

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

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

1. Name and Address of Reporting Person* <u>KANAN MICHAEL F</u> _____ (Last) (First) (Middle) <u>BLOCK 10-1, BLANCHARDSTOWN</u> <u>CORPORATE PARK, BALLYCOOLIN</u> _____ (Street) <u>DUBLIN L2 15</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVADEL PHARMACEUTICALS PLC [</u> <u>FLML]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 ⁽¹⁾	12/14/2018		s ⁽²⁾		8,429	D	\$2.494 ⁽³⁾	29,538 ⁽⁴⁾	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					
Stock Option (right to buy)	\$16.21							(5)	10/28/2025	ADSs 100,000		100,000	D	
Stock Option (right to buy)	\$10.4							(6)	12/14/2026	ADSs 100,000		100,000	D	
Stock Option (right to buy)	\$8.95							(7)	12/12/2027	ADSs 80,000		80,000	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.
- On December 14, 2018, the reporting person sold 8,429 ADSs in connection with the payment of certain withholding taxes related to the vesting of restricted ADSs that were granted to the reporting person on December 14, 2016 (such grant was reported by the reporting person on a Form 4 filed on December 16, 2016).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.4732 to \$2.64, inclusive. The reporting person undertakes to provide to Avadel Pharmaceuticals plc, any security holder of Avadel Pharmaceuticals plc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3).
- Includes (a) 18,000 ADSs granted under the issuer's "Free Share" award program as restricted ADSs on 12/14/2016, all of which were issued to the reporting person on the second anniversary of the grant date; in connection with the payment of certain withholding taxes related to such issuance, the reporting person sold 8,429 ADSs on December 14, 2018; and (b) 18,000 restricted shares granted under the issuer's Omnibus Incentive Compensation Plan on 12/12/2017, under which 12,000 ADSs will vest and be issued on the second anniversary of the grant date and the remaining 6,000 ADSs will vest and be issued on the third anniversary of the grant date (with vesting of these restricted shares subject to the reporting person remaining in continuous service until the applicable anniversary of the date of grant).
- Options become exercisable as to 25,000 ADSs on each of the first four anniversaries after the 10/28/2015 grant date.
- Options become exercisable as to 25,000 ADSs on each of the first four anniversaries after the 12/14/2016 grant date.
- Options become exercisable as to 20,000 ADSs on each of the first four anniversaries after the 12/12/2017 grant date.

Remarks:

Sr. VP, Chief Financial Officer.

/s/ Phillandas T. Thompson, as
attorney-in-fact for Michael F. Kanan 12/18/2018

** 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.

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.

