



OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G/A**

(Amendment No. 2)

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

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

**Amarin Corporation plc**

(Name of Issuer)

Ordinary Shares, 5p par value

(Title of Class of Securities)

023111107

(CUSIP Number)

April 24, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAMES OF REPORTING PERSONS: Southpoint Capital Advisors LP  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 20-0975910		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY:		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION:  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER: 2,599,010**	
	<b>6</b>	SHARED VOTING POWER: 0	
	<b>7</b>	SOLE DISPOSITIVE POWER: 2,599,010**	
	<b>8</b>	SHARED DISPOSITIVE POWER: 0	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,599,010**		
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 2.8%**		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN		

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4.

<b>1</b>	NAMES OF REPORTING PERSONS: Southpoint GP, LP  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 20-1095514		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY:		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION:  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER:  2,599,010**	
	<b>6</b>	SHARED VOTING POWER:  0	
	<b>7</b>	SOLE DISPOSITIVE POWER:  2,599,010**	
	<b>8</b>	SHARED DISPOSITIVE POWER:  0	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  2,599,010**		
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  2.8%**		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  PN		

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\*\* SEE ITEM 4.

<b>1</b>	NAMES OF REPORTING PERSONS: Southpoint Capital Advisors LLC  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 20-0975900		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY:		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION:  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER: 2,599,010**	
	<b>6</b>	SHARED VOTING POWER: 0	
	<b>7</b>	SOLE DISPOSITIVE POWER: 2,599,010**	
	<b>8</b>	SHARED DISPOSITIVE POWER: 0	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,599,010**		
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 2.8%**		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): OO		

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4.

<b>1</b>	NAMES OF REPORTING PERSONS: Southpoint GP, LLC  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 20-1064783		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY:		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION:  Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER:  2,599,010**	
	<b>6</b>	SHARED VOTING POWER:  0	
	<b>7</b>	SOLE DISPOSITIVE POWER:  2,599,010**	
	<b>8</b>	SHARED DISPOSITIVE POWER:  0	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  2,599,010**		
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  2.8%**		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  OO		

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4.

<b>1</b>	NAMES OF REPORTING PERSONS: Robert W. Butts  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  (a) <input type="radio"/> (b) <input type="radio"/>		
<b>3</b>	SEC USE ONLY:		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION:  United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER:  2,599,010**	
	<b>6</b>	SHARED VOTING POWER:  0	
	<b>7</b>	SOLE DISPOSITIVE POWER:  2,599,010**	
	<b>8</b>	SHARED DISPOSITIVE POWER:  0	
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  2,599,010**		
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  <input type="radio"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  2.8%**		
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  IN		

\* SEE INSTRUCTIONS BEFORE FILLING OUT

\*\* SEE ITEM 4.

<b>1</b>	NAMES OF REPORTING PERSONS: John S. Clark II  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  (a) <input type="radio"/> (b) <input type="radio"/>	
<b>3</b>	SEC USE ONLY:	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION:  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER:  2,599,010**
	<b>6</b>	SHARED VOTING POWER:  0
	<b>7</b>	SOLE DISPOSITIVE POWER:  2,599,010**
	<b>8</b>	SHARED DISPOSITIVE POWER:  0
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  2,599,010**	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  <input type="radio"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  2.8%**	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  IN	

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\*\* SEE ITEM 4.

**SCHEDULE 13G/A**

This Amendment No. 2 to Schedule 13G (the "Amendment") is an amendment to the initial statement, as amended by Amendment No. 1, on Schedule 13G relating to Ordinary Shares of Amarin Corporation plc (the "Issuer"), filed with the Securities and Exchange Commission (the "SEC") on December 28, 2005 (the "Schedule 13G"). Amendment No. 1 to Schedule 13G was filed on October 17, 2006.

This Amendment is being filed on behalf of Southpoint Capital Advisors LLC, a Delaware limited liability company ("Southpoint CA LLC"), Southpoint GP, LLC, a Delaware limited liability company ("Southpoint GP LLC"), Southpoint Capital Advisors LP, a Delaware limited partnership ("Southpoint Advisors"), Southpoint GP, LP, a Delaware limited partnership ("Southpoint GP"), Robert W. Butts and John S. Clark II. Southpoint CA LLC is the general partner of Southpoint Advisors. Southpoint GP LLC is the general partner of Southpoint GP. Southpoint GP is the general partner of Southpoint Fund LP, a Delaware limited partnership (the "Fund"), Southpoint Qualified Fund LP, a Delaware limited partnership (the "Qualified Fund"), and Southpoint Master Fund, LP, a Cayman Islands exempted limited partnership (the "Master Fund"). Southpoint Offshore Fund, Ltd., a Cayman Island exempted company (the "Offshore Fund"), is also a general partner of the Master Fund. This Schedule 13G relates to Ordinary Shares of the Issuer purchased by the Fund, the Qualified Fund and the Master Fund.

**Item 1(a) Name of Issuer.**

Amarin Corporation plc

**Item 1(b) Address of Issuer's Principal Executive Offices.**

110 Cannon Street  
London EC4N 6AR, England

**Item 2(a) Name of Person Filing.**

- (1) Southpoint Capital Advisors, LP
- (2) Southpoint GP, LP
- (3) Southpoint Capital Advisors, LLC
- (4) Southpoint GP, LLC
- (5) Robert W. Butts
- (6) John S. Clark II

**Item 2(b) Address of Principal Business Office, or, if none, Residence.**

- (1) For all Filers:  
623 Fifth Avenue, Suite 2503  
New York, NY 10022  
(212) 692-6350
-

**Item 2(c) Citizenship or Place of Organization.**

- (1) Southpoint Capital Advisors LP is a Delaware limited partnership.
- (2) Southpoint GP, LP is a Delaware limited partnership.
- (3) Southpoint Capital Advisors LLC is a Delaware limited liability company.
- (4) Southpoint GP, LLC is a Delaware limited liability company.
- (5) Robert W. Butts is a U.S. citizen.
- (6) John S. Clark II is a U.S. citizen.

**Item 2(d) Title of Class of Securities.**

Ordinary Shares, 5p Par Value (the "Ordinary Shares").

**Item 2(e) CUSIP Number.**

023111107

**Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4 Ownership.**

Item 4 is amended and restated in its entirety to read as follows:

- (a) Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II may be deemed the beneficial owners of 2,599,010 Ordinary Shares issuable upon conversion of warrants.
- (b) As of May 1, 2007, Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II may be deemed the beneficial owners of 2.8% of the outstanding Ordinary Shares. This percentage was determined by dividing 2,599,010 by 93,283,240, (which equals 90,684,230 Ordinary Shares currently issued and outstanding as of December 31, 2006, as reported in the Issuer's report on form 20-F filed on March 5, 2007, plus 2,599,010, the number of Ordinary Shares that would be outstanding if Southpoint converted its warrants).
- (c) Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II have the sole power to vote and dispose of the 2,599,010 Ordinary Shares issuable upon conversion of warrants beneficially owned.

**Item 5 Ownership of Five Percent or Less of a Class.**

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Item 5 is amended and restated in its entirety to read as follows:

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following .

**Item 10 Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Exhibits Exhibit 1**

Joint Filing Agreement dated May 1, 2007, between Southpoint CA LLC, Southpoint GP LLC, Southpoint GP, Southpoint Advisors, Robert W. Butts and John S. Clark II.

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**EXHIBIT 1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Ordinary Shares, 5p par value, of Amarin Corporation plc, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May 1, 2007.

SOUTHPOINT CAPITAL ADVISORS, LP

By: Southpoint Capital Advisors LLC  
its general partner

By: /s/ Robert W. Butts

Name: Robert W. Butts

Title: Manager

SOUTHPOINT GP, LP

By: Southpoint GP, LLC  
its general partner

By: /s/ Robert W. Butts

Name: Robert W. Butts

Title: Manager

SOUTHPOINT CAPITAL ADVISORS, LLC

By: /s/ Robert W. Butts

Name: Robert W. Butts

Title: Manager

SOUTHPOINT GP, LLC

By: /s/ Robert W. Butts

Name: Robert W. Butts

Title: Manager

/s/ Robert W. Butts

Robert W. Butts

/s/ John S. Clark II

John S. Clark II