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ICON PLC /ADR/  
Form F-3MEF  
August 06, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 6, 2003  
REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM F-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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ICON PUBLIC LIMITED COMPANY  
(Exact name of Registrant as specified in its charter)

IRELAND (State or other jurisdiction of incorporation or organization)      NOT APPLICABLE (I.R.S. Employer Identification Number)

ICON plc SOUTH COUNTY BUSINESS PARK, LEOPARDSTOWN, DUBLIN 18, IRELAND (353) 1-216-1100 (Address and telephone number of Registrant's principal executive offices)      CT CORPORATION SYSTEM 111 EIGHTH AVENUE NEW YORK, NEW YORK 10011 (212) 894-8581 (Name, address and telephone number of agent for service)

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COPIES TO:

SEAN LEECH  
CHIEF FINANCIAL OFFICER ICON plc  
SOUTH COUNTY BUSINESS PARK  
LEOPARDSTOWN, DUBLIN 18, IRELAND  
(353) 1-216-1100

WILLIAM M. HARTNETT, ESQ.  
CAHILL GORDON & REINDEL  
80 PINE STREET  
NEW YORK, NEW YORK 10005  
(212) 701-3000

KATHRYN A. SULLIVAN &  
1 NEW F  
LONDON EC4A  
(44 20)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date hereof.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: [ ]

If this Form is filed to register additional securities for an offering

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pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Registration No. 333-102893

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES<br>TO BE REGISTERED | AMOUNT TO BE<br>REGISTERED | PROPOSED MAXIMUM<br>OFFERING PRICE<br>PER SHARE | PROPOSED<br>AGGREGATE<br>PR |
|---|----------------------------|---|-----------------------------|
| ORDINARY SHARES,<br>PAR VALUE 6 EURO CENT EACH (1)    | 212,455                    | \$32.25   | \$6,85                      |

(1) American Depositary Shares ("ADSs") evidenced by American Depositary Receipts issuable upon deposit of Ordinary Shares of par value (euro) 0.06 each (the "Ordinary Shares") of ICON plc have been registered on a separate registration statement on Form F-6, Registration No. 333-13442. Each ADS represents one Ordinary Share.

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration statement is filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), by ICON PUBLIC LIMITED COMPANY (the "Company"), pursuant to Rule 462(b) under the Act. This Registration Statement hereby incorporates by reference the contents of the Company's Registration Statement on Form F-3 (File No. 333-102893), including all exhibits thereto.

EXHIBITS

In addition to the exhibits incorporated by reference from the Company's Registration Statement on Form F-3 (File No. 333-102893), the

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following exhibits are part of this registration statement and are filed herewith.

| EXHIBIT<br>NUMBER | DISCRIPTION OF DOCUMENT   |
|-------------------|---|
| 5.1               | Opinion of A&L Goodbody Solicitors.   |
| 5.2               | Opinion of Cahill Gordon & Reindel LLP as to the validity of the Deposit Agreement. |
| 8.1               | Opinion of Cahill Gordon & Reindel LLP as to certain matters of U.S. taxation.      |
| 8.2               | Opinion of KPMG, Tax Advisors, as to certain matters of Irish taxation.             |
| 23.1              | Consent of KPMG, Chartered Accountants for the Company.                             |
| 23.2              | Consent of A&L Goodbody Solicitors (included in Exhibit 5.1).                       |
| 23.3              | Consent of Cahill Gordon & Reindel LLP (included in Exhibit 5.2 above).             |
| 23.4              | Consent of KMPG, Tax Advisors (included in Exhibit 8.2 above).                      |
| 23.5              | Consent of Cahill Gordon & Reindel LLP (included in Exhibit 5.2 above).             |

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on the 6th day of August, 2003.

ICON PLC

By: /s/ Sean Leech

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Sean Leech  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities on the 6th day of August, 2003.

| NAME                          | CAPACITY                          |
|-------------------------------|-----------------------------------|
| *<br>-----<br>Dr. John Climax | Chairman of the Board             |
| *<br>-----<br>Peter Gray      | Chief Executive Officer, Director |

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/s/ Sean Leech  
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Sean Leech

Chief Financial Officer,  
Chief Accounting Officer

\*  
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Director

Dr. Ronan Lambe

\*  
-----  
Director

Thomas Lynch

\*  
-----  
Director

Edward Roberts

\*  
-----  
Director

Lee Jones

/s/ William Taaffe  
-----  
William Taaffe

Authorized Representative  
in the United States

\* Signed by Sean Leech as Attorney-in-Fact.