

**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
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1. Name and Address of Reporting Person* <u>CERUTTI GUILLAUME</u>  (Last) (First) (Middle) <u>BLOCK 10-1, BLANCHARDSTOWN</u> <u>CORPORATE PARK, BALLYCOOLIN</u>  (Street) <u>DUBLIN 15 L2</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVADEL PHARMACEUTICALS PLC [</u> <u>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>01/03/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  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 <sup>(1)</sup>	01/03/2017		A <sup>(2)</sup>		50,000	A	\$0 <sup>(3)</sup>	50,000	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						Title
Warrants (right to buy) <sup>(4)</sup>	\$6.14 <sup>(4)</sup>	01/03/2017		A <sup>(2)</sup>		45,000		06/20/2014 <sup>(4)</sup>	06/20/2017	ADSs	45,000	\$0 <sup>(3)</sup>	45,000	D	
Warrants (right to buy) <sup>(5)</sup>	\$14.54 <sup>(5)</sup>	01/03/2017		A <sup>(2)</sup>		60,000		06/24/2015 <sup>(5)</sup>	06/24/2018	ADSs	60,000	\$0 <sup>(3)</sup>	60,000	D	
Warrants (right to buy) <sup>(6)</sup>	\$21.67 <sup>(5)</sup>	01/03/2017		A <sup>(2)</sup>		25,000		06/26/2016 <sup>(6)</sup>	06/26/2019	ADSs	25,000	\$0 <sup>(3)</sup>	25,000	D	

**Explanation of Responses:**

- The issuer's "ADSs" are American Depositary Shares, with each ADS representing one ordinary share, nominal value 0.122 Euros per share, of the issuer; ADSs are represented by American Depositary Receipts.
- On 12/31/16, Flamel Technologies S.A. ("Flamel") merged with and into Avadel Pharmaceuticals plc ("Avadel"). As a result of the Merger, Flamel's outstanding ordinary shares were cancelled and exchanged on a 1-for-1 basis for newly issued ordinary shares of Avadel, and all outstanding American Depositary Shares (ADSs) representing Flamel ordinary shares were cancelled and exchanged on a 1-for-1 basis for ADSs representing Avadel ordinary shares. The reporting person filed a Form 4 solely to report dispositions of Flamel securities as a result of the Merger, and filed a Form 3 to reflect the reporting person's new status as a director and/or executive officer of Avadel. This Form 4 reports the reporting person's acquisition of the same number and type of securities of Avadel in the Merger. The reporting person made no market sales or purchases in connection with the dispositions reported in the Form 4 referenced above or the acquisitions reported in this Form 4.
- Flamel Ordinary Shares and Flamel ADSs were exchanged in the Merger for an equal number of Avadel Ordinary Shares and Avadel ADSs (as applicable), respectively.
- Warrants were granted 06/20/2013 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 45,000 ADSs. The warrant exercise price per ADS may be paid in U.S. Dollars as shown in Item 4 of Table II or in Euros based on the exchange rate prevailing on the date of grant, or (euro)4.58 per ADS.
- Warrants were granted 06/24/2014 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 60,000 ADSs. The warrant exercise price per ADS may be paid in U.S. Dollars as shown in Item 4 of Table II or in Euros based on the exchange rate prevailing on the date of grant, or (euro)10.94 per ADS.
- Warrants were granted 06/26/2015 but are not exercisable until the first anniversary of the date of grant; on such first anniversary the warrants will become exercisable for a 3-year period as to all 25,000 ADSs. The warrant exercise price per ADS may be paid in U.S. Dollars as shown in Item 4 of Table II or in Euros based on the exchange rate prevailing on the date of grant, or (euro)19.34 per ADS. Warrants as to all 25,000 ADSs vest on 06/26/2016.

/s/ Phillandas T. Thompson, as  
attorney-in-fact for Guillaume Cerutti 01/03/2017

\*\* 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.