UNITED STATES

Form 144 Filer Information SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 144

|  |  |  |
| --- | --- | --- |
| FORM 144 | NOTICE OF PROPOSED SALE OF SECURITIES |  |
|  |  |
|  | PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933 |  |

**144: Filer Information**

|  |  |  |
| --- | --- | --- |
| Filer CIK | 0001630299 |  |
| Filer CCC | XXXXXXXX |  |
| Is this a LIVE or TEST Filing? | LIVE TEST |  |
| ***Submission Contact Information*** |  |  |
| Name |  |  |
| Phone |  |  |
| E-Mail Address |  |  |
| **144: Issuer Information** |  |
| Name of Issuer |  | ICON PLC |
| SEC File Number |  | 333-08704 |
|  |  | South County Business Park |
|  |  | Leopardstown |
| Address of Issuer |  | Dublin 18 |
|  |  | IRELAND |
|  |  | D18 X5R3 |
| Phone |  | 353-1-291-2000 |
| Name of Person for Whose Account the Securities are To Be Sold | JULIE ANN ONEILL |



See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

**144: Securities Information**

|  |  |  |
| --- | --- | --- |
| **Title of the Class of** | **Name and Address of** |  |
| **Securities To Be Sold** | **the Broker** |  |
|  | Morgan Stanley Smith |  |
|  | Barney LLC Executive |  |
| Common | Financial Services |  |
| 1 New York Plaza |  |
|  |  |
|  | 38th Floor |  |
|  | New York NY 10004 |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Number of** |  | **Number of** |  | **Name the** |  |
| **Shares or** | **Aggregate** | **Shares or** | **Approximate** |  |
| **Securities** |  |
| **Other Units Market Value Other Units** | **Date of Sale** | **Exchange** |  |
| **To Be Sold** |  | **Outstanding** |  |  |
|  |  |  |  |
| 484 | 103275.92 | 81928422 | 05/22/2023 | NASD |  |

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

**144: Securities To Be Sold**

**Title of the**

**Class**

Common

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | **Nature of** | **Name of** | **Is** | **Date** | **Amount of** |  |
| **Date you** | **Person from** | **this** |  |
| **Acquisition** | **Donor** | **Securities** |  |
| **Acquired** | **Whom** | **a** |  |
| **Transaction** | **Acquired** | **Acquired** |  |
|  | **Acquired** | **Gift?** |  |

Restricted Stock

05/21/2022 Units Vested under Issuer 484 Issuer S-8



Registered Plan

**Date of** **Nature of**

**Payment** **Payment \***

05/21/2023 Services Rendered

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

**144: Securities Sold During The Past 3 Months**

Nothing to Report 

**144: Remarks and Signature**

|  |  |
| --- | --- |
| Remarks |  |
| Date of Notice | 05/22/2023 |
| ***ATTENTION:*** |  |

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Julie Ann O'Neill

***ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)***