

ICON PLC
Form 20-F/A
June 16, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.20549

FORM 20-F/A

(Amendment No. 1)

(Mark One)

Registration statement pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

OR

Annual report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

For the fiscal year ended: December 31, 2015

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

OR

Shell company report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 333-08704

ICON PUBLIC LIMITED COMPANY

(Exact name of Registrant as Specified in its Charter)

ICON PUBLIC LIMITED COMPANY

(Translation of Registrant's name into English)

Ireland

(Jurisdiction of Incorporation or Organization)

SOUTH COUNTY BUSINESS PARK,
LEOPARDSTOWN,
DUBLIN 18, IRELAND

(Address of principal executive offices)

Brendan Brennan, Chief Financial Officer
South County Business Park Leopardstown, Dublin 18, Ireland.
Brendan.Brennan@iconplc.com
011-353-1-291-2000

(Name, telephone number, email and/or facsimile number and address of Company contact person)
Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class Name of exchange on which registered
ORDINARY SHARES, PAR VALUE €0.06

EACH

NASDAQ GLOBAL

SELECT MARKET

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

Title of each class

NONE

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

NONE

(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: 54,958,912 Ordinary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as determined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

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 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 requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months: Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued Other
by the International Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

EXPLANATORY NOTE

This Amendment No. 1 (the “Amendment No. 1”) to the Annual Report on Form 20-F for the fiscal year ended December 31, 2015 originally filed with the Securities and Exchange Commission (the “SEC”) on March 23, 2016 (the “2015 Form 20-F”) is being filed solely to include Exhibit 23.1 Consent of KPMG, Independent Registered Public Accounting Firm, as this consent was inadvertently omitted in the 2015 Form 20-F. The inclusion of this consent is the only change to the 2015 Form 20-F.

This Amendment No. 1 speaks as of the filing date of the 2015 Form 20-F on March 23, 2016. Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in the 2015 Form 20-F, or reflect any events that have occurred after the 2015 Form 20-F was originally filed.

As required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended, we are also filing the certifications required under Section 302 of the Sarbanes Oxley Act of 2002 as exhibits to this Amendment No. 1.

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INDEX TO EXHIBITS

| Exhibit Number | Title |
|----------------|--|
| 3.1 | Description of the Memorandum and Articles of Association of the Company (incorporated by reference to exhibit 3.1 to the Form 20F (File No. 333-08704) filed on March 6, 2013). |
| 12.1* | Section 302 certifications. |
| 12.2** | Section 906 certifications. |
| 21.1 | List of Subsidiaries (incorporated by reference to Item 4 of Form 20-F) (File No. 333-08704) filed on March 23, 2016). |
| 23.1* | Consent of KPMG, Independent Registered Public Accounting Firm |
| 101.1** | Interactive Data Files (XBRL – Related Documents) |

* Filed herewith

** Previously filed with the Company's Annual Report on Form 20-F, filed with the Securities and Exchange Commission on March 23, 2016.

SIGNATURES

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to its annual report on its behalf.

ICON plc

/s/ Brendan Brennan

Dated: June 16, 2016

Brendan Brennan
Chief Financial Officer