

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>VAN ASSCHE BENOIT</u> <hr/> (Last) (First) (Middle) <u>BLOCK 10-1, BLANCHARDSTOWN</u> <u>CORPORATE PARK, BALLYCOOLIN</u> <hr/> (Street) <u>DUBLIN L2 15</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AVADEL PHARMACEUTICALS PLC [ AVDL ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>07/09/2018</u>	

**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			
ADSs <sup>(1)</sup>	07/09/2018		A		26,365 <sup>(2)</sup>	A	\$0	26,365	D	

**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					
Warrants (right to buy) <sup>(3)</sup>	\$21.67 <sup>(3)</sup>							06/26/2016 <sup>(3)</sup>	06/26/2019	ADSs 54,026		54,026	D	
Warrants (right to buy) <sup>(4)</sup>	\$13.59 <sup>(4)</sup>							08/10/2017 <sup>(4)</sup>	08/10/2020	ADSs 54,026		54,026	D	
Stock Option (right to buy) <sup>(5)</sup>	\$10.51 <sup>(5)</sup>							06/28/2018 <sup>(5)</sup>	06/28/2022	ADSs 35,000		35,000	D	

**Explanation of Responses:**

- 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.
- Represents 26,365 restricted ADSs granted under the issuer's Omnibus Incentive Compensation Plan on 07/09/2018; one-third (1/3) of the ADSs will vest on each of the first three anniversaries of the grant date.
- Warrants were granted 06/26/2015 but were not exercisable until the first anniversary of the date of grant; on such first anniversary the warrants became exercisable for a 3-year period as to all 54,026 ADSs. The warrant exercise price per ADS may be paid in U.S. Dollars as shown in Item 2 of Table II or in Euros based on the exchange rate prevailing on the date of grant, or (euro)19.34 per ADS.
- Warrants were granted 08/10/2016 but were not exercisable until the first anniversary of the date of grant; on such first anniversary the warrants became exercisable for a 3-year period as to all 54,026 ADSs. The warrant exercise price per ADS may be paid in U.S. Dollars as shown in Item 2 of Table II or in Euros based on the exchange rate prevailing on the date of grant, or (euro) 12.16 per ADS.
- Options became exercisable as to all 35,000 ADSs on the first anniversary of the 06/28/2017 grant date.

Phillandas T. Thompson, as  
attorney-in-fact for Benoit 07/11/2018  
Van Assche

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

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