

**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>ANDERSON MICHAEL S</u>  (Last) (First) (Middle) BLOCK 10-1, BLANCHARDSTOWN CORPORATE PARK, BALLYCOOLIN  (Street) DUBLIN L2 15  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2017	
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			
ADSs <sup>(1)</sup>	12/12/2017		A		25,000	A	\$0	259,750 <sup>(2)(3)</sup>	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)	\$6.93							(4)	03/08/2022	ADSs 275,000		275,000	D	
Stock Option (right to buy)	\$4.07							(5)	02/01/2023	ADSs 80,500		80,500	D	
Stock Option (right to buy)	\$16.3							(6)	12/11/2024	ADSs 200,000		200,000	D	
Stock Option (right to buy)	\$14.35							(7)	12/10/2025	ADSs 200,000		200,000	D	
Stock Option (right to buy)	\$10.4							(8)	12/14/2026	ADSs 200,000		200,000	D	
Stock Option (right to buy)	\$8.95	12/12/2017		A		150,000		(9)	12/12/2027	ADSs 150,000	\$8.95	150,000	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.
- Includes (a) 50,000 restricted ADSs granted under the issuer's "Free Share" award program on 12/11/2014, all of which will be issued to the reporting person on the fourth anniversary of the grant date; (b) 50,000 restricted ADSs granted under the issuer's "Free Share" award program on 8/10/2016, all of which will be issued to the reporting person on the second anniversary of the grant date; (c) 30,000 restricted ADSs granted under the issuer's "Free Share" award program on 12/14/2016, all of which will be issued to the reporting person on the second anniversary of the grant date; and [continued in footnote 3 below]
- (d) 25,000 restricted shares granted under the issuer's Omnibus Incentive Compensation Plan on 12/12/2017, under which 16,666 ADSs will vest and be issued on the second anniversary of the grant date and the remaining 8,334 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 became exercisable in four equal amounts over the first four anniversaries after the 03/08/2012 grant date.
- Options became exercisable in four equal amounts over the first four anniversaries after the 02/01/2013 grant date.
- Options become exercisable as to 50,000 ADSs on each of the first four anniversaries after the 12/11/2014 grant date.
- Options become exercisable as to 50,000 ADSs on each of the first four anniversaries after the 12/10/2015 grant date.
- Options become exercisable as to 50,000 ADSs on each of the first four anniversaries after the 12/14/2016 grant date.
- Options become exercisable as to 37,500 ADSs on each of the first four anniversaries after the 12/12/2017 grant date.

/s/ Phillandas T. Thompson, as 12/14/2017  
attorney-in-fact for Michael S.

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.**