

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Grais Linda</u> (Last) (First) (Middle) <u>C/O ICON PLC</u> <u>SOUTH COUNTY BUSINESS PARK,</u> <u>LEOPARDSTOWN</u> (Street) <u>DUBLIN</u> <u>D18X5R3</u> (City) (State) (Zip) <u>IRELAND</u> (Country)	2. Issuer Name and Ticker or Trading Symbol <u>ICON PLC [ICLR]</u> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2026</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	08/10/2026		M		1,732	A	(1)(2)	7,003	D	
Ordinary Shares	08/11/2026		S ⁽³⁾		87	D	\$162.72 ⁽⁴⁾	6,916	D	
Ordinary Shares	08/11/2026		S ⁽³⁾		97	D	\$163.77 ⁽⁵⁾	6,819	D	
Ordinary Shares	08/11/2026		S ⁽³⁾		590	D	\$164.47 ⁽⁶⁾	6,229	D	
Ordinary Shares	08/11/2026		S ⁽³⁾		67	D	\$165.51 ⁽⁷⁾	6,162	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units	(2)	08/10/2026		M			1,732	(1)	(1)	Ordinary Shares	1,732	\$0	0	D	
Restricted Share Units	(2)	08/10/2026		A		1,324		(8)	(8)	Ordinary Shares ⁽⁸⁾	1,324	\$0	1,324	D	

Explanation of Responses:

1. These restricted share units were granted on May 22, 2025 and vested on August 10, 2026.
2. Each restricted share unit represents a contingent right to receive one ordinary share of the Issuer upon vesting, with a nominal conversion price equal to the par value of the ordinary shares (EUR 0.06) per underlying share automatically deducted from the reporting person's pay in connection with vesting.
3. The sale reported represents shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting and settlement of restricted share units. The sale was to satisfy tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary transaction by the Reporting Person.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple aggregated transactions at prices within the range of \$162.08 to \$163.0799, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple aggregated transactions at prices within the range of \$163.15 to \$164.1499, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple aggregated transactions at prices within the range of \$164.16 to \$165.1599, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple aggregated transactions at prices within the range of \$165.16 to \$166.1599, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.
8. These restricted share units were granted on August 10, 2026 and are scheduled to vest on May 22, 2027.

Remarks:

Due to the issuer's status as a foreign private issuer pursuant to Rule 3a12-3(b) under the Securities Exchange Act of 1934 (the "Act"), the reporting person's transactions in the issuer's equity securities are exempt from Sections 16(b) and 16(c) of the Act.

/s/ Erina Joan Fox, as Attorney-
in-Fact 08/12/2026

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.