

AMARIN CORP PLC\UK
Form 20-F/A
October 28, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 20-F/A

AMENDMENT NO. 1

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b)
OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**
ý **OR**
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003
o **OR**
TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO

Commission file number 0-21392

AMARIN CORPORATION PLC

(Exact Name of Registrant as Specified in Its Charter)

England
(Jurisdiction of Incorporation or Organization)

7 Curzon Street
London W1J 5HG
England
(Address of Principal Executive Offices)

SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

	Title of Each Class	Name of Each Exchange On Which Registered
<i>None</i>		<i>None</i>

SECURITIES REGISTERED OR TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

**American Depositary Shares, each representing one Ordinary Share
Ordinary Shares, £0.05 par value per share**

(Title of Class)

SECURITIES FOR WHICH THERE IS A REPORTING OBLIGATION PURSUANT TO SECTION 15(d) OF THE ACT: *None*.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

17,939,786 Ordinary Shares, £1.00 par value per share

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES ☒ NO ☐

Indicate by check mark which financial statement item the registrant has elected to follow.

ITEM 17 ☐ ITEM 18 ☒

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Certification of Alan Cooke

Consent of PricewaterhouseCoopers LLP

EXPLANATORY NOTE

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, Amarin Corporation plc (the "Company") hereby amends its Annual Report on Form 20-F for the fiscal year ended December 31, 2003, as filed with the U.S. Securities and Exchange Commission on March 31, 2004 (the "Original Filing"), by setting forth additional information in Items 6B and 6E that was inadvertently omitted from the Original Filing.

This amendment also includes as Exhibit 14.1 a consent of PricewaterhouseCoopers LLP to the incorporation by reference in the registration statements of the Company on Form F-3 (nos. 333-12642, 333-13200 and 333-104748) of the Report of Independent Accountants dated March 31, 2004. The consent was inadvertently omitted from the EDGAR transmission of the Original Filing.

This amendment also amends the list of Exhibits in Item 19 and in the Exhibit Index to reflect the addition of the consent of PricewaterhouseCoopers and the filing of new certifications of Richard A.B. Stewart and Alan Cooke pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Other than for the purpose of amending the information referred to above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in any other item of the Original Filing or reflect any events that have occurred after the date on which such annual report was filed.

Item 6 Directors, Senior Management and Employees

B. Compensation

General

Our directors who serve as officers or employees receive no compensation for their service as members of our board of directors. Directors who are not officers or employees receive \$44,753 per annum save for the Chairmen of the Audit and remuneration Committees who receive \$71,604 and such options to acquire Ordinary Shares for their service as non-executive members of the board of directors as the Remuneration committee of the board of directors may from time to time determine. Thomas Lynch and John Groom have to date waived their right to non-executive directors' fees. Additionally, Thomas Lynch has to date waived all of his rights with respect to option grants to non-executive directors that were proposed for him.

For the year ended December 31, 2003, all of our directors and senior management as a group received total compensation of US \$2.223 million and in addition, directors and senior management were issued options to purchase a total of 305,933 Ordinary Shares during such period. See Share Ownership below for the specific terms of the options held by each director and officer.

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There are no sums set aside or accrued by us for pension, retirement or similar benefits although we do make contributions to certain of our employees' and officers' pensions during the term of their employment with us.

Compensation paid and benefits granted to our directors during the year ended December 31, 2003 are detailed below:

Directors' detailed emoluments

Name	Salary & fees \$000	Benefits in kind \$000	Annual bonus \$000	2003 Total \$000
R A B Stewart**	350	7	224	581
A Russell-Roberts	66			66
J C Gale (resigned 25 July 2003)	26			26
J Groom*				
M D Coffee (resigned 25 February 2004)	364	18		382
T G Lynch (Chairman)*				
H E Huckel	41			41
W Mason	41			41
	888	25	224	1,137

Benefits in kind include medical and life insurance for every executive director. No expense allowances were provided to the directors during the year.

*Both T G Lynch and J Groom waived their non-executive directors' fees in respect of the year ended 31 December 2003. This amounted to \$41,000 for each non-executive director in 2003.

**In addition to the above, R A B Stewart has pension contributions paid into his personal scheme by the Company. The amount paid into his pension scheme for 2003 was \$30,000. The payment is in excess of R A B Stewart's normal entitlement under the group's pension scheme arrangements, as approved by the Remuneration Committee.

The Amarin Corporation plc 2002 Stock Option Plan

The Amarin Corporation plc 2002 Stock Option Plan came into effect on January 1, 2002. The term of the plan is ten years, and no award shall be granted under the plan after January 1, 2012.

The plan is administered by the remuneration committee of our board of directors. A maximum of four million Ordinary Shares may be issued under the plan. Employees, officers, consultants and independent contractors are eligible persons under the plan. The remuneration committee may grant options to eligible persons. In determining which eligible persons may receive an award of options and become participants in the plan, as well as the terms of any option award, the remuneration committee may take into account the nature of the services rendered to us by the eligible persons, their present and potential contributions to our success or such other factors as the remuneration committee, at its discretion, shall deem relevant.

Two forms of options may be granted under the plan: incentive stock options and non-qualified stock options. Incentive stock options are options intended to meet the requirements of Section 422 of the US Internal Revenue Code of 1986, as amended. Non-qualified stock options are options which are not intended to be incentive stock options.

As a condition to the grant of an option award, the recipient and us shall execute an award agreement containing such restrictions, terms and conditions, if any, as the remuneration committee may require. Option awards are to be granted under the plan for no cash consideration or for such minimal cash consideration as may be required by law. The exercise price of options granted under the plan shall be determined by the remuneration committee, however the plan provides that the exercise price shall not be less than 100% of the fair market value, as defined under the plan, of an Ordinary Share on the date that the option is granted. The consideration to be paid for the shares under option shall be paid at the time that the shares are issued. The term of each option shall end ten years following the date on which it was granted. The remuneration committee may decide from time to time whether options granted under the plan may be exercised in whole or in part.

No option granted under the plan may be exercised until it has vested. The remuneration committee will specify the vesting schedule for each option when it is granted. If no vesting schedule is specified with respect to a particular option, then the vesting schedule set out in the plan will apply so that 33% of the total number of Ordinary Shares granted under the option shall vest on the first anniversary of the date that the option was granted, a further 33% shall vest on the second anniversary and the remaining 34% shall vest on the third anniversary.

The plan provides that the vesting of options shall be accelerated if we undergo a change of control and at the discretion of the remuneration committee. In the event of an offer to acquire all of our issued share capital or the acquisition of all of our issued share capital in other specified circumstances, the option holder may release its option in return for the grant of a new option over shares in the acquiring company.

If a participant's continuous status as an employee or consultant, as defined under the plan, is terminated for cause then his or her options shall expire immediately. If such status is terminated due to death or permanent disability and if options held by the participant have vested and are

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exercisable, they shall remain exercisable for twelve months following the date of the participant's death or disability.

No option award, nor any right under an option award, may be transferred by a participant other than by will or by the laws of descent as specifically set out in the plan. Participants do not have any rights as a shareholder of record in us with respect to the Ordinary Shares issuable on the exercise of their options until a certificate representing such Ordinary Shares registered in the participant's name has been delivered to the participant.

The plan is governed by the laws of England.

E. Share Ownership

The beneficial ownership of Ordinary Shares by, and options granted to, those persons who were our directors or officers at March 24, 2004, including their spouses and children under eighteen years of age, are presented in the table below. See also Compensation The Amarin Corporation plc 2002 Stock Option Plan .

Director/ Officer	Note	Options Outstanding to Acquire Number of Ordinary Shares	Date of Grant (dd/mm/yy)	Exercise Price per Ordinary Share	Ordinary Shares or ADS Equivalents Beneficially Owned	Percentage of Outstanding Share Capital**
J. Groom	1	15,000	23/01/02	\$ 17.65	170,000	*
	1	15,000	06/11/02	\$ 3.10		
H. E. Huckel	2	10,000	19/02/01	\$ 6.12	8,500	*
	1	15,000	23/01/02	\$ 17.65		
	1	15,000	06/11/02	\$ 3.10		
T. G. Lynch		0				
W. Mason	1	15,000	06/11/02	\$ 3.10	*	*
A. Russell-Roberts						
	2	10,000	07/04/00	\$ 3.00	2,350	*
	2	10,000	19/02/01	\$ 6.12		
	1	15,000	23/01/02	\$ 17.65		
	1	15,000	06/11/02	\$ 3.10		
R. A. B. Stewart						
	3	350,000	23/11/98	\$ 5.00	510,000	2.4%
	1	150,000	23/01/02	\$ 17.65		
	1	150,000	06/11/02	\$ 3.10		
D. Cunningham	1	60,000	18/07/02	\$ 3.46	*	*
	1	40,000	24/02/03	\$ 3.17		
I. R. Garland	1	200,000	03/03/03	\$ 2.82	*	*
J. S. Lamb	1	80,000	18/02/02	\$ 13.26	*	*
	1	26,667	06/11/02	\$ 3.10		
	1	65,933	24/02/03	\$ 3.17		

Notes:

(1) These options are exercisable as to one third on each of the first, second and third anniversaries of the date of grant and remain exercisable for a period ended on the tenth anniversary of the date of grant.

(2) These options are currently exercisable and remain exercisable until ten years from the date of grant.

(3) When granted these options were to become exercisable in tranches upon the price of our Ordinary Shares achieving certain pre-determined levels. By resolution of the board of directors of January 21, 2000, options to acquire 100,000 of these Ordinary Shares became exercisable immediately at an exercise price of US\$5.00 per Ordinary Share and remain exercisable until 54 months from the date of grant. On February 9, 2000, our remuneration committee approved the repricing of the remaining options to an exercise price of US\$5.00 per Ordinary Share, exercisable immediately and lapsing ten years from the date of grant.

* Less than one percent of our outstanding share capital at March 24, 2004.

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** This information is based on 17,939,786 Ordinary Shares outstanding as of March 24, 2004, outstanding warrants to purchase 843,234 Ordinary Shares as of March 24, 2004, which warrants are exercisable on or before May 30, 2004 and outstanding options to purchase 2,729,752 Ordinary Shares, which options are exercisable on or before May 30, 2004.

Item 19 Exhibits

Exhibits filed as part of this annual report:

- 1.1 Memorandum of Association of the Company (10)
- 1.2 Articles of Association of the Company (10)
- 2.1 Form of Deposit Agreement, dated as of March 29, 1993, among the Company, Citibank, N.A., as Depositary, and all holders from time to time of American Depositary Receipts issued thereunder (1)
- 2.2 Amendment No. 1 to Deposit Agreement, dated as of October 8, 1998, among the Company, Citibank, N.A., as Depositary, and all holders from time to time of the American Depositary Receipts issued thereunder (2)
- 2.3 Amendment No. 2 to Deposit Agreement, dated as of September 25, 2002 among the Company, Citibank N.A., as Depositary, and all holders from time to time of the American Depositary Receipts issued thereunder (3)
- 2.4 Form of Ordinary Share certificate (10)
- 2.5 Form of American Depositary Receipt evidencing ADSs (included in Exhibit 2.3) (3)
- 2.6 Registration Rights Agreement, dated as of October 21, 1998, by and among Ethical Holdings plc and Monksland Holdings B.V. (10)
- 2.7 Amendment No. 1 to Registration Rights Agreement and Waiver, dated January 27, 2003, by and among the Company, Elan International Services, Ltd. and Monksland Holdings B.V.(10)
- 2.8 Second Subscription Agreement, dated as of November 1999, among Ethical Holdings PLC, Monksland Holdings B.V. and Elan Corporation PLC (4)
- 2.9 Purchase Agreement, dated as of June 16, 2000, by and among the Company and the Purchasers named therein (4)
- 2.10 Registration Rights Agreement, dated as of November 24, 2000, by and between the Company and Laxdale Limited (5)
- 2.11 Form of Subscription Agreement, dated as of January 27, 2003 by and among the Company and the Purchasers named therein (10) (The Company entered into twenty separate Subscription Agreements on January 27, 2003 all substantially similar in form and content to this form of Subscription Agreement.)

- 2.12 Form of Registration Rights Agreement, dated as of January 27, 2003 between the Company and the Purchasers named therein (10) (The Company entered into twenty separate Registration Rights Agreements on January 27, 2003 all substantially similar in form and content to this form of Registration Rights Agreement.)
- 4.1 Amended and Restated Asset Purchase Agreement dated September 29, 1999 between Elan Pharmaceuticals Inc. and the Company (10)
- 4.2 Variation Agreement, undated, between Elan Pharmaceuticals Inc. and the Company (10)
- 4.3 License Agreement, dated November 24, 2000, between the Company and Laxdale Limited (6)
- 4.4 Option Agreement, dated as of June 18, 2001, between Elan Pharma International Limited and the Company (7)
- 4.5 Deed of Variation, dated January 27, 2003, between Elan Pharma International Limited and the Company (10)
- 4.6 Lease, dated August 6, 2001, between the Company and LB Strawberry LLC (7)
- 4.7 Amended and Restated Distribution, Marketing and Option Agreement, dated September 28, 2001, between Elan Pharmaceuticals, Inc. and the Company (8)
- 4.8 Amended and Restated License and Supply Agreement, dated March 29, 2002, between Eli Lilly and Company and the Company (10)
- 4.9 Deed of Variation, dated January 27, 2003, between Elan Pharmaceuticals Inc. and the Company (10)
- 4.10 Stock and Intellectual Property Right Purchase Agreement, dated November 30, 2001, by and among Abriway International S.A., Sergio Lucero, Francisco Stefano, Amarin Technologies S.A., Amarin Pharmaceuticals Company Limited and the Company (7)
- 4.11 Stock Purchase Agreement, dated November 30, 2001, by and among Abriway International S.A., Beta Pharmaceuticals Corporation and the Company (7)
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- 4.13 Loan Agreement, dated September 28, 2001, between Elan Pharma International Limited and the Company (8)
- 4.14 Deed of Variation, dated July 19, 2002, amending certain provisions of the Loan Agreement between the Company and Elan Pharma International Limited (10)
- 4.15 Deed of Variation No. 2, dated December 23, 2002, between The Company and Elan Pharma International Limited (10)
- 4.16 Deed of Variation No. 3, dated January 27, 2003, between the Company and Elan Pharma International Limited (10)
- 4.17 The Company 2002 Stock Option Plan (9)
- 4.18 Agreement Letter, dated October 21, 2002, between the Company and Security Research Associates, Inc.(10)
- 4.19 Agreement, dated January 27, 2003, among the Company, Elan International Services, Ltd. and Monksland Holdings B.V.(10)
- 4.20 Master Agreement, dated January 27, 2003, between Elan Corporation, plc., Elan Pharma International Limited, Elan International Services, Ltd., Elan Pharmaceuticals, Inc., Monksland Holdings B.V. and the Company(10)

- 4.21 Form of Warrant Agreement, dated March 19, 2003, between the Company and individuals designated by Security Research Associates, Inc.(10) (The Company entered into seven separate Warrant Agreements on March 19, 2003 all substantially similar in form and content to this form of Warrant Agreement.)
- 4.22 Sale and Purchase Agreement, dated March 14, 2003, between F. Hoffmann La Roche Ltd., Hoffmann La Roche Inc And the Company(10)
- 4.23 Share Subscription and Purchase Agreement dated October 28, 2003 among the Company, Amarin Pharmaceuticals Company Limited, Watson Pharmaceuticals, Inc. and Lagrummet December NR 911 AB (under name change to WP Holdings AB)*
- 4.24 Asset Purchase Agreement dated February 11, 2004 between the Company, Amarin Pharmaceuticals Company Limited and Valeant Pharmaceuticals International*
- 4.25 Amendment No. 1 to Asset Purchase Agreement dated February 25, 2004 between the Company, Amarin Pharmaceuticals Company Limited and Valeant Pharmaceuticals International*
- 4.26 Development Agreement dated February 25, 2004 between the Company and Valeant Pharmaceuticals International*
- 4.27 Settlement Agreement dated February 25, 2004 among Elan Corporation plc, Elan Pharma International Limited, Elan International Services, Ltd, Elan Pharmaceuticals, Inc., Monksland Holdings BV and the Company*
- 4.28 Debenture dated August 4, 2003 made by the Company in favour of Elan Corporation plc as Trustee*
- 4.29 Debenture Amendment Agreement dated December 23, 2003 between the Company and Elan Corporation plc as Trustee*
- 4.30 Debenture Amendment Agreement No. 2 dated February 24, 2004 between the Company and Elan Corporation plc as Trustee*
- 4.31 Loan Instrument dated February 25, 2004 executed by Amarin in favor of Elan Pharma International Limited*
- 4.32 Amended and Restated Master Agreement dated August 4, 2003 among Elan Corporation plc, Elan Pharma International Limited, Elan International Services, Ltd., Elan Pharmaceuticals, Inc., Monksland Holdings BV and the Company*(11)
- 4.33 Amended and Restated Option Agreement dated August 4, 2003 between the Company and Elan Pharma International Limited*(11)
- 4.34 Deed of Variation No. 2, dated August 4, 2003, to the Amended and Restated Distribution, Marketing and Option Agreement between Elan Pharmaceuticals, Inc. and the Company*(11)
- 4.35 Deed of Variation No. 4, dated August 4, 2003, to Loan Agreement between the Company and Elan Pharma International Limited*(11)
- 4.36 Amendment Agreement No. 1, dated August 4, 2003, to Amended and Restated Asset Purchase Agreement among Elan International Services, Ltd., Elan Pharmaceuticals, Inc. and the Company*(11)
- 4.37 Warrant dated February 25, 2004 issued by the Company in favor of the Warrant Holders named therein*
- 4.38 Amendment Agreement dated December 23, 2003, between Elan Corporation plc, Elan Pharma International Limited, Elan Pharmaceuticals, Inc., Monksland Holdings BV and the Company*(11)
- 4.39 Bridging Loan Agreement dated December 23, 2003 between the Company and Elan Pharmaceuticals, Inc. *(11)
- 4.40 Agreement dated December 23, 2003 between the Company and Elan Pharma International Limited, amending the Amended and Restated Option Agreement dated August 4, 2003*(11)
- 4.41 Inventory Buy Back Agreement dated March 18, 2004 between the Company and Swiftwater Group LLC*

- 8.1 Subsidiaries of the Company*
- 11.1 Code of Ethics*
- 12.1 Certification of Richard A. B. Stewart required by Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
- 12.2 Certification of Alan Cooke required by Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
- 13.1 Certification of Richard A. B. Stewart required by Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
- 13.2 Certification of Ian R. Garland required by Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
- 14.1 Consent of PricewaterhouseCoopers LLP**

* Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2003, filed with the Securities and Exchange Commission on March 31, 2004.

** Filed herewith

Confidential treatment requested (the confidential portions of such exhibits have been omitted and filed separately with the Securities and Exchange Commission)

- (1) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Form F-1, File No. 33-58160, filed with the Securities and Exchange Commission on February 11, 1993.
- (2) Incorporated herein by reference to Exhibit(a)(i) to the Company's Registration Statement on Post-Effective Amendment No. 1 to Form F-6, File No. 333-5946, filed with the Securities and Exchange Commission on October 8, 1998.
- (3) Incorporated herein by reference to Exhibit(a)(ii) to the Company's Registration Statement on Post-Effective Amendment No. 2 to Form F-6, File No. 333-5946, filed with the Securities and Exchange Commission on September 26, 2002.
- (4) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 1999, filed with the Securities and Exchange Commission on June 30, 2000.
- (5) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Form F-3, File No. 333-13200, filed with the Securities and Exchange Commission on February 22, 2001.
- (6) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 2000, filed with the Securities and Exchange Commission on July 2, 2001.
- (7) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 2001, filed with the Securities and Exchange Commission on May 9, 2002.
- (8) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Pre-Effective Amendment No. 2 to Form F-3, File No. 333-13200, filed with the Securities and Exchange Commission on November 19, 2001.
- (9) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Form S-8, File No. 333-101775, filed with the Securities and Exchange Commission on December 11, 2002.
- (10) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 2002, filed with the Securities and Exchange Commission on April 24, 2003.
- (11) These agreements are no longer in effect as a result of superseding agreements entered into by the Company.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

AMARIN CORPORATION PLC

By: /s/ Richard A.B. Stewart
Richard A. B. Stewart
Chief Executive Officer

Date: October 27, 2004

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- 4.30 Debenture Amendment Agreement No. 2 dated February 24, 2004 between the Company and Elan Corporation plc as Trustee*
- 4.31 Loan Instrument dated February 25, 2004 executed by Amarin in favor of Elan Pharma International Limited*
- 4.32 Amended and Restated Master Agreement dated August 4, 2003 among Elan Corporation plc, Elan Pharma International Limited, Elan International Services, Ltd., Elan Pharmaceuticals, Inc., Monksland Holdings BV and the Company*(11)
- 4.33 Amended and Restated Option Agreement dated August 4, 2003 between the Company and Elan Pharma International Limited*(11)
- 4.34 Deed of Variation No. 2, dated August 4, 2003, to the Amended and Restated Distribution, Marketing and Option Agreement between Elan Pharmaceuticals, Inc. and the Company*(11)
- 4.35 Deed of Variation No. 4, dated August 4, 2003, to Loan Agreement between the Company and Elan Pharma International Limited*(11)
- 4.36 Amendment Agreement No. 1, dated August 4, 2003, to Amended and Restated Asset Purchase Agreement among Elan International Services, Ltd., Elan Pharmaceuticals, Inc. and the Company*(11)
- 4.37 Warrant dated February 25, 2004 issued by the Company in favor of the Warrant Holders named therein*
- 4.38 Amendment Agreement dated December 23, 2003, between Elan Corporation plc, Elan Pharma International Limited, Elan Pharmaceuticals, Inc., Monksland Holdings BV and the Company*(11)
- 4.39 Bridging Loan Agreement dated December 23, 2003 between the Company and Elan Pharmaceuticals, Inc. *(11)
- 4.40 Agreement dated December 23, 2003 between the Company and Elan Pharma International Limited, amending the Amended and Restated Option Agreement dated August 4, 2003*(11)
- 4.41 Inventory Buy Back Agreement dated March 18, 2004 between the Company and Swiftwater Group LLC*

8.1	Subsidiaries of the Company*
11.1	Code of Ethics*
12.1	Certification of Richard A. B. Stewart required by Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
12.2	Certification of Alan Cooke required by Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**
13.1	Certification of Richard A. B. Stewart required by Section 1350 of Chapter 63 of Title 18 of the United States Code , as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
13.2	Certification of Ian R. Garland required by Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
14.1	Consent of PricewaterhouseCoopers**

* Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2003, filed with the Securities and Exchange Commission on March 31, 2004.

** Filed herewith

Confidential treatment requested (the confidential portions of such exhibits have been omitted and filed separately with the Securities and Exchange Commission)

- (1) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Form F-1, File No. 33-58160, filed with the Securities and Exchange Commission on February 11, 1993.
- (2) Incorporated herein by reference to Exhibit(a)(i) to the Company's Registration Statement on Post-Effective Amendment No. 1 to Form F-6, File No. 333-5946, filed with the Securities and Exchange Commission on October 8, 1998.
- (3) Incorporated herein by reference to Exhibit(a)(ii) to the Company's Registration Statement on Post-Effective Amendment No. 2 to Form F-6, File No. 333-5946, filed with the Securities and Exchange Commission on September 26, 2002.
- (4) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 1999, filed with the Securities and Exchange Commission on June 30, 2000.
- (5) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Form F-3, File No. 333-13200, filed with the Securities and Exchange Commission on February 22, 2001.
- (6) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 2000, filed with the Securities and Exchange Commission on July 2, 2001.
- (7) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 2001, filed with the Securities and Exchange Commission on May 9, 2002.
- (8) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Pre-Effective Amendment No. 2 to Form F-3, File No. 333-13200, filed with the Securities and Exchange Commission on November 19, 2001.
- (9) Incorporated herein by reference to certain exhibits to the Company's Registration Statement on Form S-8, File No. 333-101775, filed with the Securities and Exchange Commission on December 11, 2002.
- (10) Incorporated herein by reference to certain exhibits to the Company's Annual Report on Form 20-F for the year ended December 31, 2002, filed with the Securities and Exchange Commission on April 24, 2003.
- (11) These agreements are no longer in effect as a result of superseding agreements entered into by the Company.