

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 under
the Securities Exchange Act of 1934**

For the month of January 2024

ICON plc

(Translation of registrant's name into English)

333-08704

(Commission file number)

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

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

EXHIBIT LIST

| <u>Exhibit</u> | <u>Description</u> |
|----------------------|---|
| 99.1 | ICON plc Press Release issued January 9, 2024 – ICON Issues Financial Guidance for Full Year 2024 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ICON plc

Date: January 9, 2024

/s/ Brendan Brennan

Brendan Brennan

Chief Financial Officer

ICON Issues Financial Guidance for Full Year 2024

Highlights

- **Full Year 2024 Revenue guidance in the range of \$8,400 - \$8,800 million, representing growth of 3.2% – 8.1% over Full Year 2023 Revenue guidance midpoint.**
- **Full Year 2024 adjusted earnings per share¹ guidance in the range of \$14.50 - \$15.30, representing growth of 13.5% – 19.8% over Full Year 2023 adjusted earnings per share guidance midpoint.**

DUBLIN--(BUSINESS WIRE)--January 9, 2024--**ICON plc, (NASDAQ: ICLR)**, a world-leading clinical research organization powered by healthcare intelligence, today announced its financial guidance for the year ending December 31, 2024. For the full year 2024, revenue is expected to be in the range of \$8,400 - \$8,800 million, representing growth of 3.2% – 8.1%, and adjusted earnings per share¹ is expected to be in the range of \$14.50 - \$15.30, representing growth of 13.5% – 19.8%, over Full Year 2023 revenue and adjusted earnings per share guidance midpoints, respectively.

CEO Dr. Steve Cutler commented, *“ICON’s position as the market leading provider of clinical development services continues to strengthen with the increased scale of our offering and consistent operational execution for our customers. We remain focused on driving efficiency in clinical trials through investments in automation, innovative tools and initiatives to increase participation for sites and patients in clinical research. Our outlook for 2024 indicates a positive demand environment across our segments, notwithstanding continuing macroeconomic pressures faced by our customers, resulting in full year revenue guidance in the range of \$8,400 - \$8,800 million and adjusted earnings per share in the range of \$14.50 - \$15.30.”*

Full year 2024 financial guidance assumptions:

- An effective tax rate of circa 16.5%.
- Circa \$1.1 billion of free cash flow and capital expenditures in the range of \$150 - \$200 million.
- Interest expense in the range of \$200 – \$230 million.
- Adjusted EBITDA margin expansion of circa 50 bps over Full Year 2023 Adjusted EBITDA margin.
- Excludes any potential share repurchase or additional M&A activity.

With respect to Full Year 2023, the company reaffirmed its current guidance of revenue in the range of \$8,070 - \$8,210 million and adjusted earnings per share¹ in the range of \$12.63 - \$12.91.

¹ The full-year 2023 and 2024 guidance adjusted earnings per share measures are provided on a non-GAAP basis because the company is unable to predict with a reasonable degree of certainty certain items contained in the GAAP measures without unreasonable efforts. For the same reasons, the company is unable to address the probable significance of the unavailable information.

About ICON plc

ICON plc is a world-leading healthcare intelligence and clinical research organization. From molecule to medicine, we advance clinical research providing outsourced services to pharmaceutical, biotechnology, medical device and government and public health organizations. We develop new innovations, drive emerging therapies forward and improve patient lives. With headquarters in Dublin, Ireland, ICON employed approximately 41,150 employees in 106 locations in 53 countries as at September 30, 2023. For further information about ICON, visit: www.iconplc.com.

This press release contains forward-looking statements, including statements regarding our financial guidance. These statements are based on management's current expectations and information currently available, including current economic and industry conditions. These statements are not guarantees of future performance or actual results, and actual results, developments and business decisions may differ from those stated in this press release. The forward-looking statements are subject to future events, risks, uncertainties and other factors that could cause actual results to differ materially from those projected in the statements, including, but not limited to, the ability to enter into new contracts, maintain client relationships, manage the opening of new offices and offering of new services, the integration of new business mergers and acquisitions, the impact of COVID-19 on our business, as well as other economic and global market conditions and other risks and uncertainties detailed from time to time in SEC reports filed by ICON, all of which are difficult to predict and some of which are beyond our control. For these reasons, you should not place undue reliance on these forward-looking statements when making investment decisions. The word "expected" and variations of such words and similar expressions are intended to identify forward-looking statements. Forward-looking statements are only as of the date they are made and we do not undertake any obligation to update publicly any forward-looking statement, either as a result of new information, future events or otherwise. More information about the risks and uncertainties relating to these forward-looking statements may be found in SEC reports filed by ICON, including its Form 20-F, F-1, F-4, S-8, F-3 and certain other reports, which are available on the SEC's website at <http://www.sec.gov>.

In addition to the financial measures prepared in accordance with generally accepted accounting principles (GAAP), this press release contains certain non-GAAP financial measures, including adjusted EBITDA and adjusted earnings per share. Adjusted EBITDA and adjusted earnings per share excludes amortization, stock compensation, foreign exchange gains and losses, and restructuring and transaction-related / integration-related adjustments. While non-GAAP financial measures are not superior to or a substitute for the comparable GAAP measures, ICON believes certain non-GAAP information is useful to investors for historical comparison purposes.

ICON/ICLR-F

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