SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person*
Balfe Barry Edward

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

(Street)
DUBLIN D18X5R3

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/18/2026

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
- [x] Director
- [ ] 10% Owner
- [x] Officer (give title below)
- [ ] Other (specify below)

Chief Executive Officer

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

6. Individual or Joint/Group Filing (Check Applicable Line)
- [x] Form filed by One Reporting Person
- [ ] Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	4,458	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	(1)	03/03/2028	Ordinary Shares	886	159.33	D	
Restricted Share Units	(2)	(2)	Ordinary Shares	28,986	(3)	D	
Restricted Share Units	(4)	(4)	Ordinary Shares	7,699	(3)	D	
Stock Options	(5)	03/03/2031	Ordinary Shares	4,480	233.88	D	
Stock Options	(6)	03/03/2030	Ordinary Shares	3,405	231.68	D	
Restricted Share Units	(7)	(7)	Ordinary Shares	3,047	(3)	D	
Stock Options	(8)	03/06/2033	Ordinary Shares	15,328	185.18	D	
Stock Options	(1)	03/03/2029	Ordinary Shares	2,131	174.96	D	
Stock Options	(9)	03/03/2032	Ordinary Shares	4,914	325.51	D	
Restricted Share Units	(10)	(10)	Ordinary Shares	728	(3)	D	
Restricted Share Units	(11)	(11)	Ordinary Shares	500	(3)	D	
Restricted Share Units	(12)	(12)	Ordinary Shares	1,664	(3)	D	

Explanation of Responses:

1. Fully vested.
2. These restricted share units were granted on October 31, 2025 and vest annually in three equal installments on the applicable anniversary of the grant date.
3. 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.
4. These restricted share units were granted on May 22, 2025 and (i) 3,849 restricted share units will vest on March 6, 2027 and (ii) 3,850 restricted share units will vest on March 6, 2028.
5. These stock options were granted on March 3, 2023. Of these options, 1,119 vested in 2025 and in 2026, 1,119 will vest in 2027 and 1,123 will vest in 2028, in each case on the applicable anniversary of the grant date.

6. These stock options were granted on March 3, 2022. Of these options, 1,135 vested in 2025 and 2026 and 1,135 will vest in 2027, in each case on the applicable anniversary of the grant date.

7. These restricted share units were granted on March 6, 2025 and (i) 1,523 restricted share units will vest on March 6, 2027 and (ii) 1,524 restricted share units will vest on March 6, 2028.

8. These stock options were granted on March 6, 2025. Of these options, 3,832 vested in 2026 and 3,832 will vest in 2027, 2028 and 2029, in each case on the applicable anniversary of the grant date.

9. These stock options were granted on March 3, 2024. Of these options, 1,228 vested in 2025 and 2026, 1,228 will vest in 2027 and 1,230 will vest in 2028, in each case on the applicable anniversary of the grant date.

10. These restricted share units were granted on August 7, 2023 and 728 restricted share units will vest on August 7, 2026.

11. These restricted share units were granted on March 3, 2024 and 500 restricted share units will vest on March 3, 2027.

12. These restricted share units were granted on March 3, 2024 and will vest in full on March 3, 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. Exhibit 24 - Power of Attorney.

/s/ Erina Joan Fox, as Attorney-in-Fact	03/18/2026
** 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 5 (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.

Exhibit 24

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned does hereby constitute and appoint Diarmaid Kevin Cunningham, Simon Peter Hollywood and Erina Joan Fox as the undersigned's true and lawful attorney-in-fact to, as applicable:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as director and officer of ICON plc (the "Company"), and submit to the U.S. Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder, Rule 144 under the Securities Act of 1933 (the "Securities Act"), and any amendments to the foregoing;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as director and officer of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder, Forms 144 in accordance with Rule 144 under the Securities Act, and any amendments to the foregoing;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Forms 144, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve to such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 under the Securities Act.

The undersigned acknowledges that each such attorney-in-fact shall not be liable to the undersigned or to any other person for any act or omission taken in good faith and in a manner reasonably believed to be within the scope of authority granted under this Power of Attorney. Each such attorney-in-fact shall not be liable for any loss, damage, or expense incurred by reason of any act or omission in connection with the exercise or purported exercise of authority under this Power of Attorney, except to the extent resulting from such attorney-in-fact's willful misconduct, or fraud. The undersigned undertakes and agrees to indemnify the attorneys-in-fact against all actions, claims, demands, proceedings, costs, charges, expenses and other losses, damages, or expenses that may be made against the attorneys-in-fact by reason of acting pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or Forms 144, as applicable, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 17th day of March, 2026.

By: /s/ Barry Edward Balfe
Barry Edward Balfe