

ICON PLC /ADR/  
Form F-6 POS  
January 31, 2013

**As filed with the Securities and Exchange Commission on January 31, 2013**

**Registration No. 333-143546**

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2 TO THE

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

**ICON plc**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

Republic of Ireland

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(Exact name of depositary as specified in its charter)

One Wall Street

New York, New York, 10286

(212) 495-1784

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

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 11<sup>th</sup> Floor**

**New York, New York, 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Brian D. Obergfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York, 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**EXPLANATORY NOTE**

The offering made under this Registration Statement has been terminated. Accordingly, the Registrant hereby deregisters all remaining American Depositary Shares previously registered by this Registration Statement that have not been issued.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of deposited securities

Face of Receipt, top center

Terms of Deposit:

(i) The amount of deposited securities represented by one unit of American Depositary Receipts

Face of Receipt, upper right corner

(ii) The procedure for voting, if any, the deposited securities

Articles number 15, 16 and 18

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and 18

(iv) The transmission of notices, reports and proxy soliciting material

Articles number 11, 15, 16 and 18

(v) The sale or exercise of rights

Articles number 13, 14, 15 and 18

(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization

Articles number 12, 13, 15, 17 and 18

(vii) Amendment, extension or termination of the deposit agreement

Articles number 20 and 21

(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts

Article number 11

(ix) Restrictions upon the right to deposit or withdraw the underlying securities

Articles number 2, 3, 4, 5, 6, 8 and 22

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(x) Limitation upon the liability of the depositary      Articles number 13, 18, 19 and 21

3. Fees and Charges      Articles number 7 and 8

Item – 2 Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

a. Form of Deposit Agreement dated as of May 20, 1998, as amended and restated as of December 28, 2007, among ICON plc, The Bank of New York, as Depositary, and all Holders from time to time of American Depositary Receipts issued thereunder. -- Filed previously.

b. Form of letter agreement among ICON plc and The Bank of New York relating to pre-release activities. – Filed previously.

c. Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. -- See (a) and (b) above.

d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed previously.

e. Certification under Rule 466. – Filed herewith as Exhibit 5.

Item - 4. Undertakings

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 31, 2013.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares of ICON plc.

By: The Bank of New York Mellon,

As Depositary

By: /s/ U. Marianne Erlandsen

Name: U. Marianne Erlandsen

Title: Managing Director



Pursuant to the requirements of the Securities Act of 1933, ICON plc has caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Dublin, Ireland, on January 31, 2013.

**ICON plc**

By: /s/ Ciaran Murray

Name: Ciaran Murray

Title: Chief Executive 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 indicated on January 31, 2013.

/s/ Thomas Lynch      Chairman of the Board, Director  
Thomas Lynch

/s/ Ciaran Murray      Chief Executive Officer, Director  
Ciaran Murray      (principal executive officer)

/s/ Brendan Brennan    Chief Financial Officer, Chief Accounting Officer  
Brendan Brennan      (principal financial and accounting officer)

/s/ Dr. John Climax     Director  
Dr. John Climax

Director  
Dr. Ronan Lambe

Director  
Prof. Dermot Kelleher

/s/ Declan McKeon      Director  
Declan McKeon

Cathrin Petty      Director

/s/ Dr. Bruce Given      Director  
Dr. Bruce Given

Diarmaid Cunningham      General Counsel and Company Secretary

/s/ Donald J. Puglisi      Authorized Representative in the United States  
Donald J. Puglisi  
Managing Director  
Puglisi & Associates

INDEX TO EXHIBITS

Exhibit  
Exhibit  
Number

5 Certificate under Rule 466.

