

ICON PLC /ADR/  
Form F-6 POS  
December 18, 2007

As filed with the Securities and Exchange Commission on December 18, 2007

Registration No. 333-143546

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO THE

**FORM F-6**

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

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)

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THE BANK OF NEW YORK

(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**

**ADR Division**

**One Wall Street, 29th 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:**

**Peter B. Tisne, 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.

**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(c) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(c) may determine.**

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis Nos. 333-13442 and 333-08704)

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the Registration Statement which is incorporated herein by reference.

## PART I

### INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

#### Description of Securities to be Registered

#### Cross Reference Sheet

#### Item Number and Caption

#### Location in Form of Receipt Filed Herewith as Prospectus

- |   |                      |
|---|----------------------|
| 1. Name and address of depositary   | Introductory Article |
| 2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities |                      |
| Terms of Deposit:   |                      |

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- (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts 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
  - (x) Limitation upon the liability of the depositary Articles number 14, 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.

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Form of Amended and Restated Deposit Agreement dated as of May 20, 1998, amended and restated as of December \_\_\_, 2007, among ICON plc, The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of Letter Agreement among ICON plc. and The Bank of New York relating to pre-release activities. Previously Filed.

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. - Previously Filed.

e.

Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings

Previously Filed.

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. 1 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, December 18, 2007.

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Legal entity created by the agreement for the issuance of American Depositary Shares for ordinary shares, nominal value 0.06 EUR each of ICON plc.

By:

The Bank of New York,  
As Depositary

By: /s/ Keith G. Galfo

Name: Keith G. Galfo

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, ICON plc has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Dublin, Ireland, on December 18, 2007.

ICON plc

By: /s/ P Gray

Name: P Gray

Title: C.E.O.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on December 18, 2007.

**Name**

**Capacity**

/s/ Dr. John Climax

Dr. John Climax

Chairman of the Board, Director

/s/ Peter Gray

Peter Gray

Chief Executive Officer, Director

/s/ Ciaran Murray

Ciaran Murray

Chief Financial Officer, Chief Accounting Officer

/s/ Dr. Ronan Lambe

Dr. Ronan Lambe

Director

/s/ Thomas Lynch

Thomas Lynch

Director

/s/ Edward Roberts

Edward Roberts

Director

/s/ Shuji Higuchi

Shuji Higuchi

Director

/s/ Dr. Bruce Given

Dr. Bruce Given

Director

/s/ Donald J. Puglisi

Donald J. Puglisi

Authorized Representative in the United States

Title: Managing Director

Puglisi & Assoc.



INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
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2	Previously Filed.
4	Previously Filed.