

ICON PLC

Form S-8 POS

March 13, 2017

As filed with the Securities and Exchange Commission on March 13, 2017

Registration No. 333-152802

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ICON plc

(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 No.)

South County Business Park

Leopardstown

Dublin 18, Ireland

(Address of Principal Executive Offices)

Not Applicable

(Zip Code)

ICON plc Employee Share Option Plan 2003

ICON plc Consultants Share Option Plan 2008

ICON plc Employee Share Option Plan 2008

ICON plc 2008 Employee Restricted Share Unit Plan

(Full title of the plans)

Cahill Gordon & Reindel llp

80 Pine Street

New York, NY 10005

Attention: Kimberly Petillo-Décosard, Esq.

(Name and address of agent for service)

(212) 701-3000

(Telephone number, including area code, of agent for service)

Copies to:

Brendan Brennan

Chief Financial Officer

ICON plc

South County Business Park

Leopardstown

Dublin 18, Ireland

(353) 1-291-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (“Post-Effective Amendment No. 1”) relates to the Registration Statement on Form S-8 (File No. 333-152802) (the “Registration Statement”) of ICON plc (the “Registrant”), which was filed with the Securities and Exchange Commission on August 6, 2008. The Registration Statement registered a total of 6,500,000 of the Registrant’s Ordinary Shares, par value 6 euro cents each (“Shares”), consisting of 3,000,000 Shares reserved for issuance under the ICON plc Employee Share Option Plan 2003 (the “2003 Employee Plan”), 200,000 Shares under the ICON plc Consultants Share Option Plan 2008 (the “2008 Consultants Plan”), 2,800,000 Shares under the ICON plc Employees Share Option Plan 2008 (the “2008 Employee Plan”) and 500,000 Shares under the ICON plc 2008 Employee Restricted Share Unit Plan (the “2008 RSU Plan”) (provided that any Shares available for issuance but not issued under the 2008 Consultants Plan were available for issuance under the 2008 Employee Plan). The Registration Statement also registered such additional Shares as may be issued in the event of a share dividend, recapitalization, share split, reverse split, reorganization, merger, amalgamation, consolidation or other similar dilutive event. After giving effect to a 2-for-1 stock split by issuance of bonus Shares to holders of record on August 8, 2008, there were registered under the Registration Statement 6,000,000 Shares under the 2003 Employee Plan, 400,000 Shares under the 2008 Consultants Plan, 5,600,000 Shares under the 2008 Employee Plan and 1,000,000 Shares under the RSU Plan (provided that any Shares available but not issued under the 2008 Consultants Plan were issuable under the 2008 Employee Plan).

On February 14, 2017, the Board of Directors of the Registrant amended and restated the 2008 Consultants Plan and 2008 Employee Plan. Prior to the amendments, the total number of Shares available for issuance under the 2008 Consultants Plan was 400,000 Shares, and the total number of shares available for issuance under the 2008 Employee Plan was 6,000,000 Shares, provided that the number of Shares available under the 2008 Employee Plan was reduced by the number of Shares issued or to be issued under options granted under the 2008 Consultants Plan. Pursuant to the amendments, the total number of Shares available for issuance under the 2008 Consultants Plan was increased from 400,000 Shares to 1,000,000 Shares, and the number of Shares by which Shares available under the 2008 Employee Plan may be reduced also was increased from 400,000 Shares to 1,000,000 Shares. In addition, the term of each plan was extended until February 14, 2027. As a result of the amendments, the Registrant is filing this Post-Effective Amendment No. 1 to file as exhibits the 2008 Consultants Plan and 2008 Employee Plan (each as amendment and restated effective as of February 14, 2017) and to reflect that the number of Shares available for issuance under the 2008 Consultants Plan was increased from 400,000 to 1,000,000 Shares and the Shares available under the 2008 Employee Plan may be reduced by the same amount, provided that Shares available for issuance that are not issued under the 2008 Consultants Plan will be available for issuance under the 2008 Employee Plan. No additional Shares are being registered by this Post-Effective Amendment No. 1.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed with this Post-Effective Amendment No. 1:

Exhibit No. Description

- |     |   |
|-----|---|
| 4.2 | ICON plc Consultants Share Option Plan 2008 (as amended and restated effective as of 14 <sup>th</sup> February 2017). |
| 4.3 | ICON plc Employee Share Option Plan 2008 (as amended and restated effective as of 14 <sup>th</sup> February 2017).    |
| 24  | Power of Attorney (included on signature pages).  |

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 S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, Ireland on March 1, 2017.

ICON PLC

By: /s/ Brendan Brennan  
Name: Brendan Brennan  
Title: Chief Financial Officer

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Messrs. Ciaran Murray, Steve Cutler and Brendan Brennan, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign the Post-Effective Amendment No. 1 to the Registration Statement under the Securities Act of 1933, as amended, to sign any and all subsequent post-effective amendments to the Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ciaran Murray</u> Ciaran Murray	Chairman of the Board, Director	March 1, 2017
<u>/s/ Steve Cutler</u> Dr. Steve Cutler	Chief Executive Officer, Director (principal executive officer)	March 1, 2017
<u>/s/ Brendan Brennan</u> Brendan Brennan	Chief Financial Officer, Chief Accounting Officer (principal financial and accounting officer)	March 1, 2017
<u>/s/ Declan McKeon</u> Declan McKeon	Director	February 14, 2017
<u>/s/ John Climax</u> Dr. John Climax	Director	February 14, 2017
<u>/s/ Ronan Lambe</u> Dr. Ronan Lambe	Director	February 14, 2017
<u>/s/ Dermot Kelleher</u> Prof. Dermot Kelleher	Director	February 14, 2017
<u>/s/ William Hall</u> Prof. William Hall	Director	February 14, 2017
<u>/s/ Mary Pendergast</u> Mary Pendergast	Director	February 14, 2017
<u>/s/ Hugh Brady</u> Prof. Hugh Brady	Director	February 14, 2017
<u>/s/ Ronan Murphy</u> Ronan Murphy	Director	February 14, 2017



AUTHORIZED REPRESENTATIVE

Puglisi & Associates

By: /s/ Donald J. Puglisi

Donald J. Puglisi

Managing Director, Puglisi & Associates

Authorized Representative in the United States March 7, 2017

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INDEX TO EXHIBITS

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4.3	ICON plc Employee Share Option Plan 2008 (as amended and restated effective as of 14 <sup>th</sup> February 2017).
24	Power of Attorney (included on signature pages).