

**FORM 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 under  
the Securities Exchange Act of 1934**

For the month ended November, 2012

**ICON plc**  
(Registrant's name)

0-29714  
(Commission file number)

South County Business Park, Leopardstown, Dublin 18, Ireland  
(Address of principal executive offices)

Brendan Brennan, CFO  
South County Business Park Leopardstown, Dublin 18, Ireland.  
Brendan.Brennan@iconplc.com  
0011-353-1-291-2000

(Name, telephone number, email and/or facsimile number and address of Company contact person)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Yes  No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82 **N/A**

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**EXHIBIT LIST**

Exhibit      Description

99.1            Icon plc Press Release dated November 1, 2012

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ICON plc**

Date: November 1, 2012

/s/ Brendan Brennan  
Brendan Brennan  
Chief Financial Officer

**ICON Reports Q3 Revenue of \$286 Million, EPS of 29c and Net New Business of \$450 Million. (NASDAQ: ICLR) (ISIN:IE0005711209)**

**Highlights – Third Quarter Fiscal 2012**

- **Net revenue of \$286 million, a 19% increase year on year.**
- **Income from operations of \$20.9 million or 7.3% of net revenue.**
- **EPS of 29 cents on net income of \$17.7 million.**
- **Gross business wins of \$496 million, a gross book to bill of 1.7. Net business wins of \$450 million, a net book to bill of 1.6.**
- **Backlog increased 19% year on year to \$2.7 billion.**
- **Announces plans to proceed with a full listing on NASDAQ, replacing its current NASDAQ ADR programme and to withdraw from the Irish Stock Exchange.**

DUBLIN--(BUSINESS WIRE)--November 1, 2012--**ICON (NASDAQ:ICLR) (ISIN:IE0005711209)**, a global provider of outsourced development services to the pharmaceutical, biotechnology and medical device industries, today reported its financial results for the third quarter ended September 30, 2012.

Net revenues for the quarter grew 19% to \$286 million compared to \$241 million in the same quarter last year.

Income from operations, before restructuring and other non-recurring charges, for the quarter was \$20.9 million or 7.3% of net revenue, compared with \$1.1 million or 0.5% of net revenue for the same period last year. Net income before restructuring and other non-recurring charges was \$17.7 million or 29 cents per share compared to \$1.5 million or 2 cents per share in Q3 2011.

US GAAP income from operations for the quarter was \$20.9 million or 7.3% of net revenue, compared with US GAAP losses from operations of \$3.7 million or 1.5% of net revenue in the same period last year. US GAAP net income for the quarter was \$17.7 million or 29 cents per share compared to a loss of \$2.7 million or 4 cents per share last year.

Year-to-date net revenues were \$815 million representing a 16% increase over the same period last year.

Year to date income from operations, before restructuring and other non-recurring charges recorded in the second quarter, was \$49.3 million or 6.0% of net revenue compared to \$32.6 million or 4.6% of net revenue in the same period last year. Net income year to date, excluding restructuring and other non-recurring charges recorded in the second quarter, was \$39.6 million or 66 cents per share. In the same period last year, net income year to date, before restructuring and other non-recurring charges was \$27.4 million or 45 cents per share.

Year to date US GAAP income from operations was \$43.6 million or 5.3% of net revenue, compared to \$22.8 million or 3.2% of net revenue for the same period last year. US GAAP net income year to date was \$34.7 million or 57 cents per share compared to \$18.8 million or 31 cents per share last year.

Days sales outstanding, comprising accounts receivable and unbilled revenue less payments on account, were 38 days at September 30, 2012, compared to 52 days at September 30, 2011.

For the quarter ended September 30, 2012, cash generated from operating activities was \$29.3 million and capital expenditure was \$6.6 million. Cash paid in respect of acquisitions was \$17.4 million for the quarter. The company's net cash amounted to \$180 million at September 30, 2012 compared with net cash of \$168 million at June 30, 2012.

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In our Annual Report for 2011 it was noted that ICON has been considering the structure of its share listings due to its international operations and profile. ICON now plans, subject to finalising the necessary details and arrangements, to proceed with a full listing of shares on NASDAQ and terminate the current NASDAQ ADR programme. It is the company's view that this change will provide benefits to shareholders, including removing some barriers to ownerships and also the potential for further index inclusion for the stock. As a result of this change, ICON believes the Irish Stock Exchange listing will no longer be necessary and accordingly it is the company's plan to withdraw from the Irish Stock Exchange. Once the necessary details and arrangements are finalised, we will announce a date for a shareholder meeting to vote on the resolutions required to implement these listing changes.

CEO Ciaran Murray commented, *"I am happy with our progress so far in 2012. We have recorded \$1.5bn of gross bookings in the first three quarters of the year, produced 16% growth in revenue year to date and our margin recovery continues to go to plan. We continue to strive to be the CRO partner of choice for the biopharma industry and to differentiate our company through our people, industry leading innovation and expanding value added service offerings."*

In addition to the financial measures prepared in accordance with generally accepted accounting principles (GAAP), this press release contains certain non-GAAP financial measures, including non-GAAP operating and net income and non-GAAP diluted earnings per share. While non-GAAP financial measures are not superior to or a substitute for the comparable GAAP measures, ICON believes certain non-GAAP information is useful to investors for historical comparison purposes.

ICON will hold its third quarter conference call today, November 1, 2012 at 9:00 EST [13:00 Ireland & UK]. This call and linked slide presentation can be accessed live from our website at <http://investor.iconplc.com>. A recording will also be available on the website for 90 days following the call. In addition, a calendar of company events, including upcoming conference presentations, is available on our website, under "Investors". This calendar will be updated regularly.

The statements made in this press release may contain forward-looking statements that involve a number of risks and uncertainties. In addition to the matters described in this press release, the ability to maintain large client contracts or enter into new contracts, maintain client relationships and the ability to manage the opening of new offices, the integration of new business mergers and acquisitions, as well as other risks and uncertainties detailed from time to time in SEC reports filed by ICON, including its Form 20-F, F-1, S-8 and F-3, may affect the actual results achieved by ICON. ICON disclaims any intent or obligation to update these forward-looking statements.

ICON plc is a global provider of outsourced development services to the pharmaceutical, biotechnology and medical device industries. The company specialises in the strategic development, management and analysis of programs that support clinical development - from compound selection to Phase I-IV clinical studies. With headquarters in Dublin, Ireland, ICON currently, operates from 82 locations in 40 countries and has approximately 9,280 employees. Further information is available at [www.iconplc.com](http://www.iconplc.com).

Source: ICON plc

**ICON/ICLR-F**

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Consolidated Income Statements (Unaudited)  
(Before restructuring and other non-recurring charges)

Three and Nine Months ended September 30, 2012 and September 30, 2011  
(Dollars, in thousands, except share and per share data)

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Gross Revenue	374,965	335,332	1,097,640	958,575
Reimbursable expenses	89,463	94,560	282,798	255,461
<b>Net Revenue</b>	<b>285,502</b>	<b>240,772</b>	<b>814,842</b>	<b>703,114</b>
<b>Costs and expenses</b>				
Direct costs	183,332	158,343	525,743	453,679
Selling, general and administrative	70,690	71,629	207,615	188,856
Depreciation and amortization	10,601	9,667	32,233	27,969
<b>Total costs and expenses</b>	<b>264,623</b>	<b>239,639</b>	<b>765,591</b>	<b>670,504</b>
<b>Income from operations</b>	<b>20,879</b>	<b>1,133</b>	<b>49,251</b>	<b>32,610</b>
Net interest (expense)/income	(252)	131	(518)	303
<b>Income before provision for income taxes</b>	<b>20,627</b>	<b>1,264</b>	<b>48,733</b>	<b>32,913</b>
Provision for income taxes	2,889	(202)	9,129	5,559
<b>Net income</b>	<b>17,738</b>	<b>1,466</b>	<b>39,604</b>	<b>27,354</b>
Net income per ordinary share				
Basic	\$0.30	\$0.02	\$0.66	\$0.45
Diluted	\$0.29	\$0.02	\$0.66	\$0.45
Weighted average number of ordinary shares				
Basic	59,754,010	60,471,985	59,939,570	60,381,814
Diluted	60,366,137	61,063,020	60,391,199	61,096,464

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Consolidated Income Statements (Unaudited) (US GAAP)

Three and Nine Months ended September 30, 2012 and September 30, 2011  
(Dollars, in thousands, except share and per share data)

	Three Months Ended		Six Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Gross Revenue	374,965	335,332	1,097,640	958,575
Reimbursable expenses	89,463	94,560	282,798	255,461
<b>Net Revenue</b>	<b>285,502</b>	<b>240,772</b>	<b>814,842</b>	<b>703,114</b>
<b>Costs and expenses</b>				
Direct costs	183,332	158,343	525,743	453,679
Selling, general and administrative	70,690	71,629	207,615	188,856
Depreciation and amortization	10,601	9,667	32,233	27,969
Restructuring and other non-recurring charges	-	4,815	5,636	9,817
<b>Total costs and expenses</b>	<b>264,623</b>	<b>244,454</b>	<b>771,227</b>	<b>680,321</b>
<b>Income/(loss) from operations</b>	<b>20,879</b>	<b>(3,682)</b>	<b>43,615</b>	<b>22,793</b>
Net interest (expense)/income	(252)	131	(518)	303
<b>Income/(loss) before provision for income taxes</b>	<b>20,627</b>	<b>(3,551)</b>	<b>43,097</b>	<b>23,096</b>
Provision for income taxes	2,889	(888)	8,424	4,329
<b>Net income/(loss)</b>	<b>17,738</b>	<b>(2,663)</b>	<b>34,673</b>	<b>18,767</b>
Net income/(loss) per ordinary share				
Basic	\$0.30	(\$0.04)	\$0.58	\$0.31
Diluted	\$0.29	(\$0.04)	\$0.57	\$0.31
Weighted average number of ordinary shares				
Basic	59,754,010	60,471,985	59,939,570	60,381,814
Diluted	60,366,137	61,063,020	60,391,199	61,096,464

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Summary Balance Sheet Data

September 30, 2012 and December 31, 2011  
(Dollars, in thousands)

	September 30, 2012 (Unaudited)	December 31, 2011 (Audited)
Net cash	179,913	174,177
Accounts receivable	231,097	201,338
Unbilled revenue	114,356	126,850
Payments on account	(185,835)	(150,792)
Total	159,618	177,396
Working Capital	209,148	253,514
Total Assets	1,135,229	1,035,467
Shareholder's Equity	719,041	681,544

CONTACT:

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or

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