

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 July, 2013

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
00-353-1-291-2000

(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 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

EXHIBIT LIST

<u>Exhibit</u>	<u>Description</u>
99.1	Letter to ISS dated 11 July 2013

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 thereunto duly authorized.

ICON plc

Date: July 11, 2013

/s/ Brendan Brennan

Brendan Brennan
Chief Financial Officer



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 Leopardstown
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 Ireland

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Mr Justin Levis
 ISS
 20850 King Farm Boulevard
 Rockville
 MD 20850

11 July 2013

ICON plc Annual General Meeting (AGM)

Dear Justin

Thank you for your engagement in relation to the ISS report on our upcoming AGM.

As discussed, ICON feels that resolutions 4 and 5 (which are linked and related resolutions) included in our proxy (the ability to issue shares and also to disapply offer round when shares are issued) are reasonable taking into account of ICON's status as a solely NASDAQ listed company. However, as the ISS report notes concerns in relation to these resolutions and recommends a no vote on each, this letter is intended to give additional context in relation to the resolutions.

In relation to resolution 5 (disapplication of statutory pre-emption rights), I can confirm that ICON plc does not currently intend to issue more than 5% of its issued share capital as at 11th June 2013 (being the date used in our proxy for the calculation of the cap in resolution 5) in any year of the 5 year authority without offering shares to existing shareholders on a pro rata basis.

If you have any questions, please do not hesitate to contact me.

Regards

Diarmaid Cunningham
 General Counsel & Company Secretary
 ICON plc

Directors Thomas Lynch (UK) | Ciaran Murray | Dr. John Climax | Dr. Ronan Lambe | Dr. Bruce Given (USA) | Prof. Dermot Kelleher | Declan McKeon
 Cathrin Petty (UK) | Prof. William Hall
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