SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	
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☐ 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.

1. Name and Address of Reporting Person*
Clerkin Nigel Bernard John

(Last) (First) (Middle)
C/O ICON PLC
SOUTH COUNTY BUSINESS PARK, LEOPARDSTOWN

(Street)
DUBLIN D18X5R3

(City) (State) (Zip)
IRELAND

(Country)

2. Issuer Name **and** Ticker or Trading Symbol
ICON PLC [ICLR]
Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director — 10% Owner
☑ Officer (give title below) — Other (specify below)
Chief Financial Officer

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		918	A	(1)(2)	4,773	D	
Ordinary Shares	08/10/2026		M		3,375	A	(2)(3)	8,148	D	
Ordinary Shares	08/11/2026		S[4]		237	D	$162.72[5]	7,911	D	
Ordinary Shares	08/11/2026		S[4]		259	D	$163.77[6]	7,652	D	
Ordinary Shares	08/11/2026		S[4]		1,591	D	$164.47[7]	6,061	D	
Ordinary Shares	08/11/2026		S[4]		180	D	$165.51[8]	5,881	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			918	(1)	(1)	Ordinary Shares	918	$0	1,837	D	
Restricted Share Units	(2)	08/10/2026		M			3,375	(3)	(3)	Ordinary Shares	3,375	$0	6,752	D	
Restricted Share Units	(2)	08/10/2026		A		14,164		(9)	(9)	Ordinary Shares	14,164	$0	14,164	D	
Stock Options	$166.05	08/10/2026		A		4,793		(10)	08/10/2034[11]	Ordinary Shares	4,793	$0	4,793	D	

Explanation of Responses:

1. These restricted share units were granted on March 6, 2025 and (i) 918 restricted share units vested on August 10, 2026, (ii) 918 restricted share units will vest on March 6, 2027, and (iii) 919 restricted share units will vest on March 6, 2028.

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. These restricted share units were granted on May 22, 2025 and (i) 3,375 restricted share units vested on August 10, 2026, (ii) 3,375 restricted share units will vest on March 6, 2027, and (iii) 3,377 restricted share units will vest on March 6, 2028.

4. 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.

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 $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.

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 $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.

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 $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.

8. 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.

9. These restricted share units were granted on August 10, 2026 and are scheduled to vest in three approximately equal installments on March 8, 2027, March 8, 2028, and March 8, 2029.

10. These stock options were granted on August 10, 2026 and are scheduled to vest in four approximately equal installments on March 8, 2027, March 8, 2028, March 8, 2029, and March 8, 2030.

11. The stock options expire on the eighth anniversary of the grant date, subject to automatic extension until the 30th trading day following any period during which trading is prohibited under the Issuer's Share Trading Policy or applicable law, but in no event later than the tenth anniversary of the grant date.

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.

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