

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Palczuk Linda</u>  (Last) (First) (Middle) <u>C/O AVADEL PHARMACEUTICALS PLC</u> <u>10 EARLSFORT TERRACE</u>  (Street) <u>DUBLIN 2 L2 D02 T380</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVADEL PHARMACEUTICALS PLC [ AVDL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/20/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$2.03	01/20/2023		G	V		60,000	(1)	08/07/2029	ADSs <sup>(2)</sup> 60,000	\$0	0	D	
Stock Option (Right to Buy)	\$2.03							(1)	08/07/2029	ADSs <sup>(2)</sup> 60,000		60,000	I	By Trust <sup>(3)</sup>
Stock Option (Right to Buy)	\$8.48	01/20/2023		G	V		42,000	(4)	08/07/2030	ADSs <sup>(2)</sup> 42,000	\$0	0	D	
Stock Option (Right to Buy)	\$8.48							(4)	08/07/2030	ADSs <sup>(2)</sup> 42,000		42,000	I	By Trust <sup>(3)</sup>
Stock Option (Right to Buy)	\$8.07	01/20/2023		G	V		42,000	(1)	08/03/2031	ADSs <sup>(2)</sup> 42,000	\$0	0	D	
Stock Option (Right to Buy)	\$8.07							(1)	08/03/2031	ADSs <sup>(2)</sup> 42,000		42,000	I	By Trust <sup>(3)</sup>
Stock Option (Right to Buy)	\$4.79	01/20/2023		G	V		42,000	(5)	08/03/2032	ADSs <sup>(2)</sup> 42,000	\$0	0	D	
Stock Option (Right to Buy)	\$4.79							(5)	08/03/2032	ADSs <sup>(2)</sup> 42,000		42,000	I	By Trust <sup>(3)</sup>

**Explanation of Responses:**

- These options are fully vested and exercisable as of the date hereof.
- The Issuer's "ADSs" are American Depositary Shares, with each ADS representing one ordinary share, nominal value \$0.01 per share, of the issuer; ADSs may be represented by American Depositary Receipts.
- On January 20, 2023, the Reporting Person transferred an aggregate of 186,000 options to a revocable trust of which the Reporting Person is trustee.
- These options become exercisable as to 14,000 ADSs on each of the first three anniversaries after the 08/07/2020 grant date, subject to the Reporting Person's continued service at each such vesting date.
- These options shall vest in full on the earlier to occur of (a) August 3, 2023 or (b) the date of the next annual general meeting of shareholders following the date of grant, subject to the Reporting Person's continued service on the Board of Directors at such time.

/s/ Jerad G. Seurer, as attorney-in-fact 01/24/2023

\*\* Signature of Reporting Person Date

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**