of the Shares and the Warrant Shares issuable upon exercise of the Warrants offered in this Offering	97,962,113 Ordinary Shares.
Use of Proceeds	We will not receive any cash proceeds from the issuance of the Separate Shares. We will use the net proceeds of the Units offered hereby, and expect to use the net proceeds of the Warrant Shares, if any, for research and development and for general corporate purposes. See “Use of Proceeds” on page S-5.
Nasdaq Capital Market Symbol	AMRN

The information above and elsewhere in this prospectus supplement regarding our outstanding Ordinary Shares is based on 90,690,896 shares outstanding as of March 31, 2007.

USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the Separate Shares. We will use the net proceeds of the Units offered hereby, and expect to use the net proceeds of the Warrant Shares, if any, for research and development and for general corporate purposes.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth, on a UK GAAP basis, our capitalization and indebtedness, as of March 31, 2007:

- on an actual basis; and
- on an as-adjusted basis to give effect to the sale of 6,655,574 Shares offered hereby and 615,643 Warrant Shares issuable upon exercise of the Warrants offered in this offering assuming all such Warrant Shares are issued and sold pursuant to this offering.

This table should be read in conjunction with our consolidated financial statements for the three years ended December 31, 2006 set forth in our Annual Report on Form 20-F for the fiscal year ended December 31, 2006 filed with the SEC on March 5, 2007 and our selected financial data for the three month period ended March 31, 2007 included in our Report of Foreign Issuer on Form 6-K and furnished to the SEC on May 10, 2007, in each case incorporated herein by reference.

As at March 31, 2007 Amarin Corporation plc held $29.0 million of cash balances.

	Actual $'000	As Adjusted $'000
Shareholders' equity:		
Called up share capital	7,991	8,661
Treasury shares	(217)	(217)
Capital redemption reserve	27,633	27,633
Foreign currency translation reserve	(1,324)	(1,324)
Fair value investment reserve	294	294
Share premium account	144,982	148,198
Profit and loss account — (deficit)	(148,255)	(148,255)
Total shareholders' equity	31,104	34,990
Total capitalization	31,104	34,990

The above table does not reflect the following:

- In April 2007, we issued 420,000 Ordinary Shares due to the exercise of warrants of an aggregate nominal value $42,000 for a total consideration of $600,000. These warrants were issued as part of the financing by Amarin which was completed in December 2005.

DILUTION

Under UK GAAP, the net tangible book value of our Ordinary Shares on March 31, 2007 was $21.6 million, or approximately $0.24 per Ordinary Share, based on 90,690,896 Ordinary Shares outstanding. Net tangible book value per Ordinary Share represents the amount of our total tangible assets excluding intangible assets, less our total liabilities, divided by the total number of our Ordinary Shares outstanding. Dilution in net tangible book value per Ordinary Share to new investors represents the difference between the amount per Ordinary Share paid by investors in this offering and the net tangible book value per Ordinary Share immediately afterwards. Without taking into account any other changes in net tangible book value after March 31, 2007, other than to give effect to our receipt of the estimated net proceeds from the sale of the Shares and the Warrant Shares issuable upon the exercise of the Warrants offered in this offering at an offering price of $0.601 per Ordinary Share, assuming all such Warrant Shares are issued and sold pursuant to this offering, our net tangible book value as of March 31, 2007 after giving effect to the proceeds described above would have been approximately $25.5 million, or $0.26 per Ordinary Share. This represents an immediate increase in net tangible book value of $0.02 per Ordinary Share to existing stockholders and an immediate dilution in net tangible book value of $0.34 per Ordinary Share to the Investors.

The following table illustrates this per Ordinary Share dilution:

Offering price per Ordinary Share		$0.601
Net tangible book value per Ordinary Share as of March 31, 2007	$0.24	
Increase per Ordinary Share attributable to new investors	$0.02	
As adjusted net tangible book value per Ordinary Share after issuance of the Warrant Shares issuable upon exercise of the Warrants		$0.26
Dilution in net tangible book value per Ordinary Share to the Investors		$0.34

DESCRIPTION OF WARRANTS

We are offering Warrants exerciseable into 615,643 of our Ordinary Shares in the form of ADSs to the Unit Investors pursuant to this prospectus supplement and the accompanying prospectus in connection with the Purchase Agreements that we entered into on June 1, 2007 with each of the Unit Investors. See "Recent Developments."

The Warrants will be exerciseable at the price of $0.72 per Warrant Share (subject to adjustment as described below). The Warrants may be exercised at any time and from time to time on or after the original issue date and through and including May 31, 2012. A description of the material terms of the Warrants to be issued are described below.

Exercise. The rights represented by the Warrant may be exercised in whole or, subject to the limitations set forth below, in part at any time during the Exercise Period, by delivery at least ten (10) days prior to the date of exercise of the following to the Company at its address set forth in the Warrant (or at such other address as it may designate by notice in writing to the holder):

(a) An executed Notice of Exercise in the form attached to the Warrant;

(b) Payment of the Exercise Price by wire transfer of immediately available funds; and

(c) The Warrant (together with each duly completed Assignment Form (in the form attached to the Warrant) in respect of each assignment of the Warrant, if any, subsequent to the date the Warrant is issued).

Upon the exercise of the rights represented by the Warrant, ADRs will be issued for the Warrant Shares so purchased, and will be registered in the name of the holder or persons affiliated with the holder, if the holder so designates, reasonably promptly after the rights represented by the Warrant shall have been so exercised and shall be issued and delivered to the holder through the book-entry facilities of The Depository Trust Company, unless the holder specifies otherwise. The issuance of Warrant Shares upon exercise of the Warrant will be made without charge to the holder for any stamp duty or stamp duty reserve tax with respect thereto or any other cost incurred by us in connection with the exercise of the Warrant and the related issuance of Warrant Shares.

The Warrants may be exercised in part; *provided* that no exercise of the Warrants may be in respect of less than 10,000 Warrant Shares; *provided*, *further*, that if the Warrant is, upon issuance, exercisable for less than 10,000 Warrant Shares, the Warrant may be exercised in whole but not in part and *provided further* that, after giving effect to such exercise, the number of Warrant Shares relating to unexercised Warrants is equal to or exceeds 10,000. Warrants may not be exercised for a fractional Warrant Share.

Adjustment of Exercise Price. In the event of any changes in our outstanding Ordinary Shares on or after June 1, 2007 by reason of a stock dividend, subdivision, split-up, or combination of shares, the number of Ordinary Shares purchasable under the Warrant in the aggregate and the Exercise Price shall be correspondingly adjusted to give the holder of the Warrant, on exercise for the same aggregate Exercise Price, the total number of Ordinary Shares as the holder would have owned had the Warrant been exercised prior to the event requiring adjustment and had the holder continued to hold such shares until after such event.

If, for any reason, prior to the exercise of the Warrant in full, we spin off or otherwise divest ourselves of a part of our business or operations or dispose of all or a part of our assets in a transaction (the "Spin Off"), in each case, in a transaction in which we do not receive compensation for such business, operations or assets, but causes securities of another entity (the "Spin Off Securities") to be issued to our security holders, then the Exercise Price on the outstanding Warrant will be adjusted immediately after consummation of the Spin Off by multiplying the Exercise Price in effect immediately prior to the Spin Off by a fraction (if, but only if, such fraction is less than 1.0), the numerator of which is

the average closing bid price of the ADSs for the five trading days immediately following the fifth trading day after the record date (the "Record Date") for determining the amount and number of Spin Off Securities to be issued to our security holders, and the denominator of which is the average closing bid price of the ADSs

for the five trading days immediately preceding the Record Date; and such adjusted Exercise Price shall be deemed to be the Exercise Price with respect to the outstanding Warrant after the consummation of the Spin Off.

Call Right. Subject to the limitations described below, if at any time the VWAP of the ADSs on our Trading Market is equal to or above U.S.$1.80, as adjusted for any stock splits, stock combinations, stock dividends and other similar events (the "Threshold Price"), for each of any twenty consecutive Trading Day period, then we, at any time thereafter, will have the right, but not the obligation (the "Call Right"), on 20 days' prior written notice to the holder, to cancel all, but not less than all, of the unexercised portion of the Warrant for which a Notice of Exercise (in the form attached to the Warrant) has not yet been delivered prior to the Cancellation Date (as defined below).

To exercise the Call Right, we will deliver to the holder an irrevocable written notice thereof (a "Call Notice"). The date that we deliver the Call Notice to the holder will be referred to as the "Call Date". Within 20 days after receipt of the Call Notice, the holder may exercise the Warrant in whole or in part, subject to the terms thereof, as set forth in therein. Any portion of the Warrant that is not exercised by 5:30 p.m. (New York City time) on the 20th day following the date of receipt of the Call Notice (the "Cancellation Date") will be cancelled.

Notwithstanding anything to the contrary set forth in the Warrant, unless waived in writing by the holder, we may not deliver a Call Notice or require the cancellation of any unexercised portion of the Warrant (and any Call Notice will be void) unless from the Call Date through the Cancellation Date (the "Call Period") this Registration Statement, or another registration statement covering the Warrant Shares, is effective as to the issuance of all of the Warrant Shares to be issued to the holder upon exercise of the Warrant.

"VWAP" means, for any date, the price determined by the first of the following clauses that applies: (i) if the Ordinary Shares in the form of ADSs are then listed on The Nasdaq Stock Market or another national securities exchange (a "Trading Market"), the daily volume weighted average price of the ADSs for such date (or the nearest preceding trading date) on the Trading Market on which the ADSs are then listed, as reported by Bloomberg Financial LP; (b) if the ADSs are not then listed on a Trading Market and if prices for the ADSs are then quoted on the OTC Bulletin Board, the volume weighted average price of the ADSs for such date (or the nearest preceding trading date) on the OTC Bulletin Board; and (c) if the ADSs are not then listed on the OTC Bulletin Board and if prices for the ADSs are then reported on the "Pink Sheets" published by the Pink Sheets LLC (or similar organization or agency succeeding to its functions of reporting prices), the most recent bid price per share of the ADSs so reported; or (d) in all other cases, the fair market value of an ADS as determined by an independent appraiser selected in good faith by the Company.

Certain Events. In the event of, at any time on or after June 1, 2007 and prior to the expiration of the Exercise Period, any capital reorganization, or any reclassification of our capital stock (other than a change in par value or from par value to no par value or no par value to par value or as a result of a stock dividend, subdivision, split-up or combination of shares), or our consolidation or merger with or into another corporation (other than a merger solely to effect a reincorporation of Amarin into another state), in each case, in which our shareholders immediately prior to such capital reorganization, reclassification, consolidation or merger, will hold less than a majority of our outstanding shares or the outstanding shares of the resulting corporation immediately after such capital reorganization, reclassification, consolidation or merger, or the sale or other disposition of all or substantially all of our properties and assets, taken as a whole, in its entirety to any other person, other than sales or other dispositions that do not require shareholder approval (each, an "Event"), we will provide to the holder ten (10) days' advance written notice of the Event, and the holder shall have the option, in its sole discretion, to allow any unexercised portion of the Warrants to be deemed automatically exercised.

No Shareholder Rights. The Warrants in and of themselves will not entitle the holder of the Warrants to any voting rights or other rights as a shareholder of the Company.

Transfers of the Warrants. The Warrants and all rights thereunder are transferable by the holder in person or by duly authorized attorney, upon delivery of the Warrants and the duly completed Assignment Form attached thereto to any authorized transferee designated by the holder with a copy to the Company.

Modifications and Waiver. Unless otherwise provided in the Warrants, the Warrants and any provision thereof may be changed, waived, discharged or terminated only by an instrument in writing signed by the Company and the holder.

Certain U.S. Federal Income Tax Considerations.

Subject to the limitations described below, the following generally summarizes certain material U.S. federal income tax consequences to a U.S. Holder (as defined below) of the acquisition, ownership and disposition of Warrants and Ordinary Shares. U.S. Holders of ADSs will be treated for U.S. federal income tax purposes as owners of the Ordinary Shares underlying the ADSs. Accordingly, except as noted, the U.S. federal income tax consequences discussed below regarding Ordinary Shares apply equally to ADSs. This discussion is limited to U.S. Holders who are beneficial owners of the Warrants or Ordinary Shares, and who hold their Warrants or Ordinary Shares as capital assets, within the meaning of the U.S. Internal Revenue Code of 1986, as amended, which we refer to as the "Code." For purposes of this summary, a "U.S. Holder" is a beneficial owner of Warrants or Ordinary Shares that does not maintain a "permanent establishment" or "fixed base" in the U.K., as such terms are defined in the double taxation convention between the U.S. and U.K. and that is, for U.S. federal income tax purposes,

- a citizen or resident of the U.S.;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in the U.S. or under the laws of the U.S. or of any state thereof or the District of Columbia;
- an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust, if a court within the U.S. is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust.

If a partnership (including for this purpose any entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of Warrants or Ordinary Shares, the treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. Partnerships and partners in such partnerships should consult their tax advisors about the U.S. federal income tax consequences of owning and disposing of Warrants or Ordinary Shares.

This summary is for general information purposes only. It does not purport to be a comprehensive description of all the U.S. federal income tax considerations that may be relevant to each U.S. Holder's decision in regard to the Warrants and Ordinary Shares. This discussion also does not address any aspect of U.S. federal gift or estate tax, or any state, local or non-U.S. tax laws. Prospective owners of Warrants or Ordinary Shares who are U.S. Holders are advised to consult their own tax advisors with respect to the U.S. federal, state and local tax consequences, as well as the non-U.S. tax consequences, of the acquisition, ownership and disposition of Warrants and Ordinary Shares applicable to their particular tax situations.

This discussion is based on current provisions of the Code, current and proposed U.S. treasury regulations promulgated thereunder, the double taxation convention between the U.S. and U.K. entered into force on March 31, 2003, and administrative and judicial decisions, each as of the date hereof, all of which are subject to change or differing interpretation, possibly on a retroactive basis. The new convention replaces the double taxation convention between the U.S. and the U.K. entered into force on April 24, 1980. The new convention is effective, in respect of taxes withheld at source, for amounts paid or credited on or after May 1, 2003. Other provisions of the new convention will take effect on certain other dates. A U.S. Holder would, however, be entitled to elect to have the old convention apply in its entirety for a period of twelve months after the effective dates of the new convention. The following discussion assumes that U.S. Holders are residents of the U.S. for purposes of both the old convention and the new convention, and are entitled to the benefits of those conventions.

This discussion does not address all aspects of U.S. federal income taxation that may be relevant to a particular U.S. Holder based on such holder's individual circumstances. In particular, this discussion does not address the potential application of the alternative minimum tax nor does it address the tax treatment of shareholders, part-

ners or beneficiaries of a holder of Warrants or Ordinary Shares. In addition, this discussion does not address the U.S. federal income tax consequences to U.S. Holders that are subject to special treatment, including broker-dealers, including dealers in securities or currencies; insurance companies; taxpayers that have elected mark-to-market accounting; tax-exempt organizations; financial institutions or "financial services entities"; taxpayers who hold Warrants or Ordinary Shares as part of a straddle, hedge or conversion transaction; U.S. Holders owning directly, indirectly or by attribution at least 10% of our voting power; taxpayers whose functional currency is not the U.S. Dollar; certain expatriates or former long-term residents of the U.S.; and taxpayers who acquired their Warrants or Ordinary Shares as compensation.

You should consult your own tax advisors about the particular tax consequences to you under U.K., U.S. federal, state and local and other foreign laws, of the acquisition, ownership and disposition of Warrants, ADSs or Ordinary Shares.

Warrants

Exercise of Warrants

The exercise of a Warrant will not be a taxable event for a U.S. Holder. Subject to the passive foreign investment company rules discussed below, a U.S. Holder will generally have a holding period in ADSs acquired upon exercise of a Warrant that begins on the day after the date of exercise of the Warrant.

Lapse of Warrants

If a Warrant is allowed to lapse unexercised, a U.S. Holder would realize a capital loss equal to such holder's tax basis in the Warrant. U.S. Holders of Warrants should consult their own tax advisors regarding the amount of their tax basis in the Warrants.

Sale or Exchange of Warrants

Subject to the passive foreign investment company rules discussed below, the sale of a Warrant will result in the recognition of capital gain or loss to a U.S. Holder in a manner similar to that described below under "—Sale or Exchange of Ordinary Shares."

Constructive Distributions

An adjustment to the exercise price or conversion ratio of the Warrants, or the failure to make such adjustments, may in certain circumstances result in constructive distributions to U.S. Holders that could be taxable as dividends under Section 305 of the Code. In that case, the U.S. Holder's tax basis in the Warrants would be increased by the amount of any such dividend.

Ordinary Shares

Distributions

Subject to the passive foreign investment company rules discussed below, the amount of any distributions (including, provided certain elections are made, as discussed in "—U.K. Withholding Tax/Foreign Tax Credits" below, the full tax credit amount deemed received) paid out of current and/or accumulated earnings and profits, as determined under U.S. tax principles, will be included in the gross income of a U.S. Holder on the day such distributions are actually or constructively received, and will be characterized as ordinary income for U.S. federal income tax purposes. Dividends paid to noncorporate holders in taxable years beginning before January 1, 2011 are subject to taxation at a reduced rate

of 15% provided that the holder has held the shares for more than 60 days during the 120-day period beginning 60 days before the ex-dividend date, the issuer is a "qualified foreign corporation," and certain other conditions are met. A company is a "qualified foreign corporation" if the shares on which the dividend is paid (or ADRs in respect of such shares) are listed on certain securities markets, including the Nasdaq Stock Mar-

ket, or if the corporation is eligible for the benefits of a tax treaty determined to be satisfactory by the U.S. Secretary of the Treasury. The income tax treaty between the U.S. and the U.K. has been designated as satisfactory for such purpose.

To the extent that a distribution on Ordinary Shares exceeds our current and accumulated earnings and profits, it will be treated as a non-taxable return of capital to the extent of a U.S. Holder's adjusted basis in the Ordinary Shares, and thereafter as capital gain. We do not currently maintain calculations of our earnings and profits under U.S. tax principles. Dividends paid by us to corporate U.S. Holders will not be eligible for the dividends-received deduction that might otherwise be available if such dividends were paid by a U.S. corporation.

Foreign Currency Considerations

Distributions paid by us in pounds sterling will be included in a U.S. Holder's income when the distribution is actually or constructively received by the U.S. Holder. The amount of a dividend distribution includible in the income of a U.S. Holder will be the U.S. Dollar value of the pounds sterling, determined by the spot rate of exchange on the date when the distribution is actually or constructively received by the U.S. Holder, regardless of whether the pounds sterling are actually converted into U.S. Dollars at such time. If the pounds sterling received as a dividend distribution are not converted into U.S. Dollars on the date of receipt, a U.S. Holder may realize exchange gain or loss on a subsequent conversion of such pounds sterling into U.S. Dollars. The amount of any gain or loss realized in connection with a subsequent conversion will be treated as ordinary income or loss, and generally will be treated as U.S. source income or loss for foreign tax credit purposes.

U.K. Withholding Tax/Foreign Tax Credits

A U.S. Holder that elects to receive benefits under the old convention is, in principle, entitled to claim a refund from the Revenue and Customs for (i) the amount of the tax credit that a U.K. resident individual would be entitled to receive with respect to a dividend payment, which we refer to as the "Tax Credit Amount," reduced by (ii) the amount of U.K. withholding tax, which we refer to as "U.K. Notional Withholding Tax," imposed on such dividend payment under the old convention. The Tax Credit Amount will equal that amount of U.K. Notional Withholding Tax imposed on dividends paid by us. As a result, no such refund is available. However, a U.S. Holder may be entitled to claim a foreign tax credit for the amount of U.K. Notional Withholding Tax associated with a dividend paid by us by filing a Form 8833 in accordance with U.S. Revenue Procedure 2000-13. U.S. Holders that file Form 8833 will be treated as receiving an additional dividend from us equal to the Tax Credit Amount (unreduced by the U.K. Notional Withholding Tax). Such additional dividend must be included in the U.S. Holder's gross income, and the U.S. Holder will be treated as having paid the applicable U.K. Notional Withholding Tax due under the old convention. For purposes of calculating the foreign tax credit, dividends paid on the Ordinary Shares will be treated as non-U.S. source income, and generally will constitute "passive category income" or, in the case of certain U.S. Holders, "general category income." In lieu of claiming a foreign tax credit, a U.S. Holder may be eligible to claim a deduction for foreign taxes paid in a taxable year. However, a deduction generally does not reduce a U.S. Holder's U.S. federal income tax liability on a dollar-for-dollar basis as does a tax credit.

Under the new convention, the Tax Credit Amount and U.K. Notional Withholding Tax described above will no longer apply to U.S. Holders. The U.K. does not currently apply a withholding tax on dividends under its internal tax laws. Were such withholding imposed in the U.K., as permitted under the new convention, the U.K. generally will be entitled to impose a withholding tax at a rate of 15% on dividends paid to U.S. Holders. A U.S. Holder who is subject to such withholding should be entitled to a credit for such withholding, subject to applicable limitations, against such U.S. Holder's U.S. federal income tax liability.

The rules relating to foreign tax credits are complex. U.S. Holders are urged to consult their tax advisors to determine whether and to what extent a foreign tax credit might be available in connection with dividends paid on the Ordinary

Shares.

Sale or Exchange of Ordinary Shares

Subject to the passive foreign investment company rules described below, a U.S. Holder generally will recognize capital gain or loss on the sale or exchange of Ordinary Shares in an amount equal to the difference between the amount realized in such sale or exchange and the U.S. Holder's adjusted tax basis in such Ordinary Shares. Such capital gain or loss will be long-term capital gain or loss if a U.S. Holder has held the Ordinary Shares for more than one year, and generally will be U.S. source income for foreign tax credit purposes. Long-term capital gains realized by an individual U.S. Holder on a sale or exchange of Ordinary Shares are generally subject to reduced rates of taxation. The deductibility of capital losses is subject to limitations.

A U.S. Holder that receives foreign currency upon the sale or exchange of Ordinary Shares generally will realize an amount equal to the U.S. Dollar value of the foreign currency on the date of sale (or, if Ordinary Shares are traded on an established securities market, in the case of cash basis tax payers and electing accrual basis tax payers, the settlement date). A U.S. Holder will have a tax basis in the foreign currency received equal to the U.S. Dollar amount realized. Any gain or loss realized by a U.S. Holder on a subsequent conversion or other disposition of foreign currency will be ordinary income or loss, and will generally be U.S. source income for foreign tax credit purposes.

Surrender of ADSs for Ordinary Shares

The surrender of ADSs for the underlying Ordinary Shares will not be a taxable event for U.S. federal income tax purposes, and U.S. Holders will not recognize any gain or loss upon such an exchange.

PFIC Rules

Certain adverse U.S. tax consequences apply to a U.S. shareholder in a company that is classified as a passive foreign investment company, which is referred to herein as a PFIC. We will be classified as a PFIC in a particular taxable year if either (i) 75% or more of our gross income is passive income; or (ii) the average percentage of the value of our assets that produce or are held for the production of passive income is at least 50%. Cash balances, even if held as working capital, are considered to be passive.

Because we will receive interest income and may receive royalties, we may be classified as a PFIC under the income test described above. In addition, as a result of our cash position, we may be classified as a PFIC under the asset test.

If we were a PFIC in any year during which a U.S. Holder owned Ordinary Shares, the U.S. Holder would generally be subject to special rules (regardless of whether we continued to be a PFIC) with respect to (i) any "excess distribution" (generally, distributions received by the U.S. Holder in a taxable year in excess of 125% of the average annual distributions received by such holder in the three preceding taxable years, or, if shorter, such holder's holding period) and (ii) any gain realized on the sale or other disposition of the Ordinary Shares. Under these rules:

- the excess distribution or gain would be allocated ratably over the U.S. Holder's holding period, including the holding period that the U.S. Holder owned the Warrants;
- the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we are a PFIC would be taxed as ordinary income; and
- the amount allocated to each of the prior taxable years would be subject to tax at the highest rate of tax in effect for the taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each such prior taxable year.

U.S. Holders who own ADSs (but not Ordinary Shares) generally should be able to avoid the interest charge described above by making a mark-to-market election with respect to such ADSs, provided that the ADSs are

"marketable." The ADSs are marketable if they are regularly traded on certain U.S. stock exchanges, or on a foreign stock exchange if:

- the foreign exchange is regulated or supervised by a governmental authority of the country in which the exchange is located;
- the foreign exchange has trading volume, listing, financial disclosure, and other requirements designed to prevent fraudulent and manipulative acts and practices, remove impediments to, and perfect the mechanism of, a free and open market, and to protect investors;
- the laws of the country in which the exchange is located and the rules of the exchange ensure that these requirements are actually enforced; and
- the rules of the exchange effectively promote active trading of listed stocks.

For purposes of these regulations, the ADSs will be considered regularly traded during any calendar year during which they are traded, other than in de minimis quantities, on at least fifteen days during each calendar quarter. Any trades that have as their principal purpose meeting this requirement will be disregarded. If a U.S. Holder makes a mark-to-market election, it will be required to include as ordinary income the excess of the fair market value of such ADSs at year-end over its basis in those ADSs. In addition, any gain that the U.S. Holder recognizes upon the sale of such ADSs will be taxed as ordinary income in the year of sale. A U.S. Holder of Warrants may not make a mark-to-market election with respect to the Warrants it holds. U.S. Holders should consult their tax advisors regarding the availability of the mark-to-market election.

A U.S. Holder of an interest in a PFIC can sometimes avoid the interest charge described above by making a "qualified electing fund" or "QEF" election to be taxed currently on its share of the PFIC's undistributed ordinary income. Such election must be based on information concerning the PFIC's earnings provided by the relevant PFIC to investors on an annual basis. We will make such information available to U.S. Holders upon request, and consequently U.S. Holders will be able to make a QEF election. A U.S. Holder may not make a QEF election with respect to Warrants. As a result, if a U.S. Holder sells Warrants, any gain will be subject to the special tax and interest charge rules treating the gain as an excess distribution, as described above, if the company is a PFIC at any time during the period the U.S. Holder holds the Warrants. If a U.S. Holder that exercises Warrants properly makes a QEF election with respect to the newly acquired ADSs, the adverse tax consequences under PFIC rules will continue to apply with respect to the pre-QEF election period.

The application of the PFIC and QEF rules to Warrants and to ADSs acquired upon exercise of Warrants is subject to significant uncertainties. Accordingly, each U.S. Holder should consult such holder's tax advisor concerning the PFIC consequences of holding Warrants or of holding ADSs acquired through the exercise of such Warrants. In addition, U.S. Holders who hold ADSs or Ordinary Shares other than through exercise of Warrants should consult their tax advisors regarding the U.S. federal income tax considerations discussed above and the desirability of making a QEF election.

U.S. Backup Withholding and Information Reporting Requirements

Dividends paid on the Ordinary Shares, and proceeds received in connection with the sale or exchange of Ordinary Shares or Warrants may be subject to information reporting to the Internal Revenue Service (the "IRS") and backup withholding (currently imposed at a rate of 28%). Backup withholding will not apply, however, if a U.S. Holder (i) is a corporation or comes within certain other exempt categories and, when required, demonstrates such fact, or (ii) provides a taxpayer identification number, certifies as to no loss of exemption from backup withholding and otherwise complies with applicable backup withholding rules. Persons required to establish their exempt status generally must provide certification on IRS Form W-9 or Form W-8BEN (as applicable). Amounts withheld as backup withholding may be credited against a holder's U.S. federal income tax liability. A holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS and

furnishing any required information.

PLAN OF DISTRIBUTION

The Securities offered hereby are being issued directly to the Investors on or about the date hereof and the Warrant Shares, if any, issued upon exercise of the Warrants offered in this offering, will be issued directly to the Investors or their respective assigns. We have agreed to pay ProSeed Capital Holdings CVA a selling commission of 4% on the sale of 4,991,681 Units which it has arranged to one of its clients. No other underwriters, agents, brokers or dealers were involved in the distribution of the Securities offered hereby and none will be involved in the distribution of the Warrant Shares. No other discounts, commissions, concessions or other compensation has been paid to any underwriter, broker, dealer or agent in connection with the offering.

LEGAL MATTERS

Cahill Gordon & Reindel LLP will pass upon certain U.S. federal legal matters with respect to the offering for us.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference documents we file with the SEC, which means that we can disclose information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and certain later information that we file with the SEC will automatically update and supersede this information. Our Annual Report on Form 20-F for the fiscal year ended December 31, 2006 and filings made on Form 6-K with the following dates, are incorporated by reference in the accompanying core prospectus: January 25, 2007, February 5, 2007, February 8, 2007, February 27, 2007, March 6, 2007, March 9, 2007, March 13, 2007, April 3, 2007, April 10, 2007, April 24, 2007, May 9, 2007 and May 10, 2007.

All annual reports on Form 20-F that we file with the SEC pursuant to the Securities Exchange Act of 1934 after the date of this prospectus supplement and prior to the termination of the offering shall be deemed to be incorporated by reference into this prospectus and to be part hereof from the date of filing of such documents. We may incorporate by reference any Form 6-K subsequently submitted to the SEC by identifying in such Form that it is being incorporated by reference into this prospectus.

We shall undertake to provide without charge to each person to whom a copy of this prospectus has been delivered, upon the written or oral request of any such person to us, a copy of any or all of the documents referred to above that have been or may be incorporated into this prospectus by reference, including exhibits to such documents, unless such exhibits are specifically incorporated by reference to such documents. Requests for such copies should be directed to Amarin Corporation plc, 1st Floor, Block 3, The Oval, Shelbourne Road, Ballsbridge, Dublin 4, Ireland, Attention: Company Secretary, telephone +353-1-6699020.

You should rely only on the information incorporated by reference or provided in this prospectus supplement and the accompanying core prospectus. We have not authorized anyone else to provide you with different information. This prospectus is an offer to sell or to buy only the securities referred to in this prospectus, and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the core prospectus is current only as of the date on the front page of those documents. Also, you should not assume that there has been no change in our affairs since the date of this prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20459. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The registration statement of which this prospectus is a part, and other public filings with the SEC, are also available on the website maintained by the SEC at http://www.sec.gov.

$100,000,000

AMARIN CORPORATION PLC
Ordinary Shares
Ordinary Shares, in the form of American Depositary Shares
Preference Shares
Preference Shares, in the form of American Depositary Shares
Debt Securities
Warrants
Purchase Contracts
Units
and Guarantees of Debt Securities

AMARIN FINANCE LTD.
Debt Securities

We may offer and sell from time to time:

- ordinary shares, each of which may be represented by one American Depositary Share;
- preference shares, each of which may be represented by one American Depositary Share;
- warrants to purchase any other securities that may be sold under this prospectus, securities of third parties or other rights;
- purchase contracts to purchase ordinary shares or other securities that may be sold under this prospectus;
- any combination of these securities, individually or as units; and
- senior or subordinated debt securities.

Amarin Finance may offer and sell from time to time senior or subordinated debt securities which we will guarantee.

We will provide the specific terms and initial public offering prices of these securities in supplements to this prospectus. You should read this prospectus and the accompanying prospectus supplement carefully before you invest.

We may offer securities through underwriting syndicates managed or co-managed by one or more underwriters or dealers, through agents or directly to purchasers. The prospectus supplement for each offering of securities will describe in detail the plan of distribution for that offering. For general information about the distribution of securities offered, please see “Plan of Distribution” in this prospectus.

Our American Depositary Shares representing ordinary shares, evidenced by American Depositary Receipts, are traded on the Nasdaq Capital Market, the principal trading market for our securities, under the symbol “AMRN.” Our ordinary shares have also recently been admitted to listing on the AIM market of the London Stock Exchange and the IEX market of the Irish Stock Exchange. If we decide to list any of these other securities on a national securities exchange upon issuance, the applicable prospectus supplement to this prospectus will identify the exchange and the date when we expect trading to begin.

SEE "RISK FACTORS" REFERRED TO ON PAGE 3 TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE SECURITIES.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS OR THE ACCOMPANYING PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Neither the Bermuda Monetary Authority nor the Registrar of Companies in Bermuda accepts any responsibility for the financial soundness of Amarin Finance or the correctness of any of the statements made or opinions expressed in this prospectus.

This prospectus may not be used to consummate sales of securities unless accompanied by the applicable prospectus supplement.

The date of this prospectus is July 12, 2006

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form F-3 that Amarin and the other registrants filed with the Securities and Exchange Commission (or the SEC) using a "shelf" registration process. Under this process, we may, from time to time, sell the securities described in this prospectus in one or more offerings up to a total dollar amount of $100 million or the equivalent denominated in foreign currencies.

This prospectus provides you with a general description of the securities that we may offer and the related guarantees, if any, of those securities. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of the offering. This prospectus will be filed with the Registrar of Companies in Bermuda in accordance with Bermuda law. The prospectus supplement may also add, update or change information contained in this prospectus, and may also contain information about any material federal income tax considerations relating to the securities covered by the prospectus supplement. You should read both this prospectus and any prospectus supplement, together with additional information described below under the heading "Where You Can Find More Information," before purchasing any of our securities. This prospectus does not contain all of the information included in the registration statement. For a more complete understanding of the offering of the securities, you should refer to the registration statement, including the exhibits.

You should rely only on the information contained in or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized anyone to provide you with different information. We are not making offers to sell the securities in any jurisdiction in which an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation.

The information in this prospectus is accurate as of the date on the front cover. You should not assume that the information contained in this prospectus is accurate as of any other date.

Unless the context otherwise requires, in this prospectus, "Amarin," "Company," "we," "us" and "our" refer to Amarin Corporation plc and its consolidated subsidiaries. References to "Amarin Finance" refer to Amarin Finance Ltd. and references to "Amarin Neuroscience" refer to Amarin Neuroscience Limited. References to "U.S. dollars," "USD" or "$" are to the lawful currency of the United States, references to "euros" or "€" are to the lawful currency of the member states of the European Economic and Monetary Union and references to "pounds sterling," "GBP" or "£" are to the lawful currency of the United Kingdom.

AMARIN CORPORATION PLC

Amarin is a neuroscience company focused on the research, development and commercialization of novel drugs for the treatment of central nervous system disorders. Our goal is to capitalize on our reputation in neurology and to become a leader in the development and commercialization of novel drugs which address unmet medical needs.

Amarin was incorporated in England as a private limited company on March 1, 1989 under the Companies Act of 1985, a statute governing companies in Great Britain, and re-registered in England as a public limited company on March 19, 1993. Our registered office and our principal executive offices are located at 7 Curzon Street, Mayfair, London W1J 5HG, England, and our telephone number is +44-20-7499-9009. Our website address is www.amarincorp.com. Information contained in our website is not a part of this prospectus.

AMARIN FINANCE LTD.

Amarin has organized Amarin Finance for the purpose of issuing debt securities pursuant to this prospectus. There are no separate financial statements of Amarin Finance in this prospectus because it is a subsidiary of Amarin for financial reporting purposes. We do not believe the financial statements would be helpful to the holders of the securities of Amarin Finance because:

- Amarin is a reporting company under the Securities Exchange Act of 1934, as amended (referred to in this prospectus as the "Exchange Act") and owns, directly or indirectly, all of the voting interests of Amarin Finance;

- Amarin Finance does not have any independent operations and does not propose to engage in any activities other than issuing securities and investing the proceeds in Amarin or its affiliates; and

  - Amarin Finance's obligations under the securities will be fully and unconditionally guaranteed by Amarin.

Amarin Finance is exempt from the information reporting requirements of the Exchange Act.

Amarin Finance is a Bermuda exempted company limited by shares that was formed under the Bermuda Companies Act 1981 on June 23, 2006. Its registered office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, and its telephone number is +441-295-1422.

RISK FACTORS

Investing in our securities involves risks. You should carefully consider the risk factors described below and the other information included or incorporated by reference in this prospectus and the accompanying prospectus supplement before making an investment decision. The risks and uncertainties described in the risk factors are not the only ones that we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. If any of the risks and uncertainties mentioned in the risk factors develop into actual events, our business, financial condition and results of operations could be materially and adversely affected. In such an instance, the trading price of our securities could decline, and you might lose all or part of your investment. Additional risk factors may be included in a prospectus supplement relating to a particular series or offering of securities.

We have a history of losses, and we may not be able to attain profitability in the foreseeable future.

We have not been profitable in four of the last five fiscal years. For the fiscal years ended December 31, 2001, 2002, 2003, 2004, and 2005 we reported (losses)/profits of approximately $(5.3) million, $(37.0) million, $(19.2) million, $4.0 million and ($18.7) million, respectively, under UK GAAP. For the quarter ended March 31, 2006, we reported losses of approximately $(6.4) million under UK GAAP. Unless and until marketing approval is obtained from either the U.S. Food and Drug Administration, which we refer to as the FDA, or European Medicines Evaluation Agency, which we refer to as the EMEA, for our principal product, Miraxion™, or we are otherwise able to acquire rights to products that have received regulatory approval or are at an advanced stage of development and can be readily commercialized, we may not be able to generate revenues in future periods and we may not be able to attain profitability.

By February 2004, we had divested a majority of our assets. Although we subsequently acquired Amarin Neuroscience (formerly Laxdale Limited) and its leased facility in Stirling, Scotland on October 8, 2004, we continue to have limited operations, assets and financial resources. As a result, we currently have no marketable products or other source of revenues. All of our current products, including Miraxion, our principal product, are in the development stage. The development of pharmaceutical products is a capital intensive business. Therefore, we expect to incur expenses without corresponding revenues at least until we are able to obtain regulatory approval and sell our future products in significant quantities. This may result in net operating losses, which will increase continuously until we can generate an acceptable level of revenues, which we may not be able to attain. Further, even if we do achieve operating revenues, there can be no assurance that such revenues will be sufficient to fund continuing operations. Therefore, we cannot predict with certainty whether we will ever be able to achieve profitability.

In addition to advancing our existing development pipeline, we also intend to acquire rights to additional products. However, we may not be successful in doing so. We may need to raise additional capital before we can acquire any products. There is also a risk that Miraxion or any other development stage products we may acquire will not be approved by the FDA or regulatory authorities in other countries on a timely basis or at all. The inability to obtain such approvals would adversely affect our ability to generate revenues.

The likelihood of success of our business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early stage businesses and the regulatory and competitive environment in which we operate.

Our historical financial results do not form an accurate basis for assessing our current business.

As a consequence of the divestiture of a majority of our business and assets during 2003 and early 2004 and our acquisition of Amarin Neuroscience in October 2004, our historical financial results do not form an accurate basis upon which investors should base an assessment of our business and prospects. Prior to such divestiture, our business

was primarily the sale of marketable products in the United States, the out-licensing of our proprietary technologies, and research and development activities. Following the acquisition of Amarin Neuroscience, we are now focused on the research, development and commercialization of novel drugs for the central nervous system, which we refer to as the CNS. Accordingly, our historical financial results reflect a substantially different business from that currently being conducted.

We may have to issue additional equity leading to shareholder dilution.

We are committed to issue equity to the former shareholders of Amarin Neuroscience upon the successful achievement of specified milestones for the Miraxion development program (subject to such shareholders' right to choose cash payment in lieu of equity). Pursuant to the Amarin Neuroscience share purchase agreement, further success-related milestones will be payable as follows:

On receipt of marketing approval in the United States and Europe for the first indication of any product containing Amarin Neuroscience intellectual property, we must make an aggregate stock or cash payment (at the sole option of each of the sellers) of GBP£7.5 million for each of the two potential market approvals (i.e., GBP£15.0 million maximum).

In addition, on receipt of a marketing approval in the United States and Europe for any other product using Amarin Neuroscience intellectual property or for a different indication of a previously approved product, we must make an aggregate stock or cash payment (at the sole option of each of the sellers) of GBP£5 million for each of the two potential market approvals (i.e., GBP£10 million maximum).

In connection with the completion of our December 2005 private placement of Ordinary Shares, which raised gross proceeds of $26.4 million, investors in the offering were issued 5-year warrants to purchase 9,135,034 ordinary shares at an exercise price of $1.43 per share. In addition, in connection with an additional private placement of ordinary shares which raised gross proceeds of $2.1 million, the investor in the offering was issued 5-year warrants to purchase 280,000 ordinary shares at an exercise price of $3.06 per share.

We also have outstanding warrants to purchase 500,000 ordinary shares at an exercise price of $1.90 per share, which were originally acquired by Elan Corporation, plc as part of a debt renegotiation and were subsequently sold by Elan to Amarin Investment Holding Limited, an entity controlled by Mr. Thomas G. Lynch, our Chairman. We also have outstanding warrants to purchase 313,234 ordinary shares at an exercise price of $3.48 per share. As at May 31, 2006, we also had outstanding employee options to purchase 5,286,963 ordinary shares at an average price of $3.00 per share. Additionally, in pursuing our growth strategy we will either need to issue new equity as consideration for the acquisition of products, or to otherwise raise additional capital, in which case equity, convertible equity or debt instruments may be issued. The creation of new shares would lead to dilution of the value of the shares held by our current shareholder base.

If we cannot find additional capital resources, we will have difficulty in operating as a going concern and growing our business.

The Company forecasts having sufficient cash to fund our group operating activities into the fourth quarter of 2007. In addition, we intend to obtain additional funding through earning license fees from partnering our drug development pipeline and/or completing further financings. There is no assurance, however, that our efforts to obtain additional funding from these sources will be successful. If efforts are unsuccessful, there is substantial uncertainty as to whether we will be able to fund our operations on an ongoing basis. We may also require further funds in the future to implement our long-term growth strategy of acquiring additional development stage and/or marketable products, recruiting clinical, regulatory and sales and marketing personnel, and growing our business. Our ability to execute our business strategy and sustain our infrastructure at our current level will be impacted by whether or not we have sufficient funds. Depending on market conditions and our ability to maintain financial stability, we may not have access to additional funds on reasonable terms or at all. Any inability to obtain additional funds when needed would have a material adverse effect on our business and on our ability to operate on a ongoing basis.

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We may be dependent upon the success of a limited range of products.

At present, we are substantially reliant upon the success of our principal product, Miraxion. If development efforts for this product are not successful in either Huntington's disease, which we refer to as HD, depression, or any other indication or if approved by the FDA, if adequate demand for this product is not generated, our business will be materially and adversely affected. Although we intend to bring additional products forward from our research and development efforts, including our novel oral formulation of apomorphine for the treatment of "off" episodes in patients with advanced Parkinson's disease, and to acquire additional products, even if we are successful in doing so, the range of products we will be able to commercialize may be limited. This could restrict our ability to respond to adverse business conditions. If we are not successful in developing Miraxion for HD, depression, or any other indication, our formulation of apomorphine for treatment of Parkinson's disease, or any future product, or if there is not adequate demand for any such product or the market for such product develops less rapidly than we anticipate, we may not have the ability to shift our resources to the development of alternative products. As a result, the limited range of products we intend to develop could constrain our ability to generate revenues and achieve profitability.

Our ability to generate revenues depends on obtaining regulatory approvals for Miraxion.

Miraxion, which is in phase III clinical development for HD, phase II clinical development for depressive disorders, and preclinical development for Parkinson's disease is currently our only product in late-stage development. In order to successfully commercialize Miraxion, we will be required to conduct all tests and clinical trials needed in order to meet regulatory requirements, to obtain applicable regulatory approvals, and to prosecute patent applications. The costs of developing and obtaining regulatory approvals for pharmaceutical products can be substantial. We are conducting two phase III clinical studies to support a possible new drug application, which we refer to as an NDA, for Miraxion for the treatment of HD. Statistical significance was not achieved in the entire study patient population in the first phase III study; however, a trend to significance was observed in the group that adhered to the protocol and significant results were observed in the sub-group of patients that had a genetic CAG number of less than 45. Our ability to commercialize Miraxion for this indication is dependent upon the success of these development efforts. If such clinical trials fail to produce satisfactory results, or if we are unable to maintain the financial and operational capability to complete these development efforts, we may be unable to generate revenues from Miraxion. Even if we obtain regulatory approvals, the timing or scope of any approvals may prohibit or reduce our ability to commercialize Miraxion successfully. For example, if the approval process takes too long we may miss market opportunities and give other companies the ability to develop competing products. Additionally, the terms of any approvals may not have the scope or breadth needed for us to commercialize Miraxion successfully.

We may not be successful in developing or marketing future products if we cannot meet extensive regulatory requirements of the FDA and other regulatory agencies for quality, safety and efficacy.

Our long-term strategy involves the development of products we may acquire from third parties. The success of these efforts is dependent in part upon the ability of the Company, its contractors, and its products to meet and to continue to meet regulatory requirements in the jurisdictions where we ultimately intend to sell such products. The development, manufacture and marketing of pharmaceutical products are subject to extensive regulation by governmental authorities in the United States, the European Union, Japan and elsewhere. In the United States, the FDA generally requires pre-clinical testing and clinical trials of each drug to establish its safety and efficacy and extensive pharmaceutical development to ensure its quality before its introduction into the market. Regulatory authorities in other jurisdictions impose similar requirements. The process of obtaining regulatory approvals is lengthy and expensive and the issuance of such approvals is uncertain. The commencement and rate of completion of clinical trials may be delayed by many factors, including:

- the inability to manufacture sufficient quantities of qualified materials under current good manufacturing practices for use in clinical trials;

- slower than expected rates of patient recruitment;

- the inability to observe patients adequately after treatment;
- changes in regulatory requirements for clinical trials;
- the lack of effectiveness during clinical trials;
- unforeseen safety issues;
- delay, suspension, or termination of a trial by the institutional review board responsible for overseeing the study at a particular study site; and
- government or regulatory delays or "clinical holds" requiring suspension or termination of a trial.

Even if we obtain positive results from early stage pre-clinical or clinical trials, we may not achieve the same success in future trials. Clinical trials that we conduct may not provide sufficient safety and effectiveness data to obtain the requisite regulatory approvals for product candidates. The failure of clinical trials to demonstrate safety and effectiveness for our desired indications could harm the development of that product candidate as well as other product candidates, and our business and results of operations would suffer.

Any approvals that are obtained may be limited in scope, or may be accompanied by burdensome post-approval study or other requirements. This could adversely affect our ability to earn revenues from the sale of such products. Even in circumstances where products are approved by a regulatory body for sale, the regulatory or legal requirements may change over time, or new safety or efficacy information may be identified concerning a product, which may lead to the withdrawal of a product from the market. Additionally, even after approval, a marketed drug and its manufacturer are subject to continual review. The discovery of previously unknown problems with a product or manufacturer may result in restrictions on such product or manufacturer, including withdrawal of the product from the market, which would have a negative impact on our potential revenue stream.

After approval, our products will be subject to extensive government regulation.

Once a product is approved, numerous post-approval requirements apply. Among other things, the holder of an approved NDA or other license is subject to periodic and other monitoring and reporting obligations enforced by the FDA and other regulatory bodies, including obligations to monitor and report adverse events and instances of the failure of a product to meet the specifications in the approved application. Application holders must also submit advertising and other promotional material to regulatory authorities and report on ongoing clinical trials.

Advertising and promotional materials must comply with FDA rules in addition to other potentially applicable federal and local laws in the United States and in other countries. In the United States, the distribution of product samples to physicians must comply with the requirements of the U.S. Prescription Drug Marketing Act. Manufacturing facilities remain subject to FDA inspection and must continue to adhere to the FDA's current good manufacturing practice requirements. Application holders must obtain FDA approval for product and manufacturing changes, depending on the nature of the change. Sales, marketing, and scientific/educational grant programs must also comply with the U.S. Medicare-Medicaid Anti-Fraud and Abuse Act, as amended, the U.S. False Claims Act, as amended and similar state laws. Pricing and rebate programs must comply with the U.S. Medicaid rebate requirements of the Omnibus Budget Reconciliation Act of 1990, as amended. If products are made available to authorized users of the U.S. Federal Supply Schedule of the General Services Administration, additional laws and requirements apply. All of these activities are also potentially subject to U.S. federal and state consumer protection and unfair competition laws. Similar requirements exist in all of these areas in other countries.

Depending on the circumstances, failure to meet these post-approval requirements can result in criminal prosecution, fines or other penalties, injunctions, recall or seizure of products, total or partial suspension of production, denial or withdrawal of pre-marketing product approvals, or refusal to allow us to enter into supply contracts,

including government contracts. In addition, even if we comply with FDA and other requirements, new information regarding the safety or effectiveness of a product could lead the FDA to modify or withdraw a product approval. Adverse regulatory action, whether pre- or post-approval, can potentially lead to product liability claims and increase our product liability exposure. We must also compete against other products in qualifying for reimbursement under applicable third party payment and insurance programs.

Our future products may not be able to compete effectively against those of our competitors.

Competition in the pharmaceutical industry is intense and is expected to increase. If we are successful in completing the development of Miraxion, we may face competition to the extent other pharmaceutical companies are able to develop products for the treatment of HD, depression or Parkinson's disease. Potential competitors in this market may include companies with greater resources and name recognition than us. Furthermore, to the extent we are able to acquire or develop additional marketable products in the future such products will compete with a variety of other products within the United States or elsewhere, possibly including established drugs and major brand names. Competitive factors, including generic competition, could force us to lower prices or could result in reduced sales. In addition, new products developed by others could emerge as competitors to our future products. Products based on new technologies or new drugs could render our products obsolete or uneconomical.

Our potential competitors both in the United States and Europe may include large, well-established pharmaceutical companies, specialty pharmaceutical sales and marketing companies, and specialized neurology companies. In addition, we may compete with universities and other institutions involved in the development of technologies and products that may be competitive with ours. Many of our competitors will likely have greater resources than us, including financial, product development, marketing, personnel and other resources. Should a competitive product obtain marketing approval prior to Miraxion, this would significantly erode the projected revenue streams for such product.

The success of our future products will also depend in large part on the willingness of physicians to prescribe these products to their patients. Our future products may compete against products that have achieved broad recognition and acceptance among medical professionals. In order to achieve an acceptable level of subscriptions for our future products, we must be able to meet the needs of both the medical community and end users with respect to cost, efficacy and other factors.

Our supply of future products could be dependent upon relationships with manufacturers and key suppliers.

We have no in-house manufacturing capacity and, to the extent we are successful in completing the development of Miraxion and/or acquiring or developing other marketable products in the future, we will be obliged to rely upon contract manufacturers to produce our products. We may not be able to enter into manufacturing arrangements on terms that are favorable to us. Moreover, if any future manufacturers should cease doing business with us or experience delays, shortages of supply or excessive demands on their capacity, we may not be able to obtain adequate quantities of product in a timely manner, or at all. Manufacturers are required to comply with current NDA commitments and Good Manufacturing Practices requirements enforced by the FDA, and similar requirements of other countries. The failure by a future manufacturer to comply with these requirements could affect its ability to provide us with product. Any manufacturing problem or the loss of a contract manufacturer could be disruptive to our operations and result in lost sales.

Additionally, we will be reliant on third parties to supply the raw materials needed to manufacture Miraxion and other potential products. Any reliance on suppliers may involve several risks, including a potential inability to obtain critical materials and reduced control over production costs, delivery schedules, reliability and quality. Any unanticipated disruption to future contract manufacture caused by problems at suppliers could delay shipment of products, increase our cost of goods sold and result in lost sales.

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We may not be able to grow our business unless we can acquire and market or in-license new products.

We are pursuing a strategy of product acquisitions and in-licensing in order to supplement our own research and development activity. For example, in May 2006, we acquired the global rights to a novel formulation of apomorphine for the treatment of "off" episodes in patients with advanced Parkinson's disease. Our success in this regard will be dependent on our ability to identify other companies that are willing to sell or license product lines to us. We will be competing for these products with other parties, many of whom have substantially greater financial, marketing and sales resources. Even if suitable products are available, depending on competitive conditions we may not be able to acquire rights to additional products on acceptable terms, or at all. Our inability to acquire additional products or successfully introduce new products could have a material adverse effect on our business.

In order to commercialize our future products, we will need to establish a sales and marketing capability.

At present, we do not have any sales or marketing capability since all of our products are currently in the development stage. However, if we are successful in obtaining regulatory approval for Miraxion, we intend to directly commercialize this product for HD in the U.S. market. Similarly, to the extent we execute our long-term strategy of expanding our portfolio by developing or acquiring additional marketable products, we intend to directly sell our neurology products in the United States. In order to market Miraxion and any other new products, we will need to add marketing and sales personnel who have expertise in the pharmaceuticals business. We must also develop the necessary supporting distribution channels. Although we believe we can build the required infrastructure, we may not be successful in doing so if we cannot attract personnel or generate sufficient capital to fund these efforts. Failure to establish a sales force and distribution network in the United States would have a material adverse effect on our ability to grow our business.

The planned expansion of our business may strain our resources.

Our strategy for growth includes potential acquisitions of new products for development and the introduction of these products to the market. Since we currently operate with limited resources, the addition of such new products could require a significant expansion of our operations, including the recruitment, hiring and training of additional personnel, particularly those with a clinical or regulatory background. Any failure to recruit necessary personnel could have a material adverse effect on our business. Additionally, the expansion of our operations and work force could create a strain on our financial and management resources and it may require us to add management personnel.

We may incur potential liabilities relating to discontinued operations or products.

In October 2003, we sold Gacell Holdings AB, the Swedish holding company of Amarin Development AB, which we refer to as ADAB, our Swedish drug development subsidiary, to Watson Pharmaceuticals, Inc. In February 2004, we sold our U.S. subsidiary, Amarin Pharmaceuticals Inc., and certain assets, to Valeant. In connection with these transactions, we provided a number of representations and warranties to Valeant and Watson regarding the respective businesses sold to them, and other matters, and we undertook to indemnify Valeant and Watson under certain circumstances for breaches of such representations and warranties. We are not aware of any circumstances which could reasonably be expected to give rise to an indemnification obligation under our agreements with either Valeant or Watson. However, we cannot predict whether matters may arise in the future which were not known to us and which, under the terms of the relevant agreements, could give rise to a claim against us.

We will be dependent on patents, proprietary rights and confidentiality.

Because of the significant time and expense involved in developing new products and obtaining regulatory approvals, it is very important to obtain patent and trade secret protection for new technologies, products and processes. Our ability to successfully implement our business plan will depend in large part on our ability to:

- acquire patented or patentable products and technologies;
- obtain and maintain patent protection for our current and acquired products;
- preserve any trade secrets relating to our current and future products; and
- operate without infringing the proprietary rights of third parties.

Although we intend to make reasonable efforts to protect our current and future intellectual property rights and to ensure that any proprietary technology we acquire does not infringe the rights of other parties, we may not be able to ascertain the existence of all potentially conflicting claims. Therefore, there is a risk that third parties may make claims of infringement against our current or future products or technologies. In addition, third parties may be able to obtain patents that prevent the sale of our current or future products or require us to obtain a license and pay significant fees or royalties in order to continue selling such products.

We may in the future discover the existence of products that infringe upon patents that we own or that have been licensed to us. Although we intend to protect our trade secrets and proprietary know-how through confidentiality agreements with our manufacturers, employees and consultants, we may not be able to prevent our competitors from breaching these agreements or third parties from independently developing or learning of our trade secrets.

We anticipate that competitors may from time to time oppose our efforts to obtain patent protection for new technologies or to submit patented technologies for regulatory approvals. Competitors may seek to challenge patent applications or existing patents to delay the approval process, even if the challenge has little or no merit. Patent challenges are generally highly technical, time consuming and expensive to pursue. Were we to be subject to one or more patent challenges, that effort could consume substantial time and resources, with no assurances of success, even when holding an issued patent.

The loss of any key management or qualified personnel could disrupt our business.

We are highly dependent upon the efforts of our senior management. The loss of the services of one or more members of senior management could have a material adverse effect on us. As a small company with a streamlined management structure, the departure of any key person could have a significant impact and would be potentially disruptive to our business until such time as a suitable replacement is hired. Furthermore, because of the specialized nature of our business, as our business plan progresses we will be highly dependent upon our ability to attract and retain qualified scientific, technical and key management personnel. There is intense competition for qualified personnel in the areas of our activities. In this environment we may not be able to attract and retain the personnel necessary for the development of our business, particularly if we do not achieve profitability. The failure to recruit key scientific and technical personnel would be detrimental to our ability to implement our business plan.

We have entered into an employment agreement with our chief executive officer, Richard A. B. Stewart. The term of this agreement continues in full force and effect, subject to either party's right to terminate upon twelve months' notice. Our officers and key employees, other than Mr. Stewart, are not employed for any specified period and are not restricted from seeking employment elsewhere, subject only to giving appropriate notice to us.

We are subject to continuing potential product liability and do not carry product liability insurance to cover this risk.

Although we disposed of the majority of our former products during 2003 and 2004, we remain subject to the potential risk of product liability claims relating to the manufacturing and marketing of our former products during the period prior to their divestiture. Any person who is injured as a result of using one of our former products during our period of ownership may have a product liability claim against us without having to prove that we were at fault. The potential for liability exists despite the fact that our former subsidiary, Amarin Pharmaceuticals Inc. conducted all sales and marketing activities with respect to such product. Although we have not retained any liabili-

ties of Amarin Pharmaceuticals Inc. in this regard, as the prior holder of ownership rights to such former products, third parties could seek to assert potential claims against us. Since we distributed and sold our products to a wide number of end users, the risk of such claims could be material. Product liability claims could also be brought by persons who took part in clinical trials involving our current or former development stage products. A successful claim brought against us could have a material adverse effect on our business.

We do not at present carry product liability insurance to cover any such risks. If we were to seek insurance coverage, we may not be able to maintain product liability coverage on acceptable terms if our claims experience results in high rates, or if product liability insurance otherwise becomes costlier or unavailable because of general economic, market or industry conditions. If we add significant products to our portfolio, we will require product liability coverage and may not be able to secure such coverage at reasonable rates or at all.

Amarin was responsible for the sales and marketing of Permax from May 2001 until February 2004. On May 17, 2001, Amarin acquired the U.S. sales and marketing rights to Permax from Elan. An affiliate of Elan had previously obtained the licensing rights to Permax from Eli Lilly and Company in 1993. Eli Lilly originally obtained approval for Permax on December 30, 1988 and has been responsible for the manufacture and supply of Permax since that date. On February 25, 2004 Amarin sold its U.S. subsidiary, Amarin Pharmaceuticals, Inc., including the rights to Permax, to Valeant Pharmaceuticals International.

In late 2002, Eli Lilly, as the holder of the NDA for Permax, received a recommendation from the FDA to consider making a change to the package insert for Permax based upon the very rare observation of cardiac valvulopathy in patients taking Permax. While Permax has not been definitely proven as the cause of this condition, similar reports have been notified in patients taking other ergot-derived pharmaceutical products, of which Permax is an example. In early 2003, Eli Lilly amended the package insert for Permax to reflect the risk of cardiac valvulopathy in patients taking Permax and also sent a letter to a number of doctors in the United States describing this potential risk. Causation is not established, but is thought to be consistent with other fibrotic side effects observed in Permax.

During 2005, five lawsuits alleging claims related to cardiac valvulopathy and Permax were pending in the United States. Eli Lilly, Elan, Valeant, and/or Amarin were defendants in these lawsuits. As of the present date, each of these cases has settled. Most of the details of these settlements are confidential.

One other lawsuit, which alleges claims related to compulsive gambling and Permax, remains pending in the United States. Amarin, Eli Lilly, Elan, and Valeant are defendants in this lawsuit, and are defending against the claims and allegations. This case is currently in the early stages of discovery. A similar lawsuit related to compulsive gambling and Permax is being threatened against Eli Lilly, Elan, and/or Valeant, and could possibly implicate Amarin.

The Company has reviewed the position and having taken external legal advice considers the potential risk of significant liability arising for Amarin from these legal actions to be remote. No provision is booked in the accounts at December 2005.

The price of our ADSs may be volatile.

The stock market has from time to time experienced significant price and volume fluctuations that may be unrelated to the operating performance of particular companies. In addition, the market prices of the securities of many pharmaceutical and medical technology companies have been especially volatile in the past, and this trend is expected to continue in the future. Our ADSs may also be subject to volatility as a result of their limited trading market. We currently have approximately 81,461,774 ADSs representing ordinary shares outstanding. There is a risk that there may not be sufficient liquidity in the market to accommodate significant increases in selling activity or the sale of a large block of securities. Our ADSs have historically had limited trading volume, which may also result in volatility. During the twelve-month period ending June 30, 2006, the average daily trading volume for our ADSs was

181,810 shares.

If our public float and the level of trading remain at limited levels over the long term, this could result in volatility and increase the risk that the market price of our ADSs may be affected by factors such as:

- the announcement of new products or technologies;
- innovation by us or our future competitors;
- developments or disputes concerning any future patent or proprietary rights;
- actual or potential medical results relating to our products or our competitors' products;
- interim failures or setbacks in product development;
- regulatory developments in the United States, the European Union or other countries;
- currency exchange rate fluctuations; and
- period-to-period variations in our results of operations.

The rights of our shareholders may differ from the rights typically afforded to shareholders of a U.S. corporation.

We are incorporated under English law and our ordinary shares have recently been admitted to trading on the AIM market of the London Stock Exchange and the IEX market of the Irish Stock Exchange. The rights of holders of ordinary shares and, therefore, certain of the rights of holders of ADSs, are governed by English law, including the Companies Act 1985 (as amended), and by our memorandum and articles of association and the Company is subject to the rules of AIM and IEX. These rights differ in certain respects from the rights of shareholders in typical U.S. corporations. The principal differences include the following:

- Under English law, each shareholder present at a meeting has only one vote unless a valid demand is made for a vote on a poll, in which each holder gets one vote per share owned. Under U.S. law, each shareholder typically is entitled to one vote per share at all meetings. Under English law, it is only on a poll that the number of shares determines the number of votes a holder may cast. You should be aware, however, that the voting rights of ADSs are also governed by the provisions of a deposit agreement with our depositary bank.

- Under English law, each shareholder generally has pre-emptive rights to subscribe on a proportionate basis to any issuance of shares. Under U.S. law, shareholders generally do not have pre-emptive rights unless specifically granted in the certificate of incorporation or otherwise.

- Under English law, certain matters require the approval of 75% of the shareholders, including amendments to the memorandum and articles of association. This may make it more difficult for us to complete corporate transactions deemed advisable by our board of directors. Under U.S. law, generally only majority shareholder approval is required to amend the certificate of incorporation or to approve other significant transactions. Under the rules of AIM and IEX, certain transactions require the approval of 50% of the shareholders, including disposals resulting in a fundamental change of business and reverse takeovers. In addition, certain transactions with a party related to the Company for the purposes of the AIM rules requires that the Company consult with its nominated adviser as to whether the transaction is fair and reasonable as far as shareholders are concerned.

- Under English law, shareholders may be required to disclose information regarding their equity interests upon our request, and the failure to provide the required information could result in the loss or restriction of rights attaching to the shares, including prohibitions on the transfer of the shares, as well as restrictions on dividends and other

payments. Comparable provisions generally do not exist under U.S. law.

- The quorum requirements for a shareholders' meeting is a minimum of two persons present in person or by proxy. Under U.S. law, a majority of the shares eligible to vote must generally be present (in person or by proxy) at a shareholders' meeting in order to constitute a quorum. The minimum number of shares required for a quorum can be reduced pursuant to a provision in a company's certificate of incorporation or bylaws, but typically not below one-third of the shares entitled to vote at the meeting.

U.S. shareholders may not be able to enforce civil liabilities against us.

A number of our directors and executive officers are non-residents of the United States, and all or a substantial portion of the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce against them judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by our English solicitors that there is doubt as to the enforceability in England in original actions, or in actions for enforcement of judgments of U.S. courts, of civil liabilities to the extent predicated upon the federal securities laws of the United States.

In addition, Amarin Finance is an exempted company limited by shares organized under the laws of Bermuda. A number of Amarin Finance's directors and executive officers are non-residents of the United States, and all or a substantial portion of the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce against them in U.S. courts judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by our Bermuda attorneys that uncertainty exists as to whether courts in Bermuda will enforce judgments obtained in other jurisdictions (including the United States) against us or our directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against us or our directors or officers under the securities laws of other jurisdictions.

Foreign currency fluctuations may affect our future financial results or cause us to incur losses.

We record our transactions and prepare our financial statements in U.S. dollars. Since our strategy involves the development of products for the U.S. market, a significant part of our clinical trial expenditures are denominated in U.S. dollars and we anticipate that the majority of our future revenues will be denominated in U.S. dollars. However, a significant portion of our costs are denominated in pounds sterling and euro as a result of our being engaged in activities in the United Kingdom and the European Union. As a consequence, the results reported in our financial statements are potentially subject to the impact of currency fluctuations between the U.S. dollar on the one hand, and pounds sterling and euro on the other hand. We are focused on development activities and do not anticipate generating on-going revenues in the short-term. Accordingly, we do not engage in significant currency hedging activities in order to restrict the risk of exchange rate fluctuations. However, if we should commence commercializing any products in the United States, changes in the relation of the U.S. dollar to the pound sterling and/or the euro may affect our revenues and operating margins. In general, we could incur losses if the U.S. dollar should become devalued relative to the pound sterling and/or the euro.

U.S. Holders of our ordinary shares or ADSs could be subject to material adverse tax consequences if we are considered a PFIC for U.S. federal income tax purposes.

There is a risk that we will be classified as a passive foreign investment company, or "PFIC", for U.S. federal income tax purposes. Our status as a PFIC could result in a reduction in the after-tax return to U.S. Holders of our Ordinary Shares or ADSs and may cause a reduction in the value of such shares. We will be classified as a PFIC for any taxable year in which (i) 75% or more of our gross income is passive income or (ii) at least 50% of the average value

of all our assets produce or are held for the production of passive income. For this purpose, passive income includes interest, gains from the sale of stock, and royalties that are not derived in the active conduct of a trade or business. Because we receive interest and may recognize gains from the sale of appreciated stock, there is a risk that we will be considered a PFIC under the income test described above. In addition, because of our cash posi

tion, there is a risk that we will be considered a PFIC under the asset test described above. While we believe that the PFIC rules were not intended to apply to companies such as us that focus on research, development and commercialization of drugs, no assurance can be given that the U.S. Internal Revenue Service or a U.S. court would determine that, based on the composition of our income and assets, we are not a PFIC currently or in the future. If we were classified as a PFIC, U.S. Holders of our ordinary shares or ADSs could be subject to greater U.S. income tax liability than might otherwise apply, imposition of U.S. income tax in advance of when tax would otherwise apply, and detailed tax filing requirements that would not otherwise apply. The PFIC rules are complex and you are urged to consult your own tax advisors regarding the possible application of the PFIC rules to you in your particular circumstances.

If we fail to comply with the terms of our licensing agreement with Scarista Limited, our licensor may terminate certain licenses to patent rights, causing us to lose valuable intellectual property assets.

Under the terms of a licensing agreement between Scarista Limited and Amarin Neuroscience, our exclusive license to certain valuable patent rights covering certain of our technologies may be terminated if we fail to meet various obligations to Scarista. Under the terms of this agreement we are obligated to meet certain performance obligations in respect of the clinical development and commercialization of Miraxion, payment of royalties, and filing, maintenance and prosecution of the covered patent rights. In particular, we are obligated to use our reasonable commercial efforts to pursue the completion of the Miraxion trials with a view to applying for an FDA approval for the indication of Huntington's disease in the U.S. Under the terms of this agreement Scarista is entitled to terminate this agreement forthwith by notice in writing to the other if we commit a material breach of this Agreement and fail to remedy the same within 90 days after receipt of a written notice of the breach requiring remedy of the same. The performance of our obligations to Scarista will require increasing expenditures as the development of Miraxion continues. We cannot guarantee that we will be capable of raising the funds necessary to meet our obligations under this agreement to fulfill these licensing obligations.

We do not currently have the capability to undertake manufacturing of any potential products.

We have not invested in manufacturing and have no manufacturing experience. We cannot assure you that we will successfully manufacture any product we may develop, either independently or under manufacturing arrangements, if any, with third party manufacturers. To the extent that we enter into contractual relationships with other companies to manufacture our products, if any, the success of those products may depend on the success of securing and maintaining contractual relationships with third party manufacturers (and any sub-contractors they engage).

We have secured supply of Miraxion through the expected launch period of the product. Our ability to meet commercial demand for Miraxion beyond this quantity would depend on our successfully obtaining a commitment for such supplies. We are currently in discussion with the existing and other manufacturers to meet this requirement. We cannot guarantee that we will be able to obtain a commitment from the existing contract manufacturer and/or to negotiate a second supply agreement with an alternate contract manufacturer to manufacture additional commercial supplies of Miraxion. If we were unable to do so, we would be unable to successfully commercialize Miraxion and our results of operations and prospects would be materially adversely affected.

We do not currently have the capability to undertake marketing, or sales of any potential products.

We have not invested in marketing or product sales resources. We cannot assure you that we will be able to acquire such resources. We cannot assure you that we will successfully market any product we may develop, either independently or under marketing arrangements, if any, with other companies. To the extent that we enter into contractual relationships with other companies to market our products, if any, the success of such products may depend on the success of securing and maintaining such contractual relationships the efforts of those other companies (and any sub-contractors they engage).

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We have limited personnel to oversee out-sourced clinical testing and the regulatory approval process.

It is likely that we will also need to hire additional personnel skilled in the clinical testing and regulatory compliance process if we develop additional product candidates with commercial potential. We do not currently have the capability to conduct clinical testing in-house and do not currently have plans to develop such a capability. We out-source our clinical testing to contract research organizations. We currently have a limited number of employees and certain other outside consultants who oversee the contract research organizations involved in clinical testing of our compounds.

We cannot assure you that our limited oversight of the contract research organizations will suffice to avoid significant problems with the protocols and conduct of the clinical trials.

We depend on contract research organizations to conduct our pre-clinical and our clinical testing. We have engaged and intend to continue to engage third party contract research organizations and other third parties to help us develop our drug candidates. Although we have designed the clinical trials for drug candidates, the contract research organizations will be conducting all of our clinical trials. As a result, many important aspects of our drug development programs have been and will continue to be outside of our direct control. In addition, the contract research organizations may not perform all of their obligations under arrangements with us. If the contract research organizations do not perform clinical trials in a satisfactory manner or breach their obligations to us, the development and commercialization of any drug candidate may be delayed or precluded. We cannot control the amount and timing of resources these contract research organizations devote to our programs or product candidates. The failure of any of these contract research organizations to comply with any governmental regulations would substantially harm our development and marketing efforts and delay or prevent regulatory approval of our drug candidates. If we are unable to rely on clinical data collected by others, we could be required to repeat, extend the duration of, or increase the size of our clinical trials and this could significantly delay commercialization and require significantly greater expenditures.

Despite the use of confidentiality agreements and/or proprietary rights agreements, which themselves may be of limited effectiveness, it may be difficult for us to protect our trade secrets.

We rely on trade secrets to protect technology in cases when we believe patent protection is not appropriate or obtainable. However, trade secrets are difficult to protect. While we require certain of our academic collaborators, contractors and consultants to enter into confidentiality agreements, we may not be able to adequately protect our trade secrets or other proprietary information.

Potential technological changes in our field of business create considerable uncertainty.

We are engaged in the biopharmaceutical field, which is characterized by extensive research efforts and rapid technological progress. New developments in research are expected to continue at a rapid pace in both industry and academia. We cannot assure you that research and discoveries by others will not render some or all of our programs or product candidates uncompetitive or obsolete.

Our business strategy is based in part upon new and unproven technologies to the development of biopharmaceutical products for the treatment of Huntington’s disease and other neurological disorders. We cannot assure you that unforeseen problems will not develop with these technologies or applications or that commercially feasible products will ultimately be developed by us.

Third-Party Reimbursement and Health Care Cost Containment Initiatives and Treatment Guidelines May Constrain Our Future Revenues.

Our ability to market successfully our existing and future new products will depend in part on the level of reimbursement that government health administration authorities, private health coverage insurers and other organi-

zations provide for the cost of our products and related treatments. Countries in which our products are sold through reimbursement schemes under national health insurance programs frequently require that manufacturers and sellers of pharmaceutical products obtain governmental approval of initial prices and any subsequent price increases. In certain countries, including the United States, government-funded and private medical care plans can exert significant indirect pressure on prices. We may not be able to sell our products profitably if adequate prices are not approved or reimbursement is unavailable or limited in scope. Increasingly, third-party payers attempt to contain health care costs in ways that are likely to impact our development of products including:

- failing to approve or challenging the prices charged for health care products;
- introducing reimportation schemes from lower priced jurisdictions;
- limiting both coverage and the amount of reimbursement for new therapeutic products;
- denying or limiting coverage for products that are approved by the regulatory agencies but are considered to be experimental or investigational by third-party payers;
- refusing to provide coverage when an approved product is used in a way that has not received regulatory marketing approval; and
- refusing to provide coverage when an approved product is not appraised favorably by the National Institute for Clinical Excellence in the UK, or similar agencies in other countries.

We are undergoing significant organizational change. Failure to manage disruption to the business or the loss of key personnel could have an adverse effect on our business.

We are making significant changes to both our management structure and the locations from which we operate. As a result of this, in the short term, morale may be lowered and key employees may decide to leave, or may be distracted from their usual role. This could result in delays in development projects, failure to achieve managerial targets or other disruption to the business. The benefits of the reorganization are expected to be a significant improvement in operating effectiveness and substantial cost savings.

FORWARD-LOOKING STATEMENTS

This prospectus includes forward-looking statements. These forward-looking statements relate, among other things, to our ability to develop and obtain regulatory approvals for our products under development, our future capital needs, our ability to further acquire or develop additional marketable products, acceptance of our products by prescribers and end-users, our ability to retain and maintain our relationships with third-party manufacturers on which we rely, competitive factors, and our marketing and sales plans. In addition, we may make forward-looking statements in future filings with the Securities and Exchange Commission, or the SEC, and in written material, press releases and oral statements issued by or on behalf of us. Forward-looking statements include statements regarding our intent, belief or current expectations or those of our management regarding various matters, including statements that include forward-looking terminology such as “may,” “will,” “should,” “believes,” “expects,” “anticipates,” “estimates,” “continues,” o expressions.

Forward-looking statements are subject to risks and uncertainties, certain of which are beyond our control. Among the factors that could cause actual results to differ materially from those described or projected herein are the factors identified in the Risk Factors section of this prospectus and any prospectus supplement and the following:

- the success of our research and development activities, including the phase III trials with Miraxion in Huntington’s disease and our efforts with apomorphine in Parkinson’s desease;

- decisions by regulatory authorities regarding whether and when to approve our drug applications, as well as their decisions regarding labeling and other matters that could affect the commercial potential of our products;

- the speed with which regulatory authorizations, pricing approvals and product launches may be achieved;

- the success with which developed products may be commercialized;

- competitive developments affecting our products under development;

- the effect of possible domestic and foreign legislation or regulatory action affecting, among other things, pharmaceutical pricing and reimbursement, including under Medicaid and Medicare in the United States, and involuntary approval of prescription medicines for over-the-counter use;

- our ability to protect our patents and other intellectual property;

- claims and concerns that may arise regarding the safety or efficacy of our product candidates;

- governmental laws and regulations affecting our operations, including those affecting taxation;

- our ability to maintain sufficient cash and other liquid resources to meet our operating requirements;

- general changes in U.K. and U.S. generally accepted accounting principles;

- growth in costs and expenses; and

- the impact of acquisitions, divestitures and other unusual items, including our ability to integrate our acquisition of Amarin Neuroscience.

This list of factors is not exclusive and other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements.

All forward-looking statements in this prospectus are based on information available to us on the date hereof. We may not be required to publicly update or revise any forward-looking statements that may be made by

us or on our behalf, in this prospectus or otherwise, whether as a result of new information, future events or other reasons. Because of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus might not transpire.

PRESENTATION OF FINANCIAL INFORMATION

We changed our functional currency on January 1, 2003 to U.S. dollars to reflect the fact that the majority of our transactions, assets and liabilities were, after that date, to be denominated in that currency. Consequently, certain historical pound sterling amounts in this prospectus and in the material incorporated by reference herein have been translated into U.S. dollars. Unless otherwise stated herein, translations of pounds sterling into and from U.S. dollars have been made at an exchange rate of £1 to $1.6099, being the mid point rate on December 31, 2002. The Noon Buying Rate in New York City for cable transfers in pounds sterling as certified for customs purposes by the Federal Reserve Bank of New York at December 31, 2002 was £1.00 to $1.6095. We do not believe this difference to be material. On July 11, 2006, the Noon Buying Rate was £1.00 to $1.8431.

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference documents we file with the SEC, which means that we can disclose information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and certain later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents:

(i) our Annual Report on Form 20-F for the fiscal year ended December 31, 2005 filed on March 30, 2006 and any amendments thereto; and

(ii) our reports on Form 6-K dated April 5, 2006, April 7, 2006, May 8, 2006, May 9, 2006, May 11, 2006, May 12, 2006, May 17, 2006, May 18, 2006, June 9, 2006, June 29, 2006, July 5, 2006 and July 11, 2006.

All annual reports on Form 20-F that we file with the SEC pursuant to the Exchange Act after the date of this prospectus and prior to the termination of the offering shall be deemed to be incorporated by reference into this prospectus and to be part hereof from the date of filing of such documents. We may incorporate by reference any Form 6-K subsequently submitted to the SEC by identifying in such Form that it is being incorporated by reference into this prospectus.

We shall undertake to provide without charge to each person to whom a copy of this prospectus has been delivered, upon the written or oral request of any such person to us, a copy of any or all of the documents referred to above that have been or may be incorporated into this prospectus by reference, including exhibits to such documents, unless such exhibits are specifically incorporated by reference to such documents. Requests for such copies should be directed to Amarin Corporation plc, 50 Pembroke Road, Ballsbridge, Dublin 4, Ireland, Attention: Company Secretary, telephone +353 (0) 1 669 9023.

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information. This prospectus is an offer to sell or to buy only the securities referred to in this prospectus, and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus or any prospectus supplement is current only as of the date on the front page of those documents. Also, you should not assume that there has been no change in our affairs since the date of this prospectus or any applicable prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The registration statement of which this prospectus is a part, and other public filings with the SEC, are also available on the website maintained by the SEC at http://www.sec.gov.

We provide Citibank N.A., as depositary under the deposit agreement between us, the depositary and registered holders of the American Depositary Receipts evidencing ADSs, with annual reports, including a review of operations, and annual audited consolidated financial statements prepared in conformity with generally accepted accounting principles in the United Kingdom, or UK GAAP, together with a reconciliation of net income and total stockholders equity to generally accepted accounting principles in the United States, or US GAAP. Upon receipt of these reports, the depositary is obligated to promptly mail them to all record holders of ADSs. We also furnish to the depositary all notices of meetings of holders of our ordinary shares and other reports and communications that are made generally available to holders of our ordinary shares. The depositary has undertaken in the deposit agreement to mail to all holders of ADSs a notice containing the information contained in any notice of a shareholders' meeting received by the depositary, or a summary of such information. The depositary has also undertaken in the deposit agreement to make available to all holders of ADSs such notices and all other reports and communications received by the depositary in the same manner as we make them available to holders of ordinary shares.

ENFORCEABILITY OF CIVIL LIABILITIES

Amarin Corporation plc

We are a public limited company incorporated under the laws of England and Wales. A number of our directors and executive officers are non-residents of the United States, and all or a substantial portion of the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce against them in U.S. courts judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by our English solicitors that there is doubt as to the enforceability in England, in original actions or in actions for enforcement of judgments of U.S. courts, of civil liabilities to the extent predicated upon the federal securities laws of the United States.

Amarin Finance Ltd.

Amarin Finance is an exempted company limited by shares company organized under the laws of Bermuda. A number of Amarin Finance's directors and executive officers are non-residents of the United States, and all or a substantial portion of the assets of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce against them in U.S. courts judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the United States. We have been advised by our Bermuda lawyers that there is doubt as to the enforceability in Bermuda, in original actions or in actions for enforcement of judgments of U.S. courts, of civil liabilities to the extent predicated upon the federal securities laws of the United States.

USE OF PROCEEDS

Unless otherwise indicated in an accompanying prospectus supplement, we intend to use the net proceeds from the sale of securities for general corporate purposes, which may include funding future acquisitions.

Proceeds may also be used for other purposes specified in the applicable prospectus supplement.

RATIO OF EARNINGS TO FIXED CHARGES AND RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERENCE SHARE DIVIDENDS

Amarin's ratio of earnings to fixed charges and ratio of earnings to combined fixed charges and preference share dividends for the periods presented are as follows:

	Year Ended December 31,				
	2005	2004	2003	2002	2001
Ratio of earnings to fixed charges – UK GAAP*	-	-	-	-	-
Ratio of earnings to fixed charges – US GAAP*	-	-	-	-	-
Ratio of earnings to combined fixed charges – UK GAAP	-	-	-	-	-
Ratio of earnings to combined fixed charges – US GAAP	-	-	-	-	-

* The company reported an operating loss on ordinary activities for each of the five years 2001 – 2005.

- Under UK GAAP, the deficiency of earnings to cover fixed charges for the fiscal year ended December 31, 2001 was $5,046,000, for the fiscal year ended December 31, 2002 was $9,033,000, for the fiscal year ended December 31, 2003 was $7,520,000 for the fiscal year ended December 31, 2004 was $10,594,000 and for the fiscal year ended December 31, 2005 was $19,285,000.

- Under UK GAAP, the deficiency of earnings to cover combined fixed charges and preferred stock dividends for the fiscal year ended December 31, 2001 was $5,246,000, for the fiscal year ended December 31, 2002 was $9,155,000 and for the fiscal year ended December 31, 2003 was $7,544,000.

- Under US GAAP, the deficiency of earnings to cover fixed charges for the fiscal year ended December 31, 2001 was $5,736,000, for the fiscal year ended December 31, 2002 was $6,453,000, for the fiscal year ended December 31, 2003 was $6,994,000 for the fiscal year ended December 31, 2004 was $57,860,000 and for the fiscal year ended December 31, 2005 was $20,282,000.

- Under US GAAP, the deficiency of earnings to cover combined fixed charges and preferred stock dividends for the fiscal year ended December 31, 2001 was $5,936,000, for the fiscal year ended December 31, 2002 was $6,575,000 and for the fiscal year ended December 31, 2003 was $7,018,000.

Earnings consist of income before taxes plus fixed charges. Fixed charges consist of interest expense and the portion of rent expense that is representative of interest expense.

CAPITALIZATION AND INDEBTEDNESS[1]

The following table sets forth, on a UK GAAP basis, our capitalization as of March 31, 2006. Adjustments up to May 30, 2006 are described below. This table should be read in conjunction with our consolidated financial statements as of and for the three years ended December 31, 2005 set forth in our Annual Report on Form 20-F (incorporated by reference herein), for the year ended December 31, 2005.

[1] We have no indebtedness outstanding on the date of this prospectus and had no indebtedness outstanding as of March 31, 2006.

In April 2006, the Company issued 20,066 shares due to the exercise of share options of nominal values $2,000 in aggregate for a total consideration of $61,000. In May 2006, the Company issued 120,096 shares due to the exercise of shares options of nominal value $11,000 in aggregate for a total consideration of $345,000.

As of March 31, 2006, Amarin Corporation plc held approximately $35.3 million of cash and receivables balances.

		$'000
Shareholders' equity:		
Ordinary share capital	7,108	
Treasury shares	(217)	
Capital redemption reserve	27,633	
Share premium account	130,818	
Profit and loss account — (deficit)		(126,065)
Total shareholders' equity		39,277
Total capitalization	39,277	

PRICE HISTORY

The following table sets forth the range of high and low closing sale prices for our ADSs for the periods indicated, as reported by the Nasdaq Capital Market. These prices do not include retail mark-ups, markdowns, or commissions but give effect to a change in the number of ordinary shares represented by each ADS, implemented in both October 1998 and July 2002. Historical data in the table has been restated to take into account these changes.

	USD High	**USD Low**
Fiscal Year Ended		
December 31, 2001	27.97	5.00
December 31, 2002	21.00	2.76
December 31, 2003	4.81	1.39
December 31, 2004	3.99	0.53
December 31, 2005	3.40	1.06
Fiscal Year Ended December 31, 2004		
First Quarter	3.50	1.35
Second Quarter	1.46	0.86
Third Quarter	0.97	0.53
Fourth Quarter	3.99	1.00
Fiscal Year Ended December 31, 2005		
First Quarter	3.40	2.14
Second Quarter	2.36	1.06
Third Quarter	1.67	1.32
Fourth Quarter	1.45	1.07
Fiscal Year Ending December 31, 2006		
First Quarter	3.74	1.27
Second Quarter	3.10	1.93
January 2006	3.43	1.27
February 2006	3.74	2.96
March 2006	3.60	3.17
April, 2006	3.10	2.79
May, 2006	3.01	1.93
June, 2006	2.47	2.14

On July 11, 2006, the closing price of our ADSs as reported on the Nasdaq Capital Market was $2.41 per ADS.

DESCRIPTION OF DEBT SECURITIES AND GUARANTEES

We or Amarin Finance may elect to offer debt securities. The following description of debt securities sets forth the material terms and provisions of the debt securities to which any prospectus supplement may relate. Amarin's senior debt securities would be issued under a senior indenture to be entered into among Amarin and a trustee to be named. Amarin's subordinated debt securities would be issued under a subordinated indenture to be entered into among Amarin and a trustee to be named. The senior or subordinated indenture, a form of each of which is included as an exhibit to the registration statement of which this prospectus is a part, will be executed at the time we issue any debt securities. Any supplemental indentures will be filed with the SEC on a Form 6-K or by a post-effective amendment to the registration statement of which this prospectus is a part.

The senior debt securities of Amarin Finance would be issued under a senior indenture to be entered into among that entity, Amarin, as guarantor, and a trustee to be named. The subordinated debt securities of Amarin Finance would be issued under a subordinated indenture to be entered into among that entity, Amarin, as guarantor, and a trustee to be named. The senior or subordinated indenture, a form of each of which is included as an exhibit to the registration statement of which this prospectus is a part, will be executed at the time we issue any debt securities. Any supplemental indentures will be filed with the SEC on a Form 6-K or by a post-effective amendment to the registration statement of which this prospectus is a part.

All of the indentures are sometimes referred to in this prospectus collectively as the "indentures" and each, individually, as an "indenture." All senior indentures are sometimes referred to in this prospectus collectively as the "senior indentures" and each, individually, as a "senior indenture." All subordinated indentures are sometimes referred to in this prospectus collectively as the "subordinated indentures" and each, individually, as a "subordinated indenture." The particular terms of the debt securities offered by any prospectus supplement, and the extent to which the general provisions described below may apply to the offered debt securities, will be described in the applicable prospectus supplement. The indentures will be qualified under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"). The terms of the debt securities will include those stated in the indentures and those made part of the indentures by reference to the Trust Indenture Act.

Because the following summaries of the material terms and provisions of the indentures and the related debt securities are not complete, you should refer to the forms of the indentures and the debt securities for complete information on some of the terms and provisions of the indentures, including definitions of some of the terms used below, and the debt securities. The senior indentures and subordinated indentures are substantially identical to one another, except for specific provisions relating to subordination contained in the subordinated indentures.

General

The provisions of the indentures do not limit the aggregate principal amount of debt securities which may be issued thereunder. Unless otherwise provided in a prospectus supplement, the senior debt securities will be the issuer's direct, unsecured and unsubordinated general obligations and will have the same rank as all of the issuer's other unsecured and unsubordinated debt. The subordinated debt securities will be unsecured obligations of the issuer, subordinated in right of payment to the prior payment in full of all senior indebtedness of the issuer with respect to such series, as described below under "Subordination of the Subordinated Debt Securities" and in the applicable prospectus supplement.

Payments

The issuer may issue debt securities from time to time in one or more series. The provisions of the indentures allow the issuer to "reopen" a previous issue of a series of debt securities and issue additional debt securities of that series. The debt securities may be denominated and payable in U.S. dollars or foreign currencies. The issuer may

also issue debt securities from time to time with the principal amount or interest payable on any relevant payment date to be determined by reference to one or more currency exchange rates, securities or baskets of securities, commodity prices or indices. Holders of these types of debt securities will receive payments of principal or interest that depend upon the value of the applicable currency, security or basket of securities, commodity or index on the relevant payment dates.

Debt securities may bear interest at a fixed rate, which may be zero, a floating rate, or a rate which varies during the lifetime of the debt security. Debt securities bearing no interest or interest at a rate that at the time of issuance is below the prevailing market rate may be sold at a discount below their stated principal amount.

Terms Specified in the Applicable Prospectus Supplement

The applicable prospectus supplement will contain, where applicable, the following terms of and other information relating to any offered debt securities:

- the specific designation;
- the aggregate principal amount of the debt securities;
- the indenture under which the debt securities are issued;
- applicable subordination provisions, if any;
- percentage or percentages of principal amount at which the debt securities will be issued;
- the currency in which the debt securities are denominated and/or in which principal, premium, if any, and/or interest, if any, are payable;
- the date of maturity;
- the interest rate or rates or the method by which the calculation agent will determine the interest rate or rates, if any;
- the dates on which interest will accrue or the method for determining dates on which interest will accrue and dates on which interest will be payable;
- the place or places for payment of the principal of and any premium and/or interest on the debt securities;
- any repayment, redemption, prepayment or sinking fund provisions, including any redemption notice provisions;
- whether we will issue the debt securities in registered form or bearer form or both and, if we are offering debt securities in bearer form, any restrictions applicable to the exchange of one form for another and to the offer, sale and delivery of those debt securities in bearer form;
- whether the securities will be issued in whole or in part in the form of one or more global securities;
- the identity of the global depositary;
- the terms on which holders of the debt securities may convert or exchange these securities into or for ordinary shares or other of our securities or of an entity unaffiliated with us, any specific terms relating to the adjustment of the conversion or exchange feature and the period during which the holders may make the conversion or exchange;
- information as to the methods for determining the amount of principal or interest payable on any date and/or the currencies, securities or baskets of securities, commodities or indices to which the amount payable on that date is linked;

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- any agents for the debt securities, including trustees, depositaries, authenticating or paying agents, transfer agents or registrars;

- whether and under what circumstances the issuer will pay additional amounts on debt securities for any tax, assessment or governmental charge withheld or deducted and, if so, whether we will have the option to redeem those debt securities rather than pay the additional amounts;

- any material English, U.S. federal and, if applicable, Bermuda income tax consequences, including, but not limited to:

- tax considerations applicable to any discounted debt securities or to debt securities issued at par that are treated as having been issued at a discount for United States federal income tax purposes; and

    - tax considerations applicable to any debt securities denominated and payable in foreign currencies;

        - whether the debt securities will be secured;

            - any applicable selling restrictions;

    - whether the securities issued will be entitled to the benefits of guarantees; and

- any other specific terms of the debt securities, including any modifications to or additional events of default, covenants or modified or eliminated acceleration rights, and any terms required by or advisable under applicable laws or regulations.

Some of the debt securities may be issued as original issue discount securities. Original issue discount securities bear no interest or bear interest at below-market rates and may be sold at a discount below their stated principal amount. The applicable prospectus supplement will contain information relating to income tax, accounting and other special considerations applicable to original issue discount securities.

Registration and Transfer of Debt Securities

Holders may present debt securities for exchange, and holders of registered debt securities may present these securities for transfer, in the manner, at the places and subject to the restrictions stated in the debt securities and described in the applicable prospectus supplement. The issuer will provide these services without charge except for any tax or other governmental charge payable in connection with these services and subject to any limitations or requirements provided in the applicable indenture or the supplemental indenture or issuer order under which that series of debt securities is issued. Holders may transfer debt securities in bearer form and/or the related coupons, if any, by delivery to the transferee. If any of the securities are held in global form, the procedures for transfer of interests in those securities will depend upon the procedures of the depositary for those global securities.

Events of Default

Each indenture provides holders of debt securities with remedies if the issuer and/or guarantors, as the case may be, fail to perform specific obligations, such as making payments on the debt securities, or if the issuer and/or guarantors, as the case may be, become bankrupt. Holders should review these provisions and understand which actions trigger an event of default and which actions do not. Each indenture permits the issuance of debt securities in one or more series, and, in many cases, whether an event of default has occurred is determined on a series-by-series basis.

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An event of default is defined under the indentures, with respect to any series of debt securities issued under that indenture, as any one or more of the following events, subject to modification in a supplemental indenture, each of which we refer to in this prospectus as an event of default, having occurred and continuing:

- default is made in the payment of the principal or any premium in respect of the securities;
- default is made for more than 30 days in the payment of interest in respect of the securities;
- the issuer and/or guarantors, as the case may be, fail to perform or observe any of their other obligations under the securities and this failure has continued for the period of 60 days after we receive notice of default stating we are in breach;
- the issuer's and/or guarantors', as the case may be, bankruptcy, insolvency or reorganization under any applicable bankruptcy, insolvency or insolvency-related reorganization law;
- an order is made or an effective resolution is passed for the winding up or liquidation of the issuer and/or guarantors, as the case may be; or
- any other event of default provided in the supplemental indenture or issuer order, if any, under which that series of debt securities is issued.

Acceleration of Debt Securities upon an Event of Default

Each indenture provides that, unless otherwise set forth in a supplemental indenture:

- if an event of default due to the default in payment of principal of, or any premium or interest on, any series of debt securities issued under the indenture, or due to the default in the performance or breach of any other covenant or warranty of the issuer and/or guarantor, as the case may be, applicable to that series of debt securities but not applicable to all outstanding debt securities issued under that indenture occurs and is continuing, either the trustee or the holders of not less than 25% in aggregate principal amount of the outstanding debt securities of each affected series, voting as one class, by notice in writing to the issuer and guarantor, as the case may be, may declare the principal of and accrued interest on the debt securities of such affected series (but not any other debt securities issued under that indenture) to be due and payable immediately;
- if an event of default occurs due to specified events of bankruptcy, insolvency or reorganization of the issuer and/or the guarantor, as the case may be, the principal of all debt securities and interest accrued on the debt securities shall be due and payable immediately; and
- if an event of default due to a default in the performance of any other of the covenants or agreements in the indenture applicable to all outstanding debt securities issued under the indenture occurs and is continuing, either the trustee or the holders of not less than 25% in aggregate principal amount of all outstanding debt securities issued under the indenture for which any applicable supplemental indenture does not prevent acceleration under the relevant circumstances, voting as one class, by notice in writing to the issuer and/or guarantor, as the case may be, may declare the principal of all debt securities and interest accrued on the debt securities to be due and payable immediately.

Annulment of Acceleration and Waiver of Defaults

In some circumstances, if any and all events of default under the indenture, other than the non-payment of the principal of the securities that has become due as a result of an acceleration, have been cured, waived or otherwise remedied, then the holders of a majority in aggregate principal amount of all series of outstanding debt secure-

ties affected, voting as one class, may annul past declarations of acceleration or waive past defaults of the debt securities.

Indemnification of Trustee for Actions Taken on Your Behalf

Each indenture provides that the trustee shall not be liable with respect to any action taken or omitted to be taken by it in good faith in accordance with the direction of the holders of debt securities issued under that indenture relating to the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred upon the trustee. In addition, each indenture contains a provision entitling the trustee, subject to the duty of the trustee to act with the required standard of care during a default, to be indemnified by the holders of debt securities issued under the indenture before proceeding to exercise any right or power at the request of holders. Subject to these provisions and specified other limitations, the holders of a majority in aggregate principal amount of each series of outstanding debt securities of each affected series, voting as one class, may direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee.

Limitation on Actions by You as an Individual Holder

Each indenture provides that no individual holder of debt securities may institute any action against us under that indenture, except actions for payment of overdue principal and interest, unless the following actions have occurred:

- the holder must have previously given written notice to the trustee of the continuing default;
- the holders of not less than 25% in aggregate principal amount of the outstanding debt securities of each affected series, treated as one class, must have:
  - requested the trustee to institute that action and
  - offered the trustee reasonable indemnity;
- the trustee must have failed to institute that action within 60 days after receipt of the request referred to above; and
- the holders of a majority in principal amount of the outstanding debt securities of each affected series, voting as one class, must not have given directions to the trustee inconsistent with those of the holders referred to above.

Each indenture contains a covenant that the issuer and guarantors, if applicable, will file annually with the trustee a certificate of no default or a certificate specifying any default that exists.

Discharge, Defeasance and Covenant Defeasance
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