

**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>DIVIS GREG J</u>  (Last) (First) (Middle) <u>C/O AVADEL PHARMACEUTICALS PLC</u> <u>BLOCK 10-1 BLANCHARDSTOWN CORPORATE PARK</u>  (Street) <u>DUBLIN L2 15</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) 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>03/07/2019</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			
ADSs <sup>(1)</sup>	03/07/2019		A		18,000	A	\$0	67,100 <sup>(2)</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)	\$10.4							(3)	12/14/2026	ADSs <sup>(1)</sup> 150,000		150,000	D	
Stock Option (right to buy)	\$8.95							(4)	12/12/2027	ADSs <sup>(1)</sup> 100,000		100,000	D	
Stock Option (right to buy)	\$7.06							(5)	03/22/2028	ADSs <sup>(1)</sup> 50,000		50,000	D	
Stock Option (right to buy)	\$1.85	03/07/2019		A		100,000		(6)	03/07/2029	ADSs 100,000	\$1.85	100,000	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) 22,500 restricted shares granted under the issuer's Omnibus Incentive Compensation Plan on 12/12/2017, under which 15,000 ADSs will vest and be issued on the second anniversary of the grant date and the remaining 7,500 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); and (b) 18,000 restricted ADSs granted under the issuer's Omnibus Incentive Compensation Plan on 3/7/2019, of which 12,000 and 6,000 ADSs will vest and be issued to the reporting person on the 2nd anniversary and 3rd anniversary, respectively, of the grant date (with such vesting subject to the reporting person remaining in continuous service until the applicable anniversary).
- Options become exercisable as to 37,500 ADSs on each of the first four anniversaries after the 12/14/2016 grant date.
- Options become exercisable as to 25,000 ADSs on each of the first four anniversaries after the 12/12/2017 grant date.
- Options become exercisable as to 12,500 ADSs on each of the first four anniversaries after the 3/22/2018 grant date.
- Options become exercisable as to 25,000 ADSs on each of the first four anniversaries after the 3/7/2019 grant date.

**Remarks:**

Interim Chief Executive Officer

/s/ Phillandas T. Thompson as attorney in fact for Greg J. Divis 03/11/2019

\*\* 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.