

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM F-3  
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ICON PUBLIC LIMITED COMPANY  
 (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 Number)

ICON plc  
 SOUTH COUNTY BUSINESS PARK,  
 LEOPARDSTOWN, DUBLIN 18,  
 IRELAND  
 (353) 1-216-1100  
 (Address and telephone number of  
 Registrant's principal executive offices)

CT CORPORATION SYSTEM  
 111 EIGHTH AVENUE  
 NEW YORK, NEW YORK 10011  
 (212) 894-8581  
 (Name, address and telephone number  
 of agent for service)

COPIES TO:

SEAN LEECH  
 CHIEF FINANCIAL OFFICER ICON plc  
 SOUTH COUNTY BUSINESS PARK  
 LEOPARDSTOWN, DUBLIN 18, IRELAND  
 (353) 1-216-1100

WILLIAM M. HARTNETT, ESQ.  
 CAHILL GORDON & REINDEL  
 80 PINE STREET  
 NEW YORK, NEW YORK 10005  
 (212) 701-3000

KATHRYN A. CAMPBELL, ESQ.  
 SULLIVAN & CROMWELL LLP  
 1 NEW FETTER LANE  
 LONDON EC4A 1AN, ENGLAND  
 (44 20) 7959 8900

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon  
 as practicable after the effective date hereof.

If the only securities being registered on this Form are being offered  
 pursuant to dividend or interest reinvestment plans, please check the following  
 box:

If any of the securities being registered on this Form are to be offered  
 on a delayed or continuous basis pursuant to Rule 415 under the Securities Act  
 of 1933, check the following box:

If this Form is filed to register additional securities for an offering  
 pursuant to Rule 462(b) under the Securities Act, please check the following box  
 and list the Securities Act registration statement number of the earlier  
 effective registration statement for the same offering:  
 Registration No. 333-102893

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
 under the Securities Act, check the following box and list the Securities Act  
 registration statement number of the earlier effective registration statement  
 for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
 please check the following box:

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
ORDINARY SHARES, PAR VALUE 6 EURO CENT EACH (1)	212,455	\$32.25	\$6,851,674	\$554.30

(1) American Depositary Shares ("ADSS") evidenced by American Depositary  
 Receipts issuable upon deposit of Ordinary Shares of par value (euro) 0.06  
 each (the "Ordinary Shares") of ICON plc have been registered on a separate  
 registration statement on Form F-6, Registration No. 333-13442. Each ADS  
 represents one Ordinary Share.

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(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration statement is filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), by ICON PUBLIC LIMITED COMPANY (the "Company"), pursuant to Rule 462(b) under the Act. This Registration Statement hereby incorporates by reference the contents of the Company's Registration Statement on Form F-3 (File No. 333-102893), including all exhibits thereto.

EXHIBITS

In addition to the exhibits incorporated by reference from the Company's Registration Statement on Form F-3 (File No. 333-102893), the following exhibits are part of this registration statement and are filed herewith.

EXHIBIT NUMBER	DISCRIPTION OF DOCUMENT
5.1	Opinion of A&L Goodbody Solicitors.
5.2	Opinion of Cahill Gordon & Reindel LLP as to the validity of the Deposit Agreement.
8.1	Opinion of Cahill Gordon & Reindel LLP as to certain matters of U.S. taxation.
8.2	Opinion of KPMG, Tax Advisors, as to certain matters of Irish taxation.
23.1	Consent of KPMG, Chartered Accountants for the Company.
23.2	Consent of A&L Goodbody Solicitors (included in Exhibit 5.1).
23.3	Consent of Cahill Gordon & Reindel LLP (included in Exhibit 5.2 above).
23.4	Consent of KPMG, Tax Advisors (included in Exhibit 8.2 above).
23.5	Consent of Cahill Gordon & Reindel LLP (included in Exhibit 5.2 above).

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 F-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on the 6th day of August, 2003.

ICON PLC

By: /s/ Sean Leech

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Sean Leech  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities on the 6th day of August, 2003.

NAME	CAPACITY
* ----- Dr. John Climax	Chairman of the Board
* ----- Peter Gray	Chief Executive Officer, Director
/s/ Sean Leech ----- Sean Leech	Chief Financial Officer, Chief Accounting Officer
* ----- Dr. Ronan Lambe	Director
* ----- Thomas Lynch	Director
* ----- Edward Roberts	Director
* ----- Lee Jones	Director
/s/ William Taaffe ----- William Taaffe	Authorized Representative in the United States

\* Signed by Sean Leech as Attorney-in-Fact.

our ref | GMT/JTG 01318262                      your ref |                      date |[August 6, 2003]

[Graphic Omitted]

ICON PLC ("ICON")

Ladies and Gentlemen:

We have acted as Irish counsel to Icon, a public limited company incorporated under the laws of Ireland in connection with the proposed sale of up to 3,184,744 American Depositary Shares ("ADS") each evidenced by 1 American Depositary Receipt ("ADR") representing 1 Ordinary Share, par value 6 euro cent of Icon ("Ordinary Share"), to be represented on issue by 1 ADS evidenced by 1 ADR.

We refer to the Registration Statement Number 333-                      and the related prospectus (respectively the "Registration Statement" and the "Prospectus") filed by Icon under the Securities Act, 1933 (as amended) ("the Act") in respect of the foregoing.

In connection with this opinion, we have examined and have assumed the truth and accuracy of the contents of such documents and certificates of officers of and advisers to Icon and of public officials as to factual matters and have conducted such searches in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such documents. We have further assumed that none of the resolutions and authorities of the shareholders or Directors of Icon upon which we have relied has been varied, amended or revoked in any respect or has expired and that the Ordinary Shares will be issued in accordance with such resolutions and authorities and as contemplated by and described in the Registration Statement a form of which is exhibited to the Registration Statement. We further assume that Icon will comply with its obligations under and the representations and warranties contained in the Agreements referred to in the Registration Statement.

We are admitted to practise law only in Ireland and accordingly, we express no opinion on the laws of any jurisdiction other than the laws (and the interpretation thereof) of Ireland in force as at the date hereof. We assume that the transactions contemplated by the Registration Statement are lawful

Dublin    London    Boston    New York    Brussels

under the United States federal law, New York State law and all other applicable laws (if any). As the transactions contemplated by the Registration Statement are governed by the United States federal law and/or New York State law, we have relied upon the opinion of Cahill Gordon & Reindel LLP as to matters relating to those laws.

[Graphic Omitted]

Based upon the foregoing we are of the opinion that:

- (i) Icon is duly incorporated and validly existing under the laws of Ireland.
- (ii) The Ordinary Shares issuable pursuant to the Underwriting Agreement referred to in the Prospectus have been duly authorised and, when issued upon such exercise and upon payment of the exercise price in accordance with the terms of the Underwriting Agreement, will be duly authorised, legally issued, fully paid and not subject to calls for any additional payments.
- (iii) The statements in the Registration Statement and the Prospectus under the headings "Price Range of ADSS and Dividend Policy", "Business - Government Regulation", "Management", "Selling Shareholders", and "Exchange Controls and Other Limitations Affecting Security Holders", to the extent that they constitute matters of law or legal conclusions with respect thereto, have been prepared or reviewed by us and are correct in all material respects.

We hereby consent to the filing of this opinion with the United States Securities and Exchange Commission as an exhibit to the Registration Statement

and to the references to our firm under the captions "Enforceability of Civil Liabilities Provisions of Federal Securities Laws against Foreign Persons" and "Validity of ADSs and Ordinary Shares in the Registration Statement and the Prospectus".

This opinion is being delivered to you and may not be relied upon or distributed to any other person, without our consent. This opinion is to be construed in accordance with and governed by the laws of Ireland.

Yours faithfully,

Icon plc  
South County Business Park  
Leopardstown  
Dublin 18

M-410598-1

ICON plc  
South County Business Park  
Leopardstown

Dublin 18  
Ireland

Re: ICON PLC  
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Ladies and Gentlemen:

We have acted as special United States counsel to ICON plc, a public limited company established under the laws of Ireland (the "Company"), and Dr. John Climax and Dr. Ronan Lambe (the "Selling Shareholders") in connection with the offering (the "Offering") of 3,184,744 Ordinary Shares, nominal value (euro) 0.06 per Ordinary Share (the "Firm Shares"), and 477,711 Ordinary Shares, nominal value (euro) 0.06 per Ordinary Share, that may be sold by the Selling Shareholders pursuant to the over-allotment option granted to the Underwriters (as defined below) (the "Optional Shares" and, together with the Firm Shares, the "Ordinary Shares") in the form of American Depositary Shares, each representing one Ordinary Share ("ADSs"). A Registration Statement on Form F-3 (333- ) relating to the Offering was filed with the Securities and Exchange Commission (the "Commission") by the Company under the Securities Act of 1933, as amended (the "Securities Act" or the "1933 Act"), and, as amended was declared effective by the Commission on August 5, 2003 (such registration statement, as amended and in the form it became effective, the "Registration Statement"). This opinion is being furnished to you in connection with the Registration Statement.

In connection with this opinion, we have examined such records of the Company and the Selling Shareholders as we have deemed material and the Registration Statement together with the Exhibits thereto, each as filed with the Commission. We have also examined certificates of public officials and directors and officers of the Company, as to factual matters as we have deemed necessary or appropriate for the purpose of this opinion, but have made no independent investigation regarding such factual matters. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity

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to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such documents.

Based upon the foregoing, we are of the opinion that:

(i) The Deposit Agreement has been duly executed and delivered by the Company to the extent that execution and delivery are governed by New York law and, assuming due authorization, execution and delivery of the Deposit Agreement by the Depositary and that each of the Depositary and the Company has full power, authority and legal right (under Irish law) to enter into and perform its obligations thereunder, constitutes a valid and legally binding agreement of the Company, enforceable in accordance with its terms, subject to bankruptcy, insolvency, reorganization and similar laws of general applicability relating to or affecting creditors' rights generally and to general principles of equity; and the statements set forth under the heading "Description of American Depositary Shares" in the Form 6-K/A filed by the Company with the Commission on March 7, 2003 (File No. 333-08704), insofar as such statements purport to summarize certain provisions of the Deposit Agreement, fairly summarize, in all material respects, such provisions.

(ii) Assuming the authority of the Depositary to execute the Deposit Agreement and issue the American Depositary Receipts (the "ADRs"), upon due issuance by the Depositary of the ADRs evidencing ADSs being delivered on the date hereof against the deposit of Shares to be deposited by the Company in respect thereof in accordance with the provisions of the Deposit Agreement, such ADRs will be duly and validly issued and the person in whose name the ADRs are registered will be entitled to the rights specified therein and in the Deposit Agreement.

(iii) The sale of the ADSs being delivered on the date hereof by the Company, the issue of the Shares represented by such ADSs, the deposit of the Shares being deposited by the Company with the Depositary against issuance of the ADRs with respect to such Shares to be delivered on the date hereof, the compliance by the Company with all the provisions of the Underwriting Agreements and the Deposit Agreement and the consummation of the transactions contemplated thereby will not conflict with or result in a breach or violation of any of the terms or provisions of, or constitute a

default under (A) any existing applicable statutory law, order, rule or regulation of any federal court or governmental agency or body in the United States or the State of New York having jurisdiction over the Company or any of its subsidiaries or any of their properties or (B) any indenture, mortgage, deed of trust, loan agreement or other agreement or instrument known to us to which the Company or any of its subsidiaries is a party or by which the Company or any of its subsidiaries is bound or to which any of the property or assets of the Company or any of its subsidiaries is subject, except as such conflicts, breaches or defaults that individually or in the aggregate

would not have a material adverse effect on the Company and its subsidiaries, taken as a whole.

(iv) No consents, approvals, authorizations, orders, registrations, notifications, certificates, permits, licenses, clearances or qualifications of the United States or the State of New York is required for the issue of the Shares, the sale and delivery of the ADSs or the consummation by the Company and the Selling Shareholders of the transactions contemplated by the Underwriting Agreements and the Deposit Agreement, except the registration under the 1933 Act of the Shares and the ADSs, and such consents, approvals, authorizations, registrations or qualifications as may be required under state securities or Blue Sky laws in connection with the purchase and distribution of the ADSs by the Underwriters.

We are admitted to practice law only in the State of New York, and accordingly, we express no opinion on the laws of any jurisdiction other than those of the State of New York and the federal laws of the United States.

This opinion letter may not be relied upon, other than by A&L Goodbody for the purpose of the opinion to be given by them in connection with the Registration Statement, or distributed to any person other than you without our prior written consent. We hereby consent to the filing of this letter as Exhibit 5.2 to the Registration Statement.

Very truly yours,

/s/ Cahill Gordon & Reindel LLP



August 6, 2003

ICON plc  
South County Business Park,  
Leopardstown, Dublin 18,  
Ireland

Ladies and Gentlemen:

In connection with the Registration Statement (No. 333- ) on Form F-3 (the "Registration Statement") you have requested our opinion as to certain U.S. federal income tax matters. Our opinion is set forth in the Registration Statement under the heading "U.S. Taxation Considerations."

We hereby consent to the filing of this letter as Exhibit 8.1 to the Registration Statement and to the use of our name under the caption "U.S. Taxation Considerations" in the Registration Statement.

Very truly yours,

August 6, 2003

Dear Sean

ICON PLC  
TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF ADS'S AND ORDINARY SHARE  
BY US HOLDERS

We attach for your attention an extract from the prospectus of ICON plc dated August 6, 2003 which is our opinion in relation to Irish taxation matters ("our opinion"). The terms used in this letter shall have the same meanings assigned to them in the said prospectus.

Our opinion accurately summarises the material Irish taxation consequences to US holders of the acquisition, ownership and disposition of ordinary shares and ADS's.

The opinion is qualified in its entirety by the fact that it may not address all such potential consequences based upon specific circumstances which may be relevant to particular non-resident holders.

This opinion is given as of the date hereof and is based on current Irish legislation, judicial interpretations thereof and known practices of the Irish Revenue Commissioners, all of which are subject to change.

Yours faithfully

KPMG

#### IRISH TAXATION CONSIDERATIONS

Set forth below is the opinion of KPMG, Tax Advisers to the Company, regarding the material aspects of Irish tax law and practice regarding the ownership and disposition of ordinary shares and ADSs. This opinion deals with only ordinary shares and ADSs held as capital assets and does not address special classes of shareholders such as dealers in securities. This opinion also does not address any potential application of Section 811 Taxes Consolidation Act 1997, a general anti-avoidance section, enabling the Irish Revenue Commissioners to recharacterise transactions undertaken for tax avoidance motives. This opinion is not exhaustive and all shareholders are advised to contact their own tax advisers with respect to the taxation consequences of their ownership or disposition of ordinary shares or ADSs. This opinion is based on the tax laws of the Republic of Ireland, the Double Taxation Convention between the Republic of Ireland and the United States of America and current practice of the Irish Revenue Commissioners, changes to any of which after the date hereof could apply on a retroactive basis and affect the tax consequences described herein.

Subject to the foregoing, it is the opinion of KPMG that:

#### DIVIDENDS

Unless exempted, all dividends paid by ICON, other than dividends paid entirely out of exempt patent income, subject to conditions, will be subject to Irish withholding tax at the standard rate of income tax in force at the time the dividend is paid, currently 20%. An individual shareholder who is neither a tax resident nor ordinarily resident in Ireland, but is resident in a country with which Ireland has a double tax treaty, which includes the United States, or in a member state of the European Union, other than Ireland (together a "Relevant Territory"), will be exempt from withholding tax provided he or she makes the requisite declaration. No dividend withholding tax will apply on the payment of a dividend from an Irish resident company to its Irish resident 51% parent company. Where the Irish company receiving the dividend does not hold at least 51% of the shares of the paying company, the dividend will be exempt if the Irish corporate shareholder makes the requisite declaration.

Non-Irish resident corporate shareholders that:

- o are ultimately controlled by residents of a Relevant Territory;
- o are resident in a Relevant Territory and are not controlled by Irish residents;
- o have the principal class of their shares, or shares of a 75% parent, substantially and regularly traded on one or more recognized stock exchanges in a Relevant Territory or Territories; or



- o are wholly owned by two or more companies, each of whose principal class of shares is substantially and regularly traded on one or more recognized stock exchanges in a Relevant Territory or Territories;

will be exempt from withholding tax on the production of the appropriate certificates and declarations.

U.S. Holders (as defined in the opinion included elsewhere in "US Taxation Considerations" provided by Cahill Gordon & Reindel) of ordinary shares (as opposed to ADSs: see below) should note, however, that these documentation requirements may be burdensome. As described below, these documentation requirements do not apply in the case of ADSs.

Special arrangements are available in the case of shares held in Irish companies through American depository banks using ADSs. The depository bank will be allowed to receive and pass on a dividend from the Irish company without any deduction for withholding tax in the following circumstances:

- o the depository has been authorized by the Irish Revenue Commissioners as a qualifying intermediary and such authorization has not expired or revoked; and either
- o the depository bank's ADS register shows that the beneficial owner has a U.S. address on the register; or
- o if there is a further intermediary between the depository bank and the beneficial owner, where the depository bank receives confirmation from the intermediary that the beneficial owner's address in the intermediary's records is in the U.S.

#### INCOME TAX

Under certain circumstances, non-Irish resident shareholders will be subject to Irish income tax on dividend income. This liability is limited to tax at the standard rate and therefore, where withholding tax has been deducted, this will satisfy the tax liability.

However, a U.S. Holder will not have an Irish income tax liability on dividends from the company if the U.S. Holder is neither resident nor ordinarily resident in the Republic of Ireland and the U.S. Holder is:

- o an individual resident in the U.S. (or several other countries);

- o a corporation that is ultimately controlled by persons resident in the U.S. (or several other countries);
- o a corporation whose principal class of shares (or its 75% or greater parent's principal class of shares) is substantially and regularly traded on a recognized stock exchange in an EU country or a country with which Ireland has concluded a double taxation treaty;
- o a corporation resident in another EU member state or in a country with which Ireland has concluded a double taxation treaty, which is not controlled directly or indirectly by Irish residents; or
- o a corporation that is wholly owned by two or more corporations each of whose principal class of shares is substantially and regularly traded on a recognized stock exchange in an EU country or a country with which Ireland has concluded a double taxation treaty.

U.S. Holders that do not fulfill the documentation requirements or otherwise do not qualify for the withholding tax exemption may be able to claim treaty benefits under the treaty. U.S. Holders that are entitled to benefits under the treaty will be able to claim a partial refund of the 20% withholding tax from the Irish Revenue Commissioners.

#### GAIN ON DISPOSITION

A person who is not resident or ordinarily resident in Ireland, has not been an Irish resident within the past five years and who does not carry on a trade in Ireland through a branch or agency will not be subject to Irish capital gains tax on the disposal of ordinary shares or ADSs, so long as the ordinary shares or ADSs, as the case may be, are either quoted on a stock exchange or do not derive the greater part of their value from Irish land or mineral rights. The Finance Act, 2003, has introduced provisions to subject a person who disposes of an interest in a company while temporarily non-resident in the Republic of Ireland, to Irish capital gains tax. This treatment will apply to individuals who:

- o cease to be Irish resident;
- o own the shares when they cease to be resident;
- o resume their Irish residence within five years;
- o dispose of an interest in a company during this temporary non-residence; and

- o the interest disposed of represents 5% or greater of the share capital of the company or is worth at least e500,000.

In these circumstances the person will be deemed, for Irish capital gains tax purposes, to have sold and immediately reacquired the interest in the company on the date of his or her departure and will be subject to tax at 20% of the taxable gain.

#### STAMP DUTY - ORDINARY SHARES

Irish stamp duty, which is a tax on certain documents, including CREST operator instructions, is payable on all transfers of the ordinary shares (other than between spouses) whenever a document of transfer is executed. Where the transfer is attributable to a sale, stamp duty will be charged at a rate of 1%, rounded to the nearest Euro. The stamp duty is calculated on the amount or value of the consideration (i.e. purchase price) or, if the transfer is by way of a gift (subject to certain exceptions) or for consideration less than the market value, on the market value of the shares. Where the consideration for the sale is expressed in a currency other than Euro, the duty will be charged on the Euro equivalent calculated at the rate of exchange prevailing on the date of the transfer.

Transfers of ordinary shares between associated companies (broadly, companies within a 90% group relationship, and subject to the satisfaction of certain conditions) are exempt from stamp duty in the Republic of Ireland. In the case of transfers of ordinary shares where no beneficial interest passes (e.g. a transfer of shares from a beneficial owner to his nominee), no stamp duty arises where the transfer contains the appropriate certificate and, in the absence of such certificate, a flat rate of e12.50 (the nominal rate) will apply.

#### STAMP DUTY - ADSS

A transfer by a shareholder to the depository or custodian of ordinary shares for deposit under the deposit agreement in return for ADSs and a transfer of ordinary shares from the depository or the custodian upon surrender of ADSs for the purposes of the withdrawal of the underlying ordinary shares in accordance with the terms of the deposit agreement will be stampable at the ad valorem rate if the transfer relates to a sale or contemplated sale or any other change in the beneficial ownership of such ordinary shares. However, it is not certain whether the mere withdrawal of ordinary shares in exchange for ADSs or ADSs for ordinary shares would be deemed to be a transfer of or change in the beneficial ownership which would be subject to stamp duty at the ad valorem rate. Where the transfer merely relates to a transfer where no change in the beneficial ownership in the underlying ordinary shares is effected or contemplated, no stamp duty arises where the transfer contains the appropriate certificate and, in the absence of such certificate, the nominal rate stamp duty of e12.50 applies.

Transfers of ADSs are exempt from Irish stamp duty as long as the ADSs are dealt in on the Nasdaq National Market or any recognized stock exchange in the United States or Canada.

The person accountable for payment of stamp duty is the transferee or, in the case of a transfer by way of gift, or for a consideration less than the market value, all parties to the transfer. A late or inadequate payment of stamp duty will result in a liability to pay interest, penalties and fines.

## CAPITAL ACQUISITIONS TAX

A gift or inheritance of ordinary shares or ADSs will be within the charge to Irish capital acquisitions tax, notwithstanding that the person from whom or by whom the gift or inheritance is received is domiciled or resident outside Ireland. Capital acquisitions tax is charged at a rate of 20% on the value of the transfer above a tax-free threshold. This tax-free threshold is determined by the relationship between the donor and the successor or donee. It is also affected by the amount of the current benefit and previous benefits taken since December 5, 1991 from persons within the same capital acquisitions tax relationship category insofar as the benefits were within the charge to Irish capital acquisitions tax. Gifts and inheritances between spouses are not subject to capital acquisitions tax.

The Estate Tax Convention between Ireland and the United States generally provides for Irish capital acquisitions tax paid on inheritances in Ireland to be credited against U.S. federal estate tax payable in the United States and for tax paid in the United States to be credited against tax payable in Ireland, based on priority rules set forth in the Estate Tax Convention. The Estate Tax Convention does not apply to Irish capital acquisitions tax paid on gifts.



[LOGO] KPMG

CHARTERED ACCOUNTANTS

5 George's Dock	Telephone	+353 1 410 1000
IFSC	Fax	+353 1 412 1470
Dublin 1	Internet	www.kpmg.ie
Ireland		

PRIVATE AND CONFIDENTIAL

The Board of Directors  
ICON plc  
South County Business Park  
Leopardstown  
Dublin 18  
Ireland

We consent to the use of our report dated July 25, 2003, with respect to the consolidated balance sheet of ICON plc as of May 31, 2002 and 2003, and our report dated July 26, 2002, with respect to the consolidated balance sheets of ICON plc as of May 31, 2001 and 2002, and each of the related consolidated statements of operations, shareholders' equity and comprehensive income and cash flows for each of the years in the three-year period ended May 31, 2002 and May 31, 2003, incorporated herein by reference and to the reference to our firm under the heading "Experts" in Form F-3 (Registration number 333- ).

/s/ KPMG

KPMG  
Chartered Accountants  
Dublin, Ireland  
August 6, 2003

[GRAPHIC] Member Firm of  
KPMG International

[LOGO] KPMG

CHARTERED ACCOUNTANTS

5 George's Dock	Telephone	+353 1 410 1000
IFSC	Fax	+353 1 412 1470
Dublin 1	Internet	www.kpmg.ie
Ireland		

PRIVATE AND CONFIDENTIAL

The Board of Directors  
ICON plc  
South County Business Park  
Leopardstown  
Dublin 18  
Ireland

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/s/ KPMG

KPMG  
Chartered Accountants  
Dublin, Ireland  
August 5, 2003

[GRAPHIC] Member Firm of  
KPMG International