

Edgar Filing: ICON PLC /ADR/ - Form 20-F/A

ICON PLC /ADR/  
Form 20-F/A  
October 13, 2005

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United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 20-F/A1

(Mark One)

/ / REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

OR

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: May 31, 2005

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 1-13896

ICON public limited company  
(Exact name of Registrant as specified in its charter)

Ireland  
(Jurisdiction of incorporation or organization)

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

Securities registered or to be registered pursuant to  
Section 12(b) of the Act:

None

Securities registered or to be registered pursuant to Section 12(g) of the Act:

American Depositary Shares, representing Ordinary Shares, par value euro 0.06  
each ordinary Share, par value euro 0.06 each

Securities for which there is a reporting obligation pursuant to Section 15(d)  
of the Act:

None

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(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of  
capital or common stock as of the close of the period covered by the annual  
report: 13,899,096 Ordinary Shares

Indicate by check mark whether the registrant (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during  
the preceding 12 months (or for such shorter period that the registrant was  
required to file such reports), and (2) has been subject to such filing

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requirements for the past 90 days:

Yes: /X/

No: / /

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17:

Item 18: /X/

EXPLANATORY NOTE

This Amendment on Form 20-F/A1 (this "Amendment") to the Annual Report on Form 20-F of ICON public limited company ("ICON") for the fiscal year ended May 31, 2005 (the "Form 20-F") is being filed by ICON solely for the purpose of correcting the exhibits containing the certifications of the principal financial officer of ICON and the date of the consent of the independent registered public accounting firm. No other information in the Form 20-F has been changed from the previous filing.

Part III

Item 19 EXHIBITS

The following exhibits are being filed as part of this Amendment:

Certifications of the Principal Financial Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended

Consent of Independent Registered Public Accounting Firm

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

ICON public limited company

/s/ Sean Leech

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Sean Leech  
Executive Vice President --  
Commercial and Organizational Development  
(Principal Financial Officer)\*

Date: October 13, 2005

\* Sean Leech, Executive Vice President -- Commercial and Organizational Development, was replaced by Ciaran Murray as the chief financial officer of the Registrant on October 3, 2005. Sean Leech is the person performing the functions of the principal financial officer of the Registrant on an interim basis as of the date hereof.

Certification of Principal Financial Officer  
Pursuant to Section 302 of  
the Sarbanes-Oxley Act of 2002

I, Sean Leech, Executive Vice President -- Commercial and Organizational Development and the person performing the functions of the principal financial officer of ICON plc (the "registrant") on an interim basis as of the date hereof, certify that:

1. I have reviewed this annual report on Form 20-F of the registrant.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other

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employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 13, 2005

/s/ Sean Leech

\_\_\_\_\_  
Sean Leech  
Executive Vice President --  
Commercial and Organizational Development  
(Principal Financial Officer)

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Certification Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of ICON plc (the "Company") on Form 20-F for the period ending May 31, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sean Leech, Executive Vice President -- Commercial and Organizational Development and the person performing the functions of the principal financial officer of the Company on an interim basis as of the date hereof, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge: (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: October 13, 2005

/s/ Sean Leech

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Sean Leech  
Executive Vice President --  
Commercial and Organizational Development  
(Principal Financial Officer)

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the report or as a separate disclosure document. A signed original of this written statement required by section 906 has been provided to ICON plc and will be retained by ICON plc and furnished to the Securities and Exchange Commission or its staff upon request.

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Consent of Independent Registered Public Accounting Firm

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ICON plc  
South County Business Park  
Leopardstown  
Dublin 18

We consent to the incorporation by reference in the registration statement on Form S8 of ICON plc of our report dated July 27, 2005 with respect to the consolidated balance sheets of ICON plc as of May 31, 2004 and 2005, and the related consolidated statements of operations, shareholders' equity and comprehensive income and cash flows, for each of the years in the three-year period ended May 31, 2005, which report appears in the May 31, 2005, annual report on Form 20-F of ICON plc.

KPMG  
Public Accounting Firm

Dublin, Ireland  
October 13, 2005