

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ICON PUBLIC LIMITED COMPANY

(Exact Name of Registrant as Specified in its Charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

8731
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(IRS Employer
Identification Number)

**South County Business Park
Leopardstown
Dublin 18, Ireland
Tel: +353-1-291-2000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
(302) 738-6680**

(Name, address, including zip code, and telephone number, including area code, of agent of service)

With copies to:

**William M. Hartnett
Kimberly C. Petillo-Décosard
Ross E. Sturman
Cahill Gordon & Reindel LLP
32 Old Slip
New York, NY 10005
(212) 701-3000**

**Diarmaid Cunningham
General Counsel
ICON plc
South County Business Park
Leopardstown
Dublin 18, Ireland
Tel: +353-1-291-2000**

**Christopher L. Gaenzle
Corporate Secretary
PRA Health Sciences, Inc.
4130 ParkLake Avenue
Suite 400
Raleigh, NC 27612
(919) 786-8200**

**Krishna Veeraraghavan
Laura C. Turano
Paul, Weiss, Rifkind, Wharton &
Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000**

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after the effectiveness of this registration statement and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the U.S. Securities Act, check the following box and list the U.S. Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-254891

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the U.S. Securities Act, check the following box and list the U.S. Securities Act registration statement number of the earlier effective registration statement for the same offering.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

U.S. Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

U.S. Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 7(a)(2)(B) of the Securities Act

†The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, par value €0.06 per share	1,168,234 ⁽¹⁾	N/A	N/A ⁽²⁾	N/A ⁽³⁾

- (1) Represents the estimated maximum number of additional ordinary shares, par value €0.06 each (“ICON ordinary shares”), of ICON plc (the “Registrant”) issuable upon the completion of the merger transactions described herein. The Registrant has previously registered 28,831,766 ICON ordinary shares pursuant to the registration statement on Form F-4 (Registration No. 333-254891) as amended through Amendment No. 1 to Form F-4 (Registration No. 333-254891), filed on April 26, 2021 (the “Prior Registration Statement”), and declared effective on April 27, 2021. The Registrant now estimates that up to 30,000,000 ICON ordinary shares may be issued upon completion of the merger described in the Prior Registration Statement and that 232,620 fewer shares of PRA common stock will be exchanged in the merger.
- (2) Pursuant to Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price of the additional ICON ordinary shares covered hereby is nil because the calculation of the registration fee in this registration statement is based on fewer shares of PRA common stock than the registration fee calculation in the Prior Registration Statement.
- (3) The registration fee for the securities registered hereby has been calculated pursuant to Section 6(b) of the Securities Act, by multiplying the proposed maximum aggregate offering price for the securities by 0.0001091. A registration fee of \$518,500.31 was paid in connection with the Prior Registration Statement and no additional registration fee is due herewith.

This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

Pursuant to its Registration Statement on Form F-4 (Registration No. 333-254891), filed on March 31, 2021, as amended through Amendment No. 1 to Form F-4 (Registration No. 333-254891), filed on April 26, 2021 (the “Prior Registration Statement”), and declared effective as of April 27, 2021, ICON plc, a company incorporated under the laws of Ireland (the “Registrant”), registered an aggregate of 28,831,766 of its ordinary shares, par value €0.06 each (“ICON ordinary shares”), and paid an aggregate registration fee of \$518,500.31. This Registration Statement is being filed with the Securities and Exchange Commission pursuant to General Instruction H of Form F-4 and Rule 462(b) of the Securities Act of 1933, as amended, for the sole purpose of registering an additional 1,168,234 ICON ordinary shares estimated to be issuable upon the completion of the merger described in the Prior Registration Statement.

STATEMENT OF INCORPORATION BY REFERENCE

This registration statement incorporates by reference the contents of the Prior Registration Statement including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Exhibit Index included with this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of A&L Goodbody LLP, dated June 30, 2021, as to the validity of the ordinary shares of ICON plc being registered pursuant to this registration statement
23.1	Consent of KPMG, Independent Registered Public Accounting Firm, relating to the financial statements of ICON plc
23.2	Consent of Deloitte & Touche LLP relating to the financial statements of PRA Health Sciences, Inc.
23.3	Consent of A&L Goodbody LLP (included in Exhibit 5.1)
24.1	Power of Attorney of Officers and Directors (included on the signature page of the registration statement filed on March 31, 2021)
99.1	Consent of Centerview Partners LLC
99.2	Consent of BofA Securities, Inc.
99.3	Consent of UBS Securities LLC

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Dublin, Ireland, on June 30, 2021.

ICON PLC

/s/ Brendan Brennan

Name: Brendan Brennan
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Ciaran Murray	Chairman of the Board and Director	June 30, 2021
* Dr. Steve Cutler	Chief Executive Officer and Director (Principal Executive Officer)	June 30, 2021
/s/ Brendan Brennan Brendan Brennan	Chief Financial Officer (Principal Financial Officer)	June 30, 2021
* Rónán Murphy	Lead Independent Director	June 30, 2021
* Professor Hugh Brady	Director	June 30, 2021
* Dr. John Climax	Director	June 30, 2021
* Joan Garahy	Director	June 30, 2021
* Professor William Hall	Director	June 30, 2021
* Eugene McCague	Director	June 30, 2021
* Julie O'Neill	Director	June 30, 2021
* Mary Pendergast	Director	June 30, 2021

*By: /s/ Brendan Brennan

Brendan Brennan, Attorney-in-Fact

AUTHORIZED REPRESENTATIVE

Puglisi & Associates

/s/ Donald J. Puglisi

Donald J. Puglisi

Authorized Representative in the United States

June 30, 2021

Date | 30 June 2021

Our ref | BHY/BOF 01435880

ICON plc
 South County Business Park
 Leopardstown
 Dublin 18
 Ireland

ICON plc (the Company)

Dear Sirs

1 Context

- 1.1 We act as Irish counsel for the Company, registered number 145835, a public limited company limited by shares incorporated under the laws of Ireland, in connection with the Registration Statement on Form F-4, which includes the Joint Proxy Statement/Prospectus, filed with the United States Securities and Exchange Commission (the **SEC**) in or around 31 March 2021, under the Securities Act of 1933, as amended (such Registration Statement, as amended or supplemented, is hereinafter referred to as the **Registration Statement**).
- 1.2 In connection with the transactions contemplated by an Agreement and Plan of Merger, dated as of February 24, 2021, by and among the Company, ICON US Holdings, Inc., Indigo Merger Sub, Inc. and PRA Health Sciences, Inc. (the **Merger Agreement**), the Company originally expected to issue approximately 28,831,766 ordinary shares, par value €0.06 per share, such number being an estimate as of 30 March 2021. It has since been updated such that the Company now expects to issue up to approximately 30,000,000 ordinary shares, par value €0.06 per share, in aggregate. Such shares, when issued in accordance with the Merger Agreement, are referred to in this opinion as the **Merger Shares** and the issuance of the Merger Shares is referred to as the **Issuance**.

2 Examination

In connection with this opinion, we have reviewed copies of such corporate records and other instruments of the Company as we have deemed necessary as a basis for the opinion as set out in paragraph 3 of this letter, including:

- (i) the Merger Agreement;
- (ii) the Registration Statement;
- (iii) resolutions of the board of directors of the Company approving, amongst other things, the Merger Agreement and the Issuance;

CE Gill · JG Grennan · PD White · VJ Power · LA Kennedy · SM Doggett · B McDermott · PV Maher · S O'Riordan · MP McKenna · KA Feeney · M Sherlock · E MacNeill · KP Allen
 EA Roberts · C Rogers · G O'Toole · JN Kelly · N O'Sullivan · MJ Ward · AC Burke · D Widger · C Christie · S O'Croinin · JW Yarr · DR Baxter · A McCarthy · JF Whelan · JB Somerville
 MF Barr · AM Curran · A Roberts · RM Moore · D Main · J Cahir · M Traynor · PM Murray · P Walker · K Furlong · PT Fahy · D Inverarity · M Coghlan · DR Francis · A Casey · B Hosty
 M O'Brien · L Mulleady · K Ryan · E Hurley · G Stanley · D Dagostino · R Grey · R Lyons · J Sheehy · C Carroll · SE Carson · P Diggin · J Williams · A O'Beirne · J Dallas
 SM Lynch · M McElhinney · C Owens · AD Ion · K O'Connor · JH Milne · T Casey · M Doyle · CJ Comerford · R Marron · D Berkery · K O'Shaughnessy · S O'Connor
 SE Murphy · D Nangle · L Butler · A Lawler · C O Conluain · N McMahon · HP Brandt · A Sheridan · LM Byrne · N Cole · M Devane · D Fitzgerald · G McDonald · N Meehan
 R O'Driscoll · B O'Malley

Consultants: SW Haughey · Professor JCW Wylie · AF Browne · MA Greene · AV Fanagan

- (iv) notice of an extraordinary general meeting of the Company setting out the resolutions passed by the shareholders approving the Issuance (the **EGM Resolutions**), as contained in the Registration Statement;
- (v) a copy of the Constitution of the Company, in force as of the date hereof (the **Constitution**).

3 Opinion

Based upon and subject to the assumptions, qualifications and limitations set out below, we are of the opinion that:

- (i) the Company is a public company limited by shares and is duly incorporated and validly existing under the laws of Ireland; and
- (ii) the Merger Shares, when issued by the Company in accordance with the terms of the Registration Statement and the Merger Agreement, will have been duly authorised and will be validly issued, fully paid and non-assessable (which term means that no further sums are required to be paid by the holders thereof in connection with the issue of such Merger Shares).

4 Assumptions

4.1 In rendering this opinion, we have examined, and have assumed the truth and accuracy of the contents of, such documents and certificates of officers of the Company and of public officials as to factual matters and have conducted such searches in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this opinion.

4.2 We have assumed that when the Issuance occurs:

- 4.2.1 the Constitution has not been amended or varied;
- 4.2.2 the Registration Statement has become effective;
- 4.2.3 the Company is fully solvent at the time of and immediately following the Issuance (ii) no resolution or petition for the appointment of a liquidator or examiner has been presented prior to the Issuance (iii) no receiver will have been appointed in relation to any of the assets or undertaking of the Company and (iv) no composition in satisfaction of debts, scheme of arrangement, or compromise or arrangement with any creditors or members will be proposed, sanctioned or approved in relation to the Company.

4.3 We have further assumed:

- 4.3.1 the authenticity of all documents submitted to us, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies;
- 4.3.2 the authority of persons signing on behalf of a particular party and the due authorisation, execution and delivery of all documents by the parties thereto other than the Company; and
- 4.3.3 that none of the EGM Resolutions and authorities of the shareholders or directors of the Company upon which we have relied have been varied, amended or revoked in any respect or have expired and that the Merger Shares will be issued in accordance with such resolutions and authorities and the terms of the Merger Agreement.

5 **Qualifications**

- 5.1 This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.
- 5.2 This opinion is confined to and given in all respects on the basis of the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date of this opinion as currently applied by the courts of Ireland. We have made no investigations of, and we express no opinion as to the laws of, any other jurisdiction or their effect on this opinion. This opinion speaks only as of its date. We assume no obligation to update this opinion at any time in the future or to advise you of any change in law or change in interpretation of law which may occur after the date of this opinion.

We hereby consent to the filing of this opinion with the SEC.

Yours faithfully

/s/ A&L Goodbody
A&L Goodbody

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 24, 2021, with respect to the consolidated financial statements of ICON plc and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus on Form F-4, incorporated herein by reference.

/s/ KPMG

Dublin, Ireland
June 30, 2021

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form F-4 of our reports dated February 24, 2021, relating to the financial statements of PRA Health Sciences, Inc. and the effectiveness of the PRA Health Sciences, Inc. internal control over financial reporting, appearing in the Annual Report on Form 10-K of PRA Health Sciences, Inc. for the year ended December 31, 2020. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

Raleigh, North Carolina
June 30, 2021

Consent of Centerview Partners LLC

The Board of Directors
ICON plc
South County Business Park
Leopardstown
Dublin 18, Ireland

The Board of Directors:

We hereby consent to the inclusion of our opinion letter, dated February 23, 2021, to the Board of Directors of ICON plc (“Parent”), as Annex B to, and reference to such opinion letter under the headings “SUMMARY – Opinion of ICON’s Financial Advisor”, “THE MERGER – ICON’s Reasons for the Merger” and “THE MERGER – Opinion of ICON’s Financial Advisor” in, the proxy statement/prospectus relating to the proposed transaction involving Parent and PRA Health Sciences, Inc. (the “Company”), which proxy statement/prospectus forms a part of the Registration Statement on Form F-4 of Parent to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 (the “Registration Statement”). In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder nor do we hereby admit that we are experts with respect to any part of the Registration Statement within the meaning of the term “experts” as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

CENTERVIEW PARTNERS LLC

By: /s/ Centerview Partners LLC

June 30, 2021

BofA Securities, Inc.

June 30, 2021

Board of Directors
PRA Health Sciences, Inc.
4130 ParkLake Avenue, Suite 400
Raleigh, NC 27612

Members of the Board of Directors:

We hereby consent to the inclusion of our opinion letter, dated February 24, 2021, to the Board of Directors of PRA Health Sciences, Inc. (“PRA”) as Annex C to, and to the reference thereto under the headings “Summary—Opinions of PRA’s Financial Advisors”, “The Merger—Background of the Merger”, “The Merger—Recommendation of the PRA Board of Directors and Reasons for the Merger”, “The Merger—Opinions of PRA’s Financial Advisors”, “The Merger Proposal—ICON Unaudited Financial Forecasts” and “The Merger Proposal—PRA Unaudited Financial Forecasts” in, the joint proxy statement/prospectus relating to the proposed merger involving PRA, ICON plc (“ICON”), ICON US Holdings, Inc. (“US HoldCo”) and Indigo Merger Sub, Inc., a wholly owned subsidiary of ICON and US HoldCo, which joint proxy statement/prospectus forms a part of ICON’s Registration Statement on Form F-4 (Registration No. 333-254891) (the “Prior Registration Statement”), filed on March 31, 2021, and declared effective as of April 27, 2021, and which Prior Registration Statement is incorporated by reference in ICON’s Registration Statement on Form F-4 to which this consent is filed as an exhibit (the “Subsequent Registration Statement”). In giving the foregoing consent, we do not admit (1) that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the “Securities Act”), or the rules and regulations of the Securities and Exchange Commission (the “Commission”) promulgated thereunder, or (2) that we are experts with respect to any part of the Subsequent Registration Statement within the meaning of the term “experts” as used in the Securities Act and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ BOFA SECURITIES, INC.
BOFA SECURITIES, INC.

CONSENT OF UBS SECURITIES LLC

We hereby consent to the use of our opinion letter dated February 24, 2021 to the Board of Directors of PRA Health Sciences, Inc. (“PRA”) included as Annex D to the Joint Proxy Statement/Prospectus, which forms a part of the Registration Statement (File No. 333-254891), including all amendments, supplements and exhibits thereto, of ICON plc (“ICON”) on Form F-4 relating to the proposed merger of PRA and ICON (the “Prior Registration Statement”), and references to such opinion in such Joint Proxy Statement/Prospectus, which contents of such Prior Registration Statement, including such Joint Proxy Statement/Prospectus, are incorporated by reference into the Registration Statement of ICON on Form F-4 filed for the sole purpose of registering additional ICON ordinary shares estimated to be issuable upon the completion of the merger described in the Prior Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder, nor do we thereby admit that we are experts with respect to any part of such Registration Statement within the meaning of the term “Experts” as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

/s/ UBS SECURITIES LLC
UBS SECURITIES LLC

New York, New York
June 30, 2021
