

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ICON PLC

(Name of Issuer)

Common Stock

(Title of Class of Securities)

G4705A100

(CUSIP Number)

09/30/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. G4705A100

	Names of Reporting Persons
1	ORBIS INVESTMENT MANAGEMENT LTD Check the appropriate box if a member of a Group (see instructions)
2	☐ (a) ☒ (b)
3	Sec Use Only Citizenship or Place of Organization
4	BERMUDA
Number of Shares	5 Sole Voting Power

Beneficially	4,134,177.00
Owned by	Shared Voting Power
Each	6
Reporting	0.00
Person	Sole Dispositive Power
With:	7
	4,134,177.00
	Shared Dispositive
	8 Power
	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	4,134,177.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)
	5.3 %
12	Type of Reporting Person (See Instructions)
	FI

SCHEDULE 13G

CUSIP No. G4705A100

1	Names of Reporting Persons
	Allan Gray Australia Pty Ltd
	Check the appropriate box if a member of a Group (see instructions)
2	☐ (a)
	☒ (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	AUSTRALIA
	Sole Voting Power
5	4,641.00
Number of	Shared Voting Power
Shares	6
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	7
Reporting	4,641.00
Person	Shared Dispositive
With:	8 Power
	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	4,641.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	☐
11	Percent of class represented by amount in row (9)

0 %

Type of Reporting Person (See Instructions)

12

FI

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

ICON PLC

Address of issuer's principal executive offices:

(b)

SOUTH COUNTY BUSINESS PARK, LEOPARDSTOWN, DUBLIN 18, IRELAND 00000

Item 2.

Name of person filing:

(a)

ORBIS INVESTMENT MANAGEMENT LTD Allan Gray Australia Pty Ltd

Address or principal business office or, if none, residence:

(b)

ORBIS INVESTMENT MANAGEMENT LTD: Orbis House, 25 Front Street, Hamilton, Bermuda HM11 Allan Gray Australia Pty Ltd: Level 2, Challis House, 4 Martin Place, Sydney NSW2000, Australia

Citizenship:

(c)

ORBIS INVESTMENT MANAGEMENT LTD - BERMUDA Allan Gray Australia Pty Ltd - AUSTRALIA

Title of class of securities:

(d)

Common Stock

CUSIP No.:

(e)

G4705A100

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

☒ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k)

☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Equivalent to IA.

Item 4.

Ownership

Amount beneficially owned:

(a)

4,138,818

Percent of class:

(b)

5.3 %

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

ORBIS INVESTMENT MANAGEMENT LTD - 4,134,177 Allan Gray Australia Pty Ltd - 4,641

(ii) Shared power to vote or to direct the vote:

ORBIS INVESTMENT MANAGEMENT LTD - 0 Allan Gray Australia Pty Ltd - 0

(iii) Sole power to dispose or to direct the disposition of:

ORBIS INVESTMENT MANAGEMENT LTD - 4,134,177 Allan Gray Australia Pty Ltd - 4,641

(iv) Shared power to dispose or to direct the disposition of:

ORBIS INVESTMENT MANAGEMENT LTD - 0 Allan Gray Australia Pty Ltd - 0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Other persons have the right to receive dividends from, the power to direct the receipt of dividends from, or the right to receive the proceeds from the sale of, the securities of the issuer identified in Item 4(a) that are beneficially owned by Orbis Investment Management Ltd. Another person has the right to receive dividends from, the power to direct the receipt of dividends from, or the right to receive the proceeds from the sale of, the securities of the issuer identified in Item 4(a) that are beneficially owned by Allan Gray Australia Pty Ltd.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Information with respect to each of Orbis Investment Management Ltd and Allan Gray Australia Pty Ltd (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by any other Reporting Person. Orbis Investment Management Ltd and Allan Gray Australia Pty Ltd are classified as a Non-U.S. Institution (FI) that is equivalent to an Investment Adviser (IA). Notwithstanding that the Reporting Persons are making this filing together, none of the Reporting Persons represents that it is a member of a group for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Each Reporting Person disclaims beneficial ownership of any shares beneficially owned by any other Reporting Person as specified in Item 4(a).

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11. By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to Orbis Investment Management Ltd and Allan Gray Australia Pty Ltd is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Signature: Matthew Gaarder

Name/Title: Attorney-in-Fact

Date: 11/14/2025

Allan Gray Australia Pty Ltd

Signature: Matthew Gaarder

Name/Title: Attorney-in-Fact

Date: 11/14/2025

Exhibit Information

POWER OF ATTORNEY THIS DEED OF POWER OF ATTORNEY is made on this the 6 day of June 2019. The undersigned, Orbis Investment Management Limited, a limited company duly organized under the laws of Bermuda with its registered office at Orbis House, 25 Front Street, Hamilton, HMI 1, Bermuda the "Company"), does hereby make, constitute and appoint each of Ali Ziai, David Gasperow, Elizabeth Lee, Eugene Tan, Hugh Gillespie, Ian Noetzel, James Dorr, Katharine Summerley, Matthew Gaarder, Michael Fox, Samantha Scott, and Tim Freeman acting severally, as its true and lawful attorneys-in-fact, for the purpose of from time to time executing in its name and on its behalf, whether the Company individually or as representative of others, any and all certificates, documents, filings, forms, instruments, schedules, statements, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership and/or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13F, and 13H and Schedules 13D and 13G and any amendments to any of the foregoing as may be required to be filed with the U.S. Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document. This power of attorney shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates or subsidiaries. This power of attorney and any dispute or claim arising out of or in connection with it, its subject matter or its formation shall be governed by and construed in accordance with the law of Bermuda. IN WITNESS WHEREOF this power of attorney has been duly executed and delivered for and on behalf of the Company as a deed and takes effect on the date stated at the beginning of it. EXECUTED and DELIVERED as a DEED For and on behalf of ORBIS INVESTMENT MANAGEMENT LIMITED By: /s/ Matthew Furr Name: Matthew Furr Title: Director in the presence of: By: /s/ Daniel Samilski Witness signature Name: Daniel Samilski Address: Orbis House, 25 Front St, Hamilton HM 11, Bermuda Occupation: Compliance Manager POWER OF ATTORNEY This DEED OF POWER OF ATTORNEY is made on this the 6th day of June 2019. The undersigned, Allan Gray Australia Pty Limited, a proprietary company duly organized under the laws of Australia with its registered office at Level 2, Challis House, 4-10 Martin Place, Sydney NSW2000, Australia (the "Company"), does hereby make, constitute and appoint each of Ali Ziai, David Gasperow, Elizabeth Lee, Eugene Tan, Hugh Gillespie, Ian Noetzel, James Dorr, Katharine Summerley, Matthew Gaarder, Michael Fox, Samantha Scott, and Tim Freeman acting severally, as its true and lawful attorneys-in-fact, for the purpose of from time to time executing in its name and on its behalf, whether the Company individually or as representative of others, any and all certificates, documents, filings, forms, instruments, schedules, statements, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership and/or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13F, and 13H and Schedules 13D and 13G and any amendments to any of the foregoing as may be required to be filed with the U.S. Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document. This power of attorney shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company, an affiliate or subsidiary of the Company, or an affiliate or subsidiary of Orbis Allan Gray Limited. This power of attorney and any dispute or claim arising out of or in connection with it, its subject matter or its formation shall be governed by and construed in accordance with the law of Australia. IN WITNESS WHEREOF this power of attorney has been duly executed and delivered for and on behalf of the Company as a deed and takes effect on the date stated at the beginning of it. EXECUTED and DELIVERED as a DEED For and on behalf of ALLAN GRAY AUSTRALIA PTY LIMITED By: /s/ Hugh Gillespie Name: Hugh Gillespie Title: Director in the presence of: By: /s/ Erika Mattatall Witness signature Name: Erika Mattatall Address: Orbis House, 25 Front St, Hamilton HM 11, Bermuda Occupation: Administrative Assistant