ICON PLC /ADR/
Form 20-F
March 31, 2009

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 20-F

(Mark One)

o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2008

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission file number: 000-29714

ICON public limited company

(Exact name of Registrant as specified in its charter)

Ireland

(Jurisdiction of incorporation or organization)

South County Business Park, Leopardstown, Dublin 18, Ireland.

(Address of principal executive offices)

Ciaran Murray, CFO
South County Business Park Leopardstown, Dublin 18, Ireland.
Ciaran.Murray@iconplc.com
0011-353-1-291-2000

(Name, telephone number, email and/or facsmile number and address of Company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
American Depository Shares, representing Ordinary Shares, par value €0.06 each Ordinary Shares, par value €0.06 each	NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:
Title of each class

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:
None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 58,518,195 Ordinary Shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as determined in Rule 405 of the Securities Act.

Yes x No o

If this report is an annual or transition report, indicate by check mark if registrant is not required to file reports pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non- accelerated filer

Large Accelerated filer x	Accelerated filer o	Non-accelerated filer o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP x	International Financial Reporting Standards as issued o by the International Accounting Standards Board	Other o

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 o Item 18 o

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Yes o No x

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Part III

General

As used herein, “ICON plc”, “ICON”, the “Company” and “we” or “us” refer to ICON public limited company and consolidated subsidiaries, unless the context requires otherwise.

Unless otherwise indicated, ICON plc’s financial statements and other financial data contained in this Form 20-F are presented in United States dollars (“$”) and are prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”).

In this Form 20-F, references to “U.S. dollars”, “U.S.$” or “$” are to the lawful currency of the United States, references to “pounds sterling”, “sterling”, “£”, “pence” or “p” are to the lawful currency of the United Kingdom, references to “Euro” or “ the European single currency adopted by sixteen members of the European Union (including the Republic of Ireland, France, Germany, Spain, Italy, Finland and the Netherlands). ICON publishes its consolidated financial statements in U.S. dollars.

On July 21, 2008, the Company’s shareholders approved a bonus issue of ordinary shares (the “Bonus Issue”) to shareholders of record as of the close of business on August 8, 2008 (the “Record Date”). The Bonus Issue provided for each shareholder to receive one bonus ordinary share for each ordinary share held as of the Record Date, effecting the equivalent of a 2-for-1 stock split. The Bonus shares were issued on August 11, 2008, to Ordinary Shareholders and on August 12, 2008, to holders of American Depositary Shares (“ADSs”). The trading price of ICON’s ADSs was adjusted on NASDAQ to effect the Bonus Issue prior to the opening of trading on August 13, 2008. All outstanding ordinary share amounts referenced in the consolidated financial statements and the notes thereto have been retrospectively restated to give effect to the Bonus Issue as if it had occurred as of the date referenced.

On September 29, 2006, ICON’s shareholders approved a bonus issue of ordinary shares (the “Bonus Issue”) to shareholders of record as of the close of business on October 13, 2006 (the “Record Date”). The Bonus Issue provided for each shareholder to receive one bonus ordinary share for each ordinary share held as of the Record Date, effecting the equivalent of a 2-for-1 stock split. The Bonus shares were issued on October 16, 2006, to ordinary shareholders and on October 23, 2006 to holders of American Depositary Shares (“ADSs”). The trading price of ICON’s ADSs was adjusted on NASDAQ to effect the Bonus Issue prior to the opening of trading on October 24, 2006. All outstanding ordinary share amounts referenced in the consolidated financial statements and the notes thereto have been retrospectively restated to give effect to the Bonus Issue as if it had occurred as of the date referenced.

Cautionary Statement

Statements included herein which are not historical facts are forward looking statements. Such forward looking statements are made pursuant to the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995 (the “PSLRA”). The forward looking statements involve a number of risks and uncertainties and are subject to change at any time. In the event such risks or uncertainties materialize, our results could be materially affected. The risks and uncertainties include, but are not limited to, dependence on the pharmaceutical industry and certain clients, the need to regularly win projects and then to execute them efficiently, the challenges presented by rapid growth, competition and the continuing consolidation of the industry, the dependence on certain key executives and other factors identified in the Company’s Securities and Exchange Commission filings. The Company has no obligation under the PSLRA to update any forward looking statements and does not intend to do so.

Part I

Item 1. Identity of Directors, Senior Management and Advisors.

Not applicable.

Item 2. Offer Statistics and Expected Timetable.

Not applicable.

Item 3. Key Information.

Selected Historical Consolidated Financial Data for ICON plc

The following selected financial data set forth below are derived from ICON's consolidated financial statements and should be read in conjunction with, and are qualified by reference to, Item 5 "Operating and Financial Review and Prospects" and ICON's consolidated financial statements and related notes thereto included elsewhere in this Form 20-F.

	Year ended May 31 2004	Year ended May 31 2005	7 month Period ended December 31, 2005	Year ended December 31, 2006	Year ended December 31, 2007	Year ended December 31, 2008
	(in thousands, except share and per share data)					
Statement of Operations Data:						
Gross revenue	$ 443,875	$ 469,583	$ 275,586	$ 649,826	$ 867,473	$ 1,209,451
Reimbursable expenses (1)	(146,952)	(142,925)	(73,636)	(194,229)	(236,751)	(344,203)
Net revenue	296,923	326,658	201,950	455,597	630,722	865,248
Costs and expenses:						
Direct costs	162,562	179,661	114,004	256,263	354,479	489,238
Selling, general and administrative	88,807	103,784	62,276	136,569	187,993	248,778
Depreciation and amortization	11,171	13,331	8,094	14,949	19,008	27,728
Share based compensation (2)	—	—	6,024	—	—	—
Other charges (4)	—	11,275	—	—	—	—
Total costs and expenses	262,540	308,051	190,398	407,781	561,480	765,744
Income from operations	34,383	18,607	11,552	47,816	69,242	99,504
Net interest income / (expense)	288	979	1,272	3,640	2,738	(1,224)
Income before provision for income taxes	34,671	19,586	12,824	51,456	71,980	98,280
Provision for income taxes	(8,929)	(5,852)	(5,396)	(12,924)	(15,830)	(19,967)
Minority interest	—	(189)	(10)	(228)	(187)	(193)
Net income	$ 25,742	$ 13,545	$ 7,418	$ 38,304	$ 55,963	$ 78,120
Net income per ordinary share (3):						
Basic	$ 0.49	$ 0.24	$ 0.13	$ 0.68	$ 0.97	$ 1.34
Diluted	$ 0.47	$ 0.24	$ 0.13	$ 0.66	$ 0.94	$ 1.30

Weighted average number of ordinary shares outstanding:						
Basic	53,070,124	55,440,812	55,880,424	56,629,970	57,410,544	58,245,240
Diluted	54,812,652	56,613,780	56,990,168	57,726,668	59,495,928	60,221,587

	As of May 31,		As of December 31,			
	2004	2005	2005	2006	2007	2008
	(in thousands)					
Balance Sheet Data:						
Cash and cash equivalents	$ 55,678	$ 56,341	$ 59,509	$ 63,039	$ 76,881	$ 58,378
Short term investments	23,085	22,034	22,809	39,822	41,752	42,726
Working capital	113,813	125,288	132,312	160,321	193,271	185,957
Total assets	335,323	347,553	349,067	476,341	693,138	867,285
Total debt	—	—	4,856	5,000	94,829	105,379
Long term government grants	1,411	1,257	1,160	1,170	1,179	1,386
Shareholders' equity	$ 216,760	$ 233,066	$ 241,558	$ 302,738	$ 388,400	$ 456,366

(1) Reimbursable expenses are comprised of investigator payments and certain other costs reimbursed by clients under terms specific to each of ICON's contracts. See Note 2 (d) to the Audited Consolidated Financial Statements.

(2) $6.0 million share-based compensation expensed during the period ended December 31, 2005, was recorded in relation to the transfer of 576,000 shares from the founders of the Company to the Chief Executive Officer.

(3) Net income per ordinary share is based on the weighted average number of outstanding ordinary shares. Diluted net income per share includes potential ordinary shares from the exercise of options.

(4) Other operating charges of $11.3 million were recorded in the year ended May 31, 2005. These charges related to the recognition of an impairment in the carrying value of our investment in the central laboratory, a write-down of certain fixed assets and the lease termination and exit costs associated with the consolidation of some of our office facilities in the US.

Risk Factors

We are dependent on the continued outsourcing of research and development by the pharmaceutical, biotechnology and medical device industries.

We are dependent upon the ability and willingness of the pharmaceutical, biotechnology and medical device companies to continue to spend on research and development and to outsource the services that we provide. We are therefore subject to risks, uncertainties and trends that affect companies in these industries. We have benefited to date from the tendency of pharmaceutical, biotechnology and medical device companies to outsource clinical research projects. Any downturn in these industries or reduction in spending or outsourcing could adversely affect our business. For example, if these companies expanded upon their in-house clinical or development capabilities, they would be less likely to utilize our services. In addition, if governmental regulations were changed, they could affect the ability of our clients to operate profitably, which may lead to a decrease in research spending and therefore this could have a material adverse effect on our business.

The current economic and financial downturn may have a material adverse effect on our results.

Many of the world's largest economies and financial institutions currently face extreme financial difficulty, including a decline in asset prices, liquidity problems and limited availability of credit. It is uncertain how long this downturn will

last, but many countries are concerned that their economies may enter a deep and prolonged recession. Such difficult economic times may have a material adverse effect on our revenues, results of operations, financial condition and ability to raise capital.

We depend on a limited number of clients and a loss of or significant decrease in business from them could affect our business.

We have in the past and may in the future derive a significant portion of our net revenue from a relatively limited number of clients. A loss of, or a significant decrease in business from any one or more of such clients could have a material adverse effect on our business. During the year ended December 31, 2008, 29% of our net revenue was derived from our top five clients. During 2008, no client contributed more than 10% of net revenues. During the year ended December 31, 2007, 30% of our net revenue was derived from our top five clients. During 2007, no client contributed more than 10% of net revenues. During the year ended December 31, 2006, 35% of our net revenue was derived from our top five clients. During 2006, no client contributed more than 10% of net revenues.

If our clients discontinue using our services, or cancel or discontinue projects, our revenue will be adversely affected and we may not receive their business in the future or may not be able to attract new clients.

Our clients may discontinue using our services completely or cancel some projects either without notice or upon short notice. The termination or delay of a large contract or of multiple contracts could have a material adverse effect on our revenue and profitability. Historically, clients have cancelled or discontinued projects and may in the future cancel their contracts with us for reasons including:

the failure of products being tested to satisfy safety or efficacy requirements;

unexpected or undesired clinical results of the product;

a decision that a particular study is no longer necessary;

poor project performance, insufficient patient enrollment or investigator recruitment; or

production problems resulting in shortages of the drug.

If we lose clients, we may not be able to attract new ones, and if we lose individual projects, we may not be able to replace them.

We compete against many companies and research institutions that may be larger or more efficient than we are. This may preclude us from being given the opportunity to bid, or may prevent us from being able to competitively bid on and win new contracts.

The market for Contract Research Organizations (“CROs”) is highly competitive. We primarily compete against in-house departments of pharmaceutical companies and other CROs including Covance Inc., i3 Research (United Health Group Incorporated), Kendle International Inc., MDS Inc., Omnicare Inc., PAREXEL International Corporation, Pharmaceutical Product Development Inc., PharmaNet Development Group Inc., PRA International Inc. and Quintiles Transnational Corporation. Some of these competitors have substantially greater capital, research and development capabilities and human resources than we do. As a result, they may be selected as preferred vendors of our clients or potential clients for all projects or for significant projects, or they may be able to price projects more competitively than us. Any of these factors may prevent us from getting the opportunity to bid on new projects or prevent us from being competitive in bidding on new contracts.

Our quarterly results are dependent upon a number of factors and can fluctuate from quarter to quarter.

Our results of operations in any quarter can fluctuate depending upon, among other things, the number and scope of ongoing client projects, the commencement, postponement, variation and cancellation or termination of projects in the quarter, the mix of revenue, cost overruns, employee hiring and other factors. Our net revenue in any period is directly related to the number of employees and the percentage of these employees who were working on projects and billed to the client during that period. We may be unable to compensate for periods of underutilization during one part of a fiscal period by augmenting revenues during another part of that period. We believe that operating results for any particular quarter are not necessarily a meaningful indication of future results.

Approximately 71% of our net revenue is earned from long-term fixed-fee contracts. We would lose money in performing these contracts if the costs of performance exceed the fixed fees for these projects.

Approximately 71% of our net revenue is earned from long-term fixed fee contracts. Revenues on these contracts are agreed on contract initiation between the Company and the customer and are based on estimated time inputs to the contract. Factors considered in estimating time requirements include the complexity of the study, the number of geographical sites where trials are to be conducted and the number of patients to be recruited at each site. The Company regularly reviews the estimated hours on each contract to determine if the budget accurately reflects the agreed tasks to be performed taking into account the state of progress at the time of review. The Company further ensures that changes in scope are appropriately monitored and change orders for additional revenue are promptly negotiated for the additional work. If we were to fail to recognise and negotiate change orders for changes in the resources required or the scope of the work to be performed the Company could lose money if the costs of performance of these contracts exceeded their fixed fees.

If we fail to attract or retain qualified staff, our performance may suffer.

Our business, future success and ability to expand operations depends upon our ability to attract, hire, train and retain qualified professional, scientific and technical operating staff. We compete for qualified professionals with other CROs, temporary staffing agencies and the in-house departments of pharmaceutical, biotechnology and medical device companies. Although we have not had any difficulty attracting or retaining qualified staff in the past, there is no guarantee that we will be able to continue to attract a sufficient number of clinical research professionals at an acceptable cost.

We are highly dependent on information technology. If our systems fail or are unreliable our operations may be adversely impacted.

The efficient operation of our business depends on our information technology infrastructure and our management information systems. Our information technology infrastructure includes both third party solutions and applications designed and maintained internally. Since our Company operates on multiple platforms, the failure of our information technology infrastructure and/or our management information systems to perform could severely disrupt our business and adversely affect our results of operation. In addition, our information technology infrastructure and/or our management information systems are vulnerable to damage or interruption from natural or man-made disasters, terrorist attacks, computer viruses or hackers, power loss, or other computer systems, Internet telecommunications or data network failures. Any such interruption could adversely affect our business and results of operations.

Failure to comply with the regulations of the U.S. Food and Drug Administration and other regulatory authorities could result in substantial penalties and/or loss of business.

The U.S. Food and Drug Administration, or FDA, and other regulatory authorities inspect us from time to time to ensure that we comply with their regulations and guidelines, including environmental and health and safety matters. In addition, we must comply with the applicable regulatory requirements governing the conduct of clinical trials in all countries in which we operate. If we fail to comply with any of these requirements we could suffer:

- the termination of any research;
- the disqualification of data;
- the denial of the right to conduct business;

criminal penalties; and

other enforcement actions.

Our exposure to exchange rate fluctuations could adversely affect our results of operations.

We derived approximately 56% of our consolidated net revenue in the year ended December 31, 2008, from our operations outside of the United States. Our financial statements are presented in U.S. dollars. Accordingly, changes in exchange rates between the U.S. dollar and other currencies in which we report local results, including the pound sterling and the euro, will affect the translation of a subsidiary's financial results into U.S. dollars for purposes of reporting our consolidated financial results.

In addition, our contracts with our clients are sometimes denominated in currencies other than the currency in which we incur expenses related to such contracts. Where expenses are incurred in currencies other than those in which contracts are priced, fluctuations in the relative value of those currencies could have a material adverse effect on our results of operations. This risk is partially mitigated by clauses in certain of our contracts which allow for price renegotiation with our clients if changes in the relative value of those currencies exceed predetermined tolerances. We regularly review our currency exchange exposure and on occasion hedge a portion of this exposure using forward exchange contracts.

Liability claims brought against us could result in payment of substantial damages to plaintiffs and decrease our profitability.

We contract with physicians who serve as investigators in conducting clinical trials to test new drugs on their patients. This testing creates the risk of liability for personal injury to or death of the patients. Although investigators are generally required by law to maintain their own liability insurance, we could be named in lawsuits and incur expenses arising from any professional malpractice actions against the investigators with whom we contract. To date, we have not been subject to any liability claims that are expected to have a material effect on us.

Indemnifications provided by our clients against the risk of liability for personal injury to or death of the patients vary from client to client and from trial to trial and may not be sufficient in scope or amount or the providers may not have the financial ability to fulfill their indemnification obligations. Furthermore, we would be liable for our own negligence and that of our employees.

In addition, we maintain an appropriate level of worldwide Professional Liability/Error and Omissions Insurance. The amount of coverage we maintain depends upon the nature of the trial. We may in the future be unable to maintain or continue our current insurance coverage on the same or similar terms. If we are liable for a claim that is beyond the level of insurance coverage, we may be responsible for paying all or part of any award.

We may lose business opportunities as a result of health care reform and the expansion of managed care organizations.

Numerous governments, including the U.S. government and governments outside of the U.S., have undertaken efforts to control growing health care costs through legislation, regulation and voluntary agreements with medical care providers and drug companies. If these efforts are successful, pharmaceutical, biotechnology and medical device companies may react by spending less on research and development and therefore this could have a material adverse effect on our business.

For instance, in the past the U.S. Congress has entertained several comprehensive healthcare reform proposals. The proposals were generally intended to expand healthcare coverage for the uninsured and reduce the growth of total healthcare expenditures. While the U.S. Congress has not yet adopted any comprehensive reform proposals, members of Congress may raise similar proposals in the future. We are unable to predict the likelihood that healthcare reform proposals will be enacted into law.

In addition to healthcare reform proposals, the expansion of managed care organizations in the healthcare market may result in reduced spending on research and development. Managed care organizations' efforts to cut costs by limiting expenditures on pharmaceuticals and medical devices could result in pharmaceutical, biotechnology and medical device companies spending less on research and development. If this were to occur, we would have fewer business opportunities and our revenues could decrease, possibly materially.

We may lose business as a result of changes in the regulatory environment

Various regulatory bodies throughout the world may enact legislation which could introduce changes to the regulatory environment for drug development and research. The adoption and implementation of such legislation is difficult to predict and therefore could have a material adverse effect on our business.

We may not be able to successfully develop and market or acquire new services.

We may seek to develop and market new services that complement or expand our existing business or expand our service offerings through acquisition. If we are unable to develop new services and/or create demand for those newly developed services, or expand our service offerings through acquisition, our future business, results of operations, financial condition, and cash flows could be adversely affected.

We rely on third parties for important services.

We depend on third parties to provide us with services critical to our business. The failure of any of these third parties to adequately provide the required services could have a material adverse effect on our business.

We may make acquisitions in the future, which may lead to disruptions to our ongoing business.

We have made a number of acquisitions and will continue to review new acquisition opportunities. If we are unable to successfully integrate an acquired company, the acquisition could lead to disruptions to the business. The success of an acquisition will depend upon, among other things, our ability to:

assimilate the operations and services or products of the acquired company;

integrate acquired personnel;

retain and motivate key employees;

retain customers; and

minimize the diversion of management’s attention from other business concerns.

Acquisitions of foreign companies may also involve additional risks, including assimilating differences in foreign business practices and overcoming language and cultural barriers.

In the event that the operations of an acquired business do not meet our performance expectations, we may have to restructure the acquired business or write-off the value of some or all of the assets of the acquired business.

Failure to raise sufficient finance may affect our ability to sustain future development of the business

We have financed our operations and growth since inception primarily with cash flows from operations, net proceeds of $49.1 million raised in our initial public offering in May 1998, net proceeds of $44.3 million raised in our public offering in August 2003 and net borrowings of $105.4 million. Although we have not had difficulty in raising finance in the past, there is no guarantee that we will be able to raise sufficient capital, at an appropriate cost to the Company, to sustain future development of the business.

We rely on our interactive voice response systems to provide accurate information regarding the randomization of patients and the dosage required for patients enrolled in the trials.

We develop and maintain computer run interactive voice response systems to automatically manage the randomization of patients in trials, assign the study drug, and adjust the dosage when required for patients enrolled in trials we support. An error in the design, programming or validation of these systems could lead to inappropriate assignment or dosing of patients which could give rise to patient safety issues, invalidation of the trial, liability claims against the Company or all three.

We rely on various control measures to mitigate the risk of a serious adverse event resulting from healthy volunteer Phase I trials.

We conduct healthy volunteer Phase I trials including first-into-man trials for new clinical entities in the UK and the US. Due to the experimental nature of these studies, serious adverse events may arise. We mitigate such events by following Good Clinical Practice and ensuring appropriately trained and experienced clinical physicians are managing these trials and that internal Standard Operating Procedures and client protocols are rigorously adhered to. We also ensure that a signed contract is in place with the client in advance of clinical dosing with appropriate indemnifications and insurance coverage. We maintain our own no-faults clinical trial insurance. Following our internal review and submission, an Independent Ethics committee approves the study protocol and appropriate approval is obtained from the relevant regulatory body.

Item 4. Information on the Company.

General

We are a contract research organization ("CRO"), providing outsourced development services on a global basis to the pharmaceutical, biotechnology and medical device industries. We specialize in the strategic development, management and analysis of programs that support Clinical Development - from compound selection to Phase I-IV clinical studies.

In a highly fragmented industry, we are one of a small number of companies with the capability and expertise to conduct clinical trials in all major therapeutic areas on a global basis. At December 31, 2008, we had 6,975 employees, in 71 locations in 38 countries, providing Phase I - IV Clinical Trial Management, Drug Development Support Services, Data Management and Biostatistical, Central Laboratory and Imaging Services. We have the operational flexibility to provide development services on a stand-alone basis or as part of an integrated "full service" solution.

Headquartered in Dublin, Ireland, we began operations in 1990 and have expanded our business through internal growth and strategic acquisitions. For the year ended December 31, 2008, we derived approximately 43.8%, 47.8 % and 8.4 % of our net revenue in the United States, Europe and Rest of World, respectively.

During the year ended December 31, 2008, we commenced operations in Edinburgh, Scotland; Bogota, Colombia and New Dehli, India.

On February 11, 2008, the Company acquired 100% of the common stock of Healthcare Discoveries Inc., for an initial cash consideration of $10.9 million, excluding costs of acquisition. Healthcare Discoveries, located in San Antonio, Texas, is engaged in the provision of Phase I clinical trial management services. Certain performance milestones were built into the acquisition agreement requiring payment of additional consideration of up to $10.0 million if these milestones were achieved during the year ended December 31, 2008. No amounts have been accrued at December 31, 2008, as the milestones have not been achieved.

On November 14, 2008, the Company acquired 100% of the common stock of Prevalere Life Sciences Inc. ("Prevalere"), for an initial cash consideration of $36.8 million, excluding costs of acquisition. Prevalere, located in Whitesboro, New York, is a leading provider of bioanalytical and immunoassay services to pharmaceutical and biotechnology companies. Certain performance milestones were built into the acquisition agreement requiring potential additional consideration of up to $8.2 million if these milestones are achieved during the years ended December 31, 2008 and 2009. Additional consideration of $5.0 million has been accrued at December 31, 2008, in respect of the milestones for the year ended December 31, 2008. No amounts have been accrued for additional consideration potentially payable in respect of the milestones for the year ended December 31, 2009.

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On July 1, 2004, the Company acquired 70% of the common stock of Beacon Biosciences Inc. ("Beacon"), a leading specialist CRO, which provides a range of medical imaging services to the pharmaceutical, biotechnology and medical device industries, for an initial cash consideration of $9.9 million, excluding costs of acquisition. On December 31, 2008, the remaining 30% of the common stock was acquired by the Company for $17.4 million, excluding costs of acquisition. Certain performance milestones were built into the acquisition agreement for the remaining 30% of Beacon requiring potential additional consideration of up to $3.0 million if these milestones are achieved during the year ended December 31, 2009. At December 31, 2008, no amounts have been accrued in respect of the potential additional consideration.

On July 9, 2007, ICON plc entered into a five year committed multi-currency facility agreement for €35 million ($48.9 million) with The Governor and Company of the Bank of Ireland. Our obligations under the facility are secured by certain composite guarantees, indemnities and pledges in favor of the bank. The facility bears interest at an annual rate equal to EURIBOR plus a margin. On July 10, 2007, the Company drew down €29.5 million ($41.2 million) of the facility to fund the acquisition of DOCS International. On October 15, 2007, the remaining €5.5 million ($7.7 million) of the facility was drawn down to fund expenditure on the expansion of the Company's facility in Dublin, Republic of Ireland.

On January 2, 2009, an additional four year committed credit facility was negotiated with The Governor and Company of the Bank of Ireland for $25 million. The facility bears interest at LIBOR plus a margin and is secured by certain composite guarantees, indemnities and pledges in favor of the bank.

On October 17, 2007, an uncommitted credit facility was negotiated with Allied Irish Banks plc, for €30 million ($41.9 million). Interest is calculated at the EUR interbank rate plus a margin. The facility is secured by the same composite guarantees and indemnities in place for the Bank of Ireland committed facility. The funds were used to refinance overdraft facilities in place to fund expenditure on the expansion of the Dublin facility. On January 8, 2008, the facility with Allied Irish Banks plc was increased to €50 million ($69.9 million).

On December 22, 2008, committed credit facilities were negotiated with Allied Irish Bank plc for $75 million. The facilities comprise a one year Euro facility of approximately €20 million ($28.0 million), with the balance comprising a three year US dollar facility. The Euro facility bears interest at EURIBOR plus a margin and the US dollar facility bears interest at LIBOR plus a margin. Both facilities are secured by certain composite guarantees and pledges in favour of the bank. These facilities replace the uncommitted facilities negotiated on January 8, 2008. $28.4 million of these facilities were used to fund the acquisition of Prevalere with the remaining balance used to refinance the previous drawn uncommitted facilities.

On February 4, 2008, an uncommitted credit facility was negotiated with Citibank N.A, for $30 million. Interest is calculated at the London Interbank Market rate plus a margin. $12.0 million of this facility was drawn down in February 2008 to fund the acquisition of Healthcare Discoveries. On September 30, 2008, the $12.0 million previously drawn was repaid in full. At December 31, 2008, this facility remained un-drawn and available to the Company.

The average margin payable on the above mentioned facilities is 1.70 per cent.

On July 21, 2008, the Company's shareholders approved a bonus issue of ordinary shares (the "Bonus Issue") to shareholders of record as of the close of business on August 8, 2008 (the "Record Date"). The Bonus Issue provided for each shareholder to receive one bonus ordinary share for each ordinary share held as of the Record Date, effecting the equivalent of a 2-for-1 stock split. The Bonus shares were issued on August 11, 2008, to Ordinary Shareholders and on August 12, 2008, to holders of American Depositary Shares ("ADSs"). The trading price of ICON's ADSs was adjusted on NASDAQ to effect the Bonus Issue prior to the opening of trading on August 13, 2008. All outstanding

ordinary share amounts referenced in the consolidated financial statements and the notes thereto have been retrospectively restated to give effect to the Bonus Issue as if it had occurred as of the date referenced.

On September 29, 2006, ICON's shareholders approved a bonus issue of ordinary shares (the "Bonus Issue") to shareholders of record as of the close of business on October 13, 2006 (the "Record Date"). The Bonus Issue provided for each shareholder to receive one bonus ordinary share for each ordinary share held as of the Record Date, effecting the equivalent of a 2-for-1 stock split. The Bonus shares were issued on October 16, 2006, to Ordinary Shareholders and on October 23, 2006, to holders of American Depositary Shares ("ADSs"). The trading price of ICON's ADSs was adjusted on NASDAQ to effect the Bonus Issue prior to the opening of trading on October 24, 2006. All outstanding ordinary share amounts referenced in the consolidated financial statements and the notes thereto have been retrospectively restated to give effect to the Bonus Issue as if it had occurred as of the date referenced.

ICON plc's principal executive office is located at: South County Business Park, Leopardstown, Dublin 18, Republic of Ireland. The contact telephone number of this office is 353 (1) 291 2000.

Industry Overview

The CRO industry provides independent product development services for the pharmaceutical, biotechnology and medical device industries. Companies in these industries outsource product development services to CROs in order to manage the drug development process more efficiently and to cost-effectively maximize the profit potential of both patent-protected and generic products. The CRO industry has evolved since the 1970s from a small number of companies that provided limited clinical services to a larger number of CROs that offer a range of services that encompass the entire research and development process, including pre-clinical development, clinical trials management, clinical data management, study design, biostatistical analysis, post marketing surveillance, central laboratory and regulatory affairs services. CROs are required to provide these services in accordance with good clinical and laboratory practices, as governed by the applicable regulatory authorities.

The CRO industry is highly fragmented, consisting of several hundred small, limited-service providers and a limited number of medium-sized and large CROs with global operations. Although there are few barriers to entry for small, limited-service providers, we believe there are significant barriers to becoming a CRO with global capabilities. Some of these barriers include the infrastructure and experience necessary to serve the global demands of clients, the ability to manage simultaneously complex clinical trials in numerous countries, broad therapeutic expertise and the development and maintenance of the complex information technology systems required to integrate these capabilities. In recent years, the CRO industry has experienced consolidation, resulting in the emergence of a select group of CROs that have the capital, technical resources, integrated global capabilities and expertise to conduct multiple phases of clinical trials on behalf of pharmaceutical, biotechnology and medical device companies. We believe that some large pharmaceutical companies, rather than utilizing many CRO service providers, are selecting a limited number of CROs who are invited to bid for projects. We believe that this trend will further concentrate the market share among CROs with a track record of quality, speed, flexibility, responsiveness, global capabilities and overall development experience and expertise.

New Drug Development – Ethical Pharmaceuticals and Biologics - An Overview

Before a new drug or biologic may be marketed, it must undergo extensive testing and regulatory review in order to determine that it is safe and effective. The following discussion primarily relates to the FDA approval process for such products. Similar procedures must be followed for product development with global regulatory agencies. The stages of this development process are as follows:

Preclinical Research (approximately 1 to 3.5 years). "In vitro" (test tube) and animal studies must be conducted in accordance with applicable regulations to establish the relative toxicity of the drug over a wide range of doses and to detect any potential to cause birth defects or cancer. If results warrant continuing development of the drug or biologic, the manufacturer will file for an Investigational New Drug Application, or IND, which must become effective by the FDA before starting the proposed clinical studies.

Clinical Trials (approximately 3.5 to 6 years).

Phase I (6 months to 1 year). Consists of basic safety and pharmacology testing in 20 to 80 human subjects, usually healthy volunteers, and includes studies to determine how the drug works, if it is safe, how it is affected by other drugs, where it goes in the body, how long it remains active and how it is broken down and eliminated from the body.

Phase II (1 to 2 years). Includes basic efficacy (effectiveness) and dose-range testing in a limited patient population (usually) 100 to 200 patients to help determine the best effective dose, confirm that the drug works as expected, and provide additional safety data. If the Phase II results are satisfactory and no clinical hold is enforced by the FDA, the Sponsor may proceed to Phase III studies.

Phase III (2 to 3 years). Efficacy and safety studies in hundreds or thousands of patients at many investigational sites (hospitals and clinics). These studies can be placebo-controlled trials, in which the new drug is compared with a "sugar pill", or studies comparing the new drug with one or more drugs with established safety and efficacy profiles in the same therapeutic category.

TIND (may span late Phase II, Phase III, and FDA review). When results from Phase II or Phase III show special promise in the treatment of a serious condition for which existing therapeutic options are limited or of minimal value, the FDA may allow the Sponsor to make the new drug or biologic available to a larger number of patients through the regulated provision of a Treatment Investigational New Drug, or TIND. Although less scientifically rigorous than a controlled clinical trial, a TIND may enroll and collect a substantial amount of data from tens of thousands of patients.

NDA or BLA Preparation and Submission. Upon completion of Phase III trials, the Sponsor assembles the statistically analyzed data from all phases of development into a single large submission along with the Chemistry and Manufacturing and preclinical data and the proposed labeling into the New Drug Application (NDA), or Biologics License Application (BLA) which today comprises, on average, approximately 100,000 pages.

FDA Review & Approval of NDA or BLA (1 to 1.5 years). Data from all phases of development (including a TIND) is scrutinized to confirm that the manufacturer has complied with all applicable regulations and that the drug or biologic is safe and effective for the specific use (or "indication") under study. The FDA may refuse to accept the NDA or BLA if the Sponsor's application has certain administrative or content criteria which do meet FDA standards. The FDA may also deny approval of the drug or biologic product if applicable regulatory requirements are not satisfied.

Post-Marketing Surveillance and Phase IV Studies. Federal regulation requires the Sponsor to collect and periodically report to the FDA additional safety and efficacy data on the drug or biologic for as long as the Sponsor markets it (post-marketing surveillance). If the product is marketed outside the U.S., these reports must include data from all countries in which the drug is sold. Additional studies (Phase IV) may be undertaken after initial approval to find new uses for the drug, to test new dosage formulations, or to confirm selected non-clinical benefits, e.g., increased cost-effectiveness or improved quality of life. Additionally, FDA and other regulatory agencies are requiring Sponsors of marketed drugs or biologics to prepare Risk Management plans which are aimed at assessing areas of product risk and plans for managing such risk should they occur. The FDA Amendment Act of 2007 has imposed additional regulatory requirements on Sponsors which address product safety, to conduct post-marketing surveillance studies and to submit the clinical trial information, including clinical study results, of investigational and marketed products to a databank managed and maintained by the National Institutes of Health. The information is accessible to the public via the worldwide web. This action was taken as a result to increase "public transparency" of Sponsor's clinical studies and respective clinical results.

Key Trends Affecting the CRO Industry

CROs derive substantially all of their revenue from the research and development expenditures of pharmaceutical, biotechnology and medical device companies. Based on industry surveys and investment analyst research, we estimate that clinical development expenditures outsourced by pharmaceutical and biotechnology companies worldwide in 2007 was approximately $18 billion. We believe that the following trends create further growth opportunities for global CROs, although there is no assurance that growth will materialize.

Innovation driving new Drug Development activity.

Technologies such as combinational chemistry and high throughput screening, together with improved understanding of disease pathology (driven by scientific advances such as the mapping of the human genome) have greatly increased the number of new drug candidates being investigated in early development and greatly broadened the number of

biological mechanisms being targeted by such candidates. Arising from this innovation, funding for research and development, particularly by biotechnology companies, grew strongly in recent years. This lead to significant increased activity in both Preclinical and Phase I development which we believe will lead to more treatments in Phase II-III clinical trials. As the number of trials that need to be performed increases, we believe that drug developers will increasingly rely on CROs to manage these trials in order to continue to focus on drug discovery. However, this growth in Preclinical and Phase I development activity in the near term may be impacted by the current global economic downturn and the reduction in the availability of funding for research and development activities, in particular for smaller biotech companies.

Declining productivity within Research and Development programs.

Whilst the total number of compounds that have entered clinical development has risen over the last few years, the number of novel drugs that have successfully been approved for marketing has remained relatively stable. Pharmaceutical and biotechnology companies have responded in a number of ways including looking to extend the product life cycle of existing drugs and initiating programs to drive efficiency in the development process. One example of this has been the efforts to achieve a more seamless transition across development phases, particularly Phase I-III. In parallel regulatory initiatives such as the FDA's "Critical Path" and the emergence of techniques such as adaptive trial design are focused on ensuring unsafe or ineffective drugs are eliminated from the development process earlier, allowing effective treatments to get to patients quicker at potentially reduced development costs.

Pressure to Accelerate Time to Markets; Globalization of the Marketplace.

Reducing product development time maximizes the client's potential period of patent exclusivity, which in turn maximizes potential economic returns. We believe that clients are increasingly using CROs that have the appropriate expertise to improve the speed of product development to assist them in improving economic returns. In addition, applying for regulatory approval in multiple markets and for multiple indications simultaneously, rather than sequentially, reduces product development time and thereby maximizes economic returns. We believe that CROs with global operations and experience in a broad range of therapeutic areas are a key resource to support a global regulatory approval strategy. Alongside this, the increasing need to access pools of "treatment naive" patients is leading to the conduct of clinical trials in new "emerging regions" such as Eastern Europe, Latin America, South America and India. We believe that having access to both traditional and emerging clinical research markets gives global CROs a competitive advantage.

Emergence of the Biotechnology Sector

The nature of the drugs being developed is changing. Biotechnology is enabling the development of targeted drugs with diagnostic tests to determine a priori whether a drug will be effective given a patient's genomic profile. An increasing proportion of research and development ("R&D") expenditure is being spent on the development of highly technical drugs to treat very specific therapeutic areas. Much of this discovery expertise is found in smaller biotechnology firms. We believe that it is to these organizations that the large pharmaceutical companies will look for an increasing proportion of their new drug pipelines. Whether it is through licensing agreements, joint ventures or equity investment, we believe we will see the emergence of more strategic relationships between small discovery firms and the larger pharmaceutical groups. As the majority of these biotechnology companies do not have a clinical development infrastructure, we believe that the services offered by CROs will continue to be in demand from such companies.

Funding of Research and Development Activities of the Biotechnology Sector

The emergence of the Biotechnology sector and the increasing number of highly technical drugs being developed by these companies has resulted in increased funding for research and development in recent years. Much of this funding was aimed at small biotechniology companies who do not derive revenues from the sale of other product lines and are dependent on external funding and investment to support their research activities. The current global downturn has reduced the availability of funding to support research and development activities which may reduce the number of treatments in Phase II-III clinical trials in future years. As many of these companies are dependent on the CRO industry to manage their trials the reduction in funding may impact demand for such activities.

Cost Containment Pressures.

Over the past several years, drug companies have sought more efficient ways of conducting business due to margin pressures stemming from patent expirations, greater acceptance of generic drugs, pricing pressures caused by the impact of managed care, purchasing alliances and regulatory consideration of the economic benefit of new drugs. Consequently, drug companies are centralizing research and development, streamlining their internal structures and outsourcing certain functions to CROs, thereby converting previously fixed costs to variable costs. The CRO industry, by specializing in clinical trials management, is often able to perform the needed services with greater focus and at a lower cost than the client could perform internally.

Increasing Number of Large Long-Term Studies

We believe that to establish competitive claims, to obtain reimbursement authorization from bodies such as the National Institute for Health and Clinical Excellence in the UK, and to encourage drug prescription by physicians in some large and competitive categories, more clients need to conduct outcome studies to demonstrate, for example, that mortality rates are reduced by certain drugs. To verify such outcomes, very large patient numbers are required and they must be monitored over long time periods. We believe that as these types of studies increase there will be a commensurate increase in demand for the services of CROs who have the ability to quickly assemble large patient populations, globally if necessary, and manage this complex process throughout its duration.

A focus on long–term product safety

In the wake of a number of high profile recalls of previously approved drugs, regulatory authorities, such as the FDA and EMEA, are increasingly demanding that sponsors make arrangements to track the long-term safety of their products. The clinical trial approval process can only detect major and common adverse side effects of drugs; less common but no less serious effects may only become apparent after many years of use. As a result, there is an increase in the number of drugs given “conditional approvals” where further ‘post-approval’ studies are being mandated. In addition, prudent sponsors undertake similar studies to detect early warning signs of any potential problems with their products. Such studies may take the form of prospective long-term safety studies, simpler observational studies or registries where patients meeting specific criteria for disease or drug use are followed for long periods to detect any safety issues. CROs are well positioned to perform these studies on behalf of sponsors. Furthermore, a variety of healthcare databases containing medical and prescribing records can be “data mined” to collect patient data from very large populations in support of on-going safety and efficacy assessments. Again, this sort of data management and biostatistical activity is well performed by CROs.

Increasing Regulatory Demands.

We believe that regulatory agencies are becoming more demanding with regard to the data required to support new drug approvals and are seeking more evidence that new drugs are safer and more effective than existing products. As a result, the complexity of clinical trials and the size of regulatory submissions are driving the demand for services provided by CROs.

The ICON Strategy

ICON’s mission is to provide flexible, superior quality, global pharmaceutical development services, that enable clients to expedite development, reduce costs and establish the benefits of treatments that enhance people’s lives.

We provide these development services to clients on a stand-alone basis or as part of an integrated “full service” solution. Our primary approach is to use dedicated teams to achieve optimum results. While we believe that this

operating model differentiates us from our competition in the CRO industry and enables us to deliver high quality services to our clients, we do retain the operational flexibility to implement a range of resourcing models to suit client requirements.

Our strategy is to continue to grow by penetrating further our existing client base and adding new clients within the Phase I-IV outsourced development services market; the aim being to ensure we will be considered by every company for every major Phase I – IV project.

We intend to implement our strategy by continuing to deliver high quality services, by increasing our geographic presence, expanding the scale and range of our services and, where appropriate, cross selling these services into clients. As needed, we intend to supplement our internal growth with strategic acquisitions.

Continue to Deliver High Quality Services and Customer Satisfaction. ICON's core competency is project management, built up over the last eighteen years managing complex projects and underpinned by comprehensive and consistent processes which conform to the ISO9001:2000 quality standard.

We have extensive therapeutic and scientific knowledge residing in the organization and the capability to consistently solve the challenges that arise during clinical trials, each of which is the equivalent of a unique scientific study.

We believe our quality processes, extensive experience, customer focus and flexibility allow us to provide consistent high quality, timely and cost effective services. We believe that the resulting customer satisfaction and enhanced reputation in the industry will continue to enable us to penetrate our existing client base and add new clients.

Expand Geographic Presence. In a highly fragmented industry, we are one of a small group of organizations with the capability and expertise to conduct clinical trials on a global basis. We believe that this capability to provide our services globally in most major and developing pharmaceutical markets enhances our ability to compete for new business from large multinational pharmaceutical, biotechnology and medical device companies. We have expanded geographically through the establishment of 71 offices in 38 countries and intend to continue expanding in regions that have the potential to increase our client base or increase our investigator and patient populations. We have most recently been expanding our presence in Eastern Europe and Latin America as well as parts of Asia including India and Japan.

Increase Scale and Range of Services. We seek to enhance our competitive position by increasing the scale and range of our services. We intend to expand our clinical trials, central laboratory, digital imaging, IVRS (interactive voice recognition system), data management, statistical and consulting operations in order to capitalize further on the outsourcing opportunities currently available from our clients. The recent high profile withdrawal of several drugs from the market is also placing the spotlight on drug safety which will lead to greater emphasis, by all involved in drug development, on post-marketing safety monitoring. ICON's acquisition of Healthcare Discoveries and Prevalere have increased our capability in the early phase of clinical development and will enable ICON to offer integrated Phase I/Bioanalytical services to clients.

Cross Sell Services. By building up a full range of development services, ICON can support clients through all stages of their product lifecycle. There are signs that certain client segments are looking to rationalize their supply base down to a small number of CROs who can provide this breadth of service. A core part of our business development strategy is to "cross sell" ICON's service portfolio. By developing and maintaining close relationships with clients, we gain repeat business and achieve lateral penetration of services with the client organization.

Strategic acquisitions. Alongside organic growth, we will continue to seek strategic acquisitions that fall within and are complimentary to our existing service lines.

Services

ICON is a global provider of outsourced development services to the pharmaceutical, biotechnology and medical device industries. We specialize in the strategic development, management and analysis of programs that support Clinical Development - from compound selection to Phase I-IV clinical studies.

Our core Clinical Research business specializes in the planning, management, execution and analysis of Phase I – IV clinical trials, ranging from small studies to complex, multinational projects. Specific clinical research services offered include:

- Investigator Recruitment
- Study Monitoring and Data Collection
- Case Report Form (“CRF”) Preparation
- Patient Safety Monitoring
- Clinical Data Management
- IVR (Interactive Voice Response)
- Medical Reporting
- Patient Registries
- Outcomes Research
- Health Economics
- Strategic Analysis and Data Operations
- Clinical Pharmacology
- Bioanalysis
- Immunoassay development
- Pharmacokinetic and Pharmacodynamic analysis
- Study Protocol Preparation
- Regulatory Consulting
- Product Development Planning
- Strategic Consulting
- Medical Imaging
- Contract Staffing

An important element in monitoring patient safety during a clinical trial is the conduct of various laboratory tests on the patient’s blood, urine and other bodily fluids at appropriate intervals during the trial. The analysis of these samples must be standardized and the results must be promptly transmitted to the investigator. ICON Central Laboratories provides global central laboratory services dedicated exclusively to clinical trials. Specific services offered by ICON Central Laboratories include:

- Sample analyses
- Safety testing
- Microbiology
- Custom flow cytometry
- Electronic transmission of test results

Organizational Structure

Name	Country of incorporation	Group ownership*
ICON Clinical Research Limited	Republic of Ireland	100%
ICON Clinical Research Inc.	USA	100%
Ovation Healthcare Research 2, Inc.	USA	100%
ICON Clinical Research (UK) Limited	United Kingdom	100%
ICON Clinical Research GmbH	Germany	100%
ICON Clinical Research SARL	France	100%
ICON Clinical Research Israel Limited	Israel	100%
ICON Clinical Research Espana S.L.	Spain	100%
ICON Clinical Research Kft	Hungary	100%
ICON Clinical Research S.R.L.	Romania	100%
ICON Clinical Research LLC	Ukraine	100%
ICON Holdings	Republic of Ireland	100%
ICON Holdings Clinical Research International Limited	Republic of Ireland	100%
ICON Clinical Research S.R.O.	Czech Republic	100%
ICON Clinical Research (Canada) Inc.	Canada	100%
ICON Clinical Research Pty Limited	Australia	100%
ICON Clinical Research (New Zealand) Limited	New Zealand	100%
ICON Japan K.K.	Japan	100%
ICON Clinical Research Pte. Limited	Singapore	100%
ICON Clinical Research Korea Yuhan Hoesa	Korea	100%
ICON Clinical Research India Private Limited	India	100%
ICON Clinical Research S.A.	Argentina	100%

ICON Pesquisas Clinicas LTDA	Brazil	100%
ICON Clinical Research México, S.A. de C.V.	Mexico	100%
ICON Chile Limitada	Chile	100%
ICON Clinical Research Peru SA	Peru	100%
ICON Clinical Research Sucursal Colombia	Colombia	100%
ICON Development Solutions Limited	UK	100%
ICON Contracting Solutions, Inc.	USA	100%
DOCS International BV	Netherlands	100%
ICON Development Solutions Inc.	USA	100%
ICON Central Laboratories Inc.	USA	100%
Beacon Bioscience, Inc.	USA	100%
Healthcare Discoveries Inc	USA	100%
Prevalere Life Sciences Inc	USA	100%

* All shareholdings comprise ordinary shares.

Information Systems

Our information technology strategy is built around deploying IT systems to enable the delivery of our business services in a global environment. The focus is to provide ease of access to information for our staff and clients globally. Our current information systems are built on open standards and leading commercial business applications from vendors including Microsoft, Oracle, EMC, BEA, Phase Forward and Medidata. IT expenditure is authorized by strict IT Governance policies requiring senior level approval of all strategic IT expenditure. All critical business systems are formally delivered following a structured project management and systems delivery life cycle approach. Critical clinical information systems, which manage clinical data, are validated in accordance with FDA regulations and those of other equivalent regulatory bodies throughout the world.

In Clinical Operations, we have deployed a suite of software applications that assist in the management and tracking of our clinical trials activities. These software applications are both internally developed and commercially available applications from leading vendors in the industry. These include a clinical trials management application that tracks all relevant data in a trial and automates all management and reporting processes. In our Data Management function, we have deployed leading clinical data management solutions including Electronic Data Capture (EDC) solutions from leading industry vendors. Our state of the art workflow technology allows us to process clinical trials data seamlessly throughout the Company. We have also developed an interactive voice response system to increase the efficiency of clinical trials. This system provides features such as centralized patient randomization, drug inventory management, patient diary collection and provides our clients with a fully flexible data retrieval solution which can be utilized via telephone, internet browser or a WAP enabled device.

Recognizing that each client has its own requirements and systems, we seek to ensure an entirely flexible approach to client needs. An example of this flexibility is in the provision of portal solutions that allows clients access to study related information via a secure web based environment. We also provide secure remote access to client systems for clients who require us to utilize their internal platforms.

ICON’s strategy of using technology to enhance our global processes can be seen in our deployment of a global SOP Document Management system and a WEB based training delivery solution.

In our central laboratory, we utilize a comprehensive suite of software, including a laboratory information management system (LIMS), a kit/sample management system and a web interface system to allow clients to review results online.

Our IT systems are operated from two centralized hubs in Philadelphia and Dublin. Other offices are linked to these hubs through a resilient network that is managed by a tier one global telecommunications provider. Traveling staff can also access all systems via secure remote dial up facilities. A global corporate intranet portal provides access to all authorized data and applications for our internal staff as well as providing an internal platform for company wide communication.

Sales and Marketing

Our global sales and marketing strategy is to focus our business development efforts on pharmaceutical, biotechnology and medical device companies whose development projects are advancing. By developing and maintaining close relationships with our clients, we gain repeat business, can leverage a full service portfolio and achieve lateral penetration into other therapeutic divisions where applicable. Simultaneously, we are actively establishing new client relationships.

While our sales and marketing activities are carried out locally by executives in each of the major locations, the sales and marketing process is coordinated centrally to ensure a consistent and differentiated market positioning for ICON and ongoing development of the ICON brand. In addition, all our business development professionals, senior executives and project team leaders share responsibility for the maintenance of key client relationships and business development activities.

Clients

In the year ended December 31, 2008, revenue was earned from over 400 clients, including all of the top 20 pharmaceutical companies as ranked by 2007 revenues.

We have in the past and may in the future derive a significant portion of our net revenue from a relatively limited number of major projects or clients. During the year ended December 31, 2008, 29% of our net revenue was derived from our top five clients and no one client contributed more than 10% of net revenues. During the year ended December 31, 2007, 30% of our net revenue was derived from our top five clients and no one client contributed more than 10% of net revenues. During the year ended December 31, 2006, 35% of our net revenue was derived from our top five clients and no one client contributed more than 10% of net revenues. We believe that the importance of certain clients reflects our success in penetrating our client base. The loss of, or a significant decrease in business from one or more of these key clients could result in a material adverse effect.

Contractual Arrangements

We are generally awarded contracts based upon our response to requests for proposals received from pharmaceutical, biotechnology and medical device industries.

Most of our revenues are earned from contracts which are fixed price, based on certain activities and performance specifications. Payment terms usually provide either for payments based on the achievement of certain identified milestones or activity levels or monthly payments according to a fixed payment schedule over the life of the contract. Where clients request changes in the scope of a trial or in the services to be provided by us, a change order or amendment is issued often resulting in additional revenues for us. We also contract on a “fee-for-service,” or “time and materials” basis, but this accounts for a small portion of overall project activities.

Contract terms may range from several weeks to several years depending on the nature of the work to be performed. In most cases, a portion of the contract fee, typically 10% to 20%, is paid at the time the study or trial is started. The balance of the contract fee payable is generally payable in installments over the study or trial duration and may be based on the achievement of certain performance targets or “milestones” or, to a lesser extent, on a fixed monthly payment schedule. For instance, installment payments may be based on patient enrollment or delivery of the database. Reimbursable expenses are typically estimated and budgeted within the contract and invoiced on a monthly basis. Reimbursable expenses include payments to investigators, travel and accommodation costs and various other direct costs incurred in the course of the clinical trial which are fully reimbursable by the client.

Most of our contracts are terminable immediately by the client with justifiable cause or with 30 to 90 days notice without cause. In the event of termination, we are entitled to all sums owed for work performed through the notice of termination and certain costs associated with termination of the study. Termination or delay in the performance of a contract occurs for various reasons, including, but not limited to, unexpected or undesired results, production problems resulting in shortages of the drug, adverse patient reactions to the drug, the client's decision to de-emphasize a particular trial or inadequate patient enrollment or investigator recruitment.

Backlog

Our backlog consists of potential net revenue yet to be earned from projects awarded by clients.

At December 31, 2008, we had a backlog of approximately $1.7 billion, compared with approximately $1.3 billion at December 31, 2007. We believe that our backlog as of any date is not necessarily a meaningful predictor of future results, due to the potential for cancellation or delay of the projects underlying the backlog, and no assurances can be given that we will be able to realize this backlog as net revenue.

Competition

The CRO industry is highly fragmented, consisting of several hundred small, limited-service providers and a limited number of medium-sized and large CROs with global operations. We primarily compete against in-house departments of pharmaceutical companies and other CROs with global operations. Some of these competitors have substantially greater capital, technical and other resources than us. CROs generally compete on the basis of previous experience, the quality of contract research, the ability to organize and manage large-scale trials on a global basis, the ability to manage large and complex medical databases, the ability to provide statistical and regulatory services, the ability to recruit suitable investigators, the ability to integrate information technology with systems to improve the efficiency of contract research, an international presence with strategically located facilities, financial viability, medical and scientific expertise in specific therapeutic areas and price. We believe that we compete favorably in these areas. Our principal CRO competitors are Covance Inc., i3 Research (United Health Group Incorporated), Kendle International Inc., MDS Inc., Omnicare Inc., PAREXEL International Corporation, Pharmaceutical Product Development Inc., PharmaNet Development Group Inc., PRA International Inc. and Quintiles Transnational Corporation. The trend toward CRO industry consolidation has resulted in heightened competition among the larger CROs for clients and acquisition candidates.

Government Regulation

Regulation of Clinical Trials

The clinical investigation of new drugs is highly regulated by government agencies. The standard for the conduct of clinical research and development studies is Good Clinical Practice, which stipulates procedures designed to ensure the quality and integrity of data obtained from clinical testing and to protect the rights and safety of clinical subjects.

Regulatory authorities, including the FDA, have promulgated regulations and guidelines that pertain to applications to initiate trials of products, the approval and conduct of studies, report and record retention, informed consent, applications for the approval of drugs and post-marketing requirements. Pursuant to these regulations and guidelines, service providers that assume the obligations of a drug sponsor are required to comply with applicable regulations and are subject to regulatory action for failure to comply with such regulations and guidelines. In the United States and Europe, the trend has been in the direction of increased regulation by the applicable regulatory authority.

In providing our services in the United States, we are obligated to comply with FDA requirements governing such activities. These include ensuring that the study is approved by an appropriate independent review board (IRB)/Ethics Committee, obtaining patient informed consents, verifying qualifications of investigators, reporting patients' adverse reactions to drugs and maintaining thorough and accurate records. We must maintain critical documents for each study for specified periods, and such documents may be reviewed by the study sponsor and the FDA during audits.

The services we provide outside the United States are ultimately subject to similar regulation by the relevant regulatory authority, including the Medicines Control Agency in the United Kingdom and the Bundesinstitut für

Arzneimittel und Medizinprodukte in Germany. In addition, our activities in Europe are affected by the European Medicines Evaluation Agency, which is based in London, England.

We must retain records for each study for specified periods for inspection by the client and by the applicable regulatory authority during audits. If such audits document that we have failed to comply adequately with applicable regulations and guidelines, it could result in a material adverse effect. In addition, our failure to comply with applicable regulation and guidelines, depending on the extent of the failure, could result in fines, debarment, termination or suspension of ongoing research or the disqualification of data, any of which could also result in a material adverse effect.

Potential Liability and Insurance

We contract with physicians who serve as investigators in conducting clinical trials to test new drugs on their patients. Such testing creates a risk of liability for personal injury to or death of the patients resulting from adverse reactions to the drugs administered. In addition, although we do not believe that we are legally accountable for the medical care rendered by third party investigators, it is possible that we could be subject to claims and expenses arising from any professional malpractice of the investigators with whom we contract. We also could be held liable for errors or omissions in connection with the services we perform.

From time to time, we are asked to act as the legal representative of a client in certain jurisdictions where the client does not itself have a legal entity but where legislation requires it to do so. As we believe that acting as legal representative of clients might expose us to a higher risk of liability, there is an entity within the ICON Group designated to provide this service in relevant jurisdictions subject to certain preconditions being met. The preconditions relate to obtaining protections such as specific insurance and indemnities from the client to cover the nature of the exposure.

We believe that the risk of liability to patients in clinical trials is mitigated by various regulatory requirements, including the role of institutional review boards and the need to obtain each patient's informed consent. The FDA requires each human clinical trial to be reviewed and approved by the institutional review board at each study site. An institutional review board is an independent committee that includes both medical and non-medical personnel and is obligated to protect the interests of patients enrolled in the trial. After the trial begins, the institutional review board monitors the protocol and measures designed to protect patients, such as the requirement to obtain informed consent.

We further attempt to reduce our risks through contractual indemnification provisions with clients and through insurance maintained by clients, investigators and us. However, the contractual indemnifications generally do not protect us against certain of our own actions such as negligence, the terms and scope of such indemnification vary from client to client and from trial to trial, and the financial performance of these indemnities is not secured. Therefore, we bear the risk that the indemnity may not be sufficient or that the indemnifying party may not have the financial ability to fulfill its indemnification obligations. We maintain worldwide professional liability insurance. We believe that our insurance coverage is adequate. There can be no assurance, however, that we will be able to maintain such insurance coverage on terms acceptable to us, if at all. We could be materially adversely affected if we were required to pay damages or bear the costs of defending any claim outside the scope of or in excess of a contractual indemnification provision or beyond the level of insurance coverage or in the event that an indemnifying party does not fulfill its indemnification obligations.

Description of Property

We lease all but one of our facilities under operating leases.

Our principal executive offices are located in South County Business Park, Leopardstown, Dublin, Republic of Ireland, where we own an office facility on approximately four and a half acres. In July 2008 we completed an expansion of this facility, extending the facility by approximately 12,900 square meters to approximately 15,800

square meters.

We maintain three offices in New York, two offices in each of the following US cities: Philadelphia, Chicago, San Antonio and San Francisco, and one office in each of the following US cities: Irvine, Nashville, Wilmington, Raleigh, Baltimore, Tampa, San Diego, Salt Lake City and Houston.

Our European operations maintain two offices in Manchester, Paris, Amsterdam, Stockholm and Warsaw, and one office in each of the following cities: Southampton, Cambridge, Marlow, Frankfurt, Munich, Berlin, Helsinki, Copenhagen, Milan, Barcelona, Riga, Budapest, Vilinius, Prague, Kiev, Bucharest, Moscow, Novosibirsk and Tel Aviv.

Our Rest of World offices are located in Auckland, Sydney, Tokyo, Osaka, Seoul, Beijing, Taipei, Hong Kong, Bangkok, Singapore, Chennai, Bangalore, New Dehli, Johannesburg, Montreal, Mexico City, Sao Paolo, Lima, Buenos Aires, Bogota and Santiago.

Unresolved Staff Comments

Not applicable.

Item 5. Operating and Financial Review and Prospects

The following discussion and analysis should be read in conjunction with our Consolidated Financial Statements, accompanying notes and other financial information, appearing in Item 18. The Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States.

Overview

We are a contract research organization ("CRO"), providing outsourced development services on a global basis to the pharmaceutical, biotechnology and medical device industries. We specialize in the strategic development, management and analysis of programs that support Clinical Development - from compound selection to Phase I-IV clinical studies. We have the operational flexibility to provide development services on a stand-alone basis or as part of an integrated "full service" solution. Our preferred approach is to use dedicated teams to achieve optimum results, but we can implement a range of resourcing models to suit client requirements, and increasingly our teams are flexibly applied to minimize costs for our clients.

In a highly fragmented industry, we are one of a small number of companies with the capability and expertise to conduct clinical trials in all major therapeutic areas on a global basis. Currently, we have 6,975 employees, in 71 locations in 38 countries, providing Phase I - IV Clinical Trial Management, Drug Development Support Services, Data Management and Biostatistics and Central Laboratory and Imaging Services. For the year ended December 31, 2008, we derived approximately 43.8%, 47.8% and 8.4% of our net revenue in the United States, Europe and Rest of World, respectively.

Revenue consists primarily of fees earned under contracts with third-party clients. In most cases, a portion of the contract fee is paid at the time the study or trial is started, with the balance of the contract fee generally payable in installments over the study or trial duration, based on the achievement of certain performance targets or "milestones". Revenue for contracts is recognized on a proportional performance method based on the relationship between time incurred and the total estimated duration of the trial or on a fee-for-service basis according to the particular circumstances of the contract. As is customary in the CRO industry, we contract with third party investigators in connection with clinical trials. All investigator fees and certain other costs, where reimbursed by clients, are, in accordance with industry practice, deducted from gross revenue to arrive at net revenue. As these costs vary from contract to contract, we view net revenue as our primary measure of revenue growth.

Direct costs consist primarily of compensation, associated fringe benefits and share based compensation expense for project-related employees and other direct project driven costs. Selling, general and administrative expenses consist of compensation, related fringe benefits and share based compensation expense for selling and administrative employees, professional services, advertising costs and all costs related to facilities and information systems.

Our backlog consists of potential net revenue yet to be earned from projects awarded by clients. At December 31, 2008, we had a backlog of approximately $1.7 billion, compared with approximately $1.3 billion at December 31, 2007. We believe that our backlog as of any date is not necessarily a meaningful predictor of future results, due to the

potential for cancellation or delay of the projects underlying the backlog, and no assurances can be given that we will be able to realize this backlog as net revenue.

As the nature of ICON's business involves the management of projects having a typical duration of one to three years, the commencement or completion of projects in a fiscal year can have a material impact on revenues earned with the relevant clients in such years. In addition, as we typically work with some, but not all, divisions of a client, fluctuations in the number and status of available projects within such divisions can also have a material impact on revenues earned from such clients from year to year.

Although we are domiciled in Ireland, we report our results in U.S. dollars. As a consequence the results of our non-U.S. based operations, when translated into U.S. dollars, could be materially affected by fluctuations in exchange rates between the U.S. dollar and the currencies of those operations.

In addition to translation exposures, we are also subject to transaction exposures because the currency in which contracts are priced can be different from the currencies in which costs relating to those contracts are incurred. We have 20 operations operating in U.S. dollars, 11 trading in Euros, 5 in pounds Sterling, 3 in Indian Rupee, 2 each in Russian Rouble, Japanese Yen, Swedish Krona and Polish Zloty, and 1 each in Australian dollars, Singapore dollars, Israeli New Shekels, Latvian Lats, Argentine Peso, South African Rand, Canadian dollar, Hungarian Forint, Danish Krone, Czech Koruna, Ukraine Hryvnia, Romanian New Leu, Hong Kong dollar, Taiwan dollar, Mexican Peso, Brazilian Real, Chilean Peso, South Korean Won, Thai Baht, Chinese Yuan Renminbi, Lithuanian Litas, Colombian Peso, Peruvian Neuvo Sol & New Zealand dollars. Our operations in the United States are not materially exposed to such currency differences as the majority of our revenues and costs are in U.S. dollars. However, outside the United States the multinational nature of our activities means that contracts are usually priced in a single currency, most often U.S. dollars, Euros or pounds Sterling, while costs arise in a number of currencies, depending, among other things, on which of our offices provide staff for the contract, and the location of investigator sites. Although many such contracts benefit from some degree of natural hedging due to the matching of contract revenues and costs in the same currency, where costs are incurred in currencies other than those in which contracts are priced, fluctuations in the relative value of those currencies could have a material effect on ICON's results of operations. We regularly review our currency exposures and, when appropriate, hedge a portion of these, using forward exchange contracts, where they are not covered by natural hedges. In addition, we usually negotiate currency fluctuation clauses in our contracts which allow for price negotiation if changes in the relative value of those currencies exceed predetermined tolerances.

As we conduct operations on a global basis, our effective tax rate has depended and will depend on the geographic distribution of our revenue and earnings among locations with varying tax rates. ICON's results of operations therefore may be affected by changes in the tax rates of the various jurisdictions. In particular, as the geographic mix of our results of operations among various tax jurisdictions changes, our effective tax rate may vary significantly from period to period.

Operating Results

The following table sets forth for the periods indicated certain financial data as a percentage of net revenue and the percentage change in these items compared to the prior comparable period. The trends illustrated in the following table may not be indicative of future results.

	Jan 1, 2007 to Dec 31, 2007	Jan 1, 2008 to Dec 31, 2008	Jan 1, 2007 to Dec 31, 2007	Jan 1, 2008 to Dec 31, 2008
	Percentage of Net Revenue		Percentage Increase	
Net revenue	100%	100%	38.4%	37.2%
Costs and expenses: Direct costs	56.2%	56.5%	38.3%	38.0%
Selling, general and administrative	29.8%	28.8%	37.6%	32.3%

Depreciation and amortization	3.0%	3.2%	27.2%	45.9%
Income from operations	11.0%	11.5%	44.8%	43.7%

Year ended December 31, 2008 compared to year ended December 31, 2007

Net revenue for the year increased by $234.5 million, or 37.2%, from $630.7 million for the year ended December 31, 2007 to $865.2 million for the year ended December 31, 2008. Revenues in the United States, Europe and the Rest of World increased by 20.0%, 48.3%, and 102.2% respectively. In the year ended December 31, 2008, net revenue from our central laboratory business increased by 32.9%, from $53.5 million, to $71.1 million, while our clinical research segment improved by 37.6%, from $577.2 million to $794.1 million. This increase has resulted from a combination of increased business from existing clients, business won from new clients and increased use of outsourcing by the pharmaceutical, biotechnology and medical device industries.

Direct costs for the year increased by $134.8 million, or 38.0%, from $354.5 million for the year ended December 31, 2007 to $489.2 million for the year ended December 31, 2008. Direct costs as a percentage of net revenue increased to 56.5% in the year ended December 31, 2008, compared to 56.2% in the year ended December 31, 2007. The primary reason for this increase was an increase in personnel related costs of $120.7 million resulting from an increase in the number of project related employees of over 990. The remainder of the increase resulted primarily from increased laboratory and consulting expenses.

Selling, general and administrative expenses for the year increased by $60.8 million, or 32.3%, from $188.0 million for the year ended December 31, 2007, to $248.8 million for the year ended December 31, 2008. As a percentage of net revenue, selling, general and administrative expenses, decreased from 29.8% for the year ended December 31, 2007, to 28.8% for the year ended December 31, 2008. The increase in absolute terms is primarily driven by increased personnel costs of $34.5 million, principally driven by increased levels of both administrative and operations infrastructure staff to support expanding operations and revenue growth. In addition to these personnel costs there were additional rental charges of $7.5 million, from further office openings in 2008, increased professional, legal and accounting costs of $5.4 million, increased utility costs of $5.5 million and an increase of $4.3 million in relation to support and maintenance costs. These increases were partially offset by a gain in relation to realized and unrealized foreign exchange of $2.3 million which compared with a loss of $6.3 million for the year ended December 31, 2007. These gains arise on the revaluation of monetary assets and liabilities throughout the year.

Total share based compensation expense recognized during the year ended December 31, 2008, amounted to $6.1 milllion compared to $5.7 million during the year ended December 31, 2007.

Depreciation and amortization expense for the year increased by $8.7 million, or 45.9%, from $19.0 million for the year ended December 31, 2007, to $27.7 million for the year ended December 31, 2008. As a percentage of net revenue, depreciation and amortization increased from 3.0% of net revenues for the year ended December 31, 2007, to 3.2% for the year ended December 31, 2008. This increase relates primarily to our investment in facilities and equipment to enable our continued growth. Capital expenditures were $71.4 million in 2008. $24.6 million of this spend is attributable to expenditure on the expansion of our facility in Dublin, Republic of Ireland, while the balance relates to the Company’s continued investment in facilities and information technology to support our continued growth globally. We expect depreciation in 2009 to increase as a result of this investment.

Income from operations for the year increased by $30.3 million, or 43.7%, from $69.2 million for the year ended December 31, 2007 to $99.5 million for the year ended December 31, 2008. As a percentage of net revenue, income from operations increased from 11.0% of net revenues for the year ended December 31, 2007, to 11.5% for the year ended December 31, 2008. Operating margins for our central laboratory business were 7.8% for the year ended December 31, 2008, compared to 6.9% for the year ended December 31, 2007. The central laboratory constitutes approximately 8.2% of our business revenues for the year ended December 31, 2008. Operating margins for our clinical research segment increased to 11.8% for the year ended December 31, 2008, from 11.4% for the year ended December 31, 2007.

Net interest expense for the year ended December 31, 2008, was $1.2 million, compared with net interest income of $2.7 million for the year ended December 31, 2007. The Company has entered into a number of significant banking facilities since July 2007. These facilities have been used to fund the acquisitions of DOCS International in July 2007, Healthcare Discoveries in February 2008 and Prevalere in November 2008, and also to fund the expansion of the Company's Dublin facility.

Our provision for income taxes increased from $15.8 million for the year ended December 31, 2007, to $20.0 million for the year ended December 31, 2008. ICON plc's effective tax rate for the year ended December 31, 2008, was 20.3% compared with 22.0% for the year ended December 31, 2007. The effective tax rate is principally a function of the distribution of pre-tax profits in the territories in which the Group operates.

Year ended December 31, 2007 compared to year ended December 31, 2006

Net revenue increased by $175.1 million, or 38.4%, from $455.6 million to $630.7 million. Revenues in the United States, Europe and the Rest of World increased by 18.7%, 71.2% and 35.0% respectively. In the year ended December 31, 2007, net revenue from our central laboratory business increased by 13.3%, from $47.2 million, to $53.5 million, while our clinical research segment improved by 41.3%, from $408.4 million to $577.2 million, over the prior period. This increase in net revenue has resulted from a combination of increased business from existing clients, business won from new clients, increased use of outsourcing by the pharmaceutical, biotechnology and medical device industries and an underlying increase in research and development spending.

Direct costs increased by $98.2 million, or 38.3%, from $256.3 million to $354.5 million. Direct costs as a percentage of net revenue remained static at 56.2% in the year ended December 31, 2007, compared to the year ended December 31, 2006. The primary reason for the increase in direct costs was the increase in personnel related costs of $86.3 million resulting from the increase in direct headcount of over 1,100 employees. The remainder of the increase resulted primarily from increased laboratory and consulting expenses.

Selling, general and administrative expenses increased by $51.4 million, or 37.6%, from $136.6 million to $188.0 million. As a percentage of net revenue, selling, general and administrative expenses, decreased from 30.0% for the year ended December 31, 2006, to 29.8% for the year ended December 31, 2007. The increase in SG&A costs is primarily driven by increased personnel costs of $22.0 million principally driven by the increased levels of both administrative and operations infrastructure staff to support expanding operations and revenue growth. In addition to these personnel costs there were additional rental charges of $4.9 million from further office openings in 2007, increased professional, legal and accounting costs of $4.5 million, increased information technology costs of $3.8 million, an increase of $4.7 million in relation to realized and unrealized foreign exchange loss and increased temporary staff and recruitment costs of $6.6 million.

The total share based compensation expense recognized during the year ended December 31, 2007 amounted to $5.7m compared to $4.1 million during the year ended December 31, 2006.

Depreciation and amortization expense increased by $4.1 million, or 27.2%, from $14.9 million to $19.0 million. As a percentage of net revenue, depreciation and amortization decreased from 3.3% of net revenues for the year ended December 31, 2006, to 3.0% for the year ended December 31, 2007. This increase in absolute terms relates primarily to our investment in facilities and equipment to enable our continued growth. Capital expenditures were $75.7 million in 2007. $37.9 million of this spend is attributable to the construction of the Company's new headquarter building in Dublin, Republic of Ireland, while the balance relates to the Company's continued investment in facilities and information technology to support its continued growth globally. We expect depreciation in 2008 to increase as a result of this investment.

Income from operations increased by $21.4 million, or 44.8%, from $47.8 million to $69.2 million. As a percentage of net revenue, income from operations increased from 10.5% of net revenues for the year ended December 31, 2006, to 11% for the year ended December 31, 2007. The year ended December 31, 2007, saw a continued improvement in the performance of the central laboratory business, with results improving from an operating profit of 4.9% for the year ended December 31, 2006, to an operating profit of 6.9% for the year ended December 31, 2007. The central laboratory constitutes approximately 8.5% of our business revenues for the year ended December 31, 2007. Operating

margins for our clinical research segment increased to 11.4% in the year ended December 31, 2007, from 11.1% for the year ended December 31, 2006.

Net interest income for the year ended December 31, 2007, was $2.7 million, a decrease of $0.9 million from the year ended December 31, 2006. The Company entered into two significant banking facilities during 2007 to fund the acquisition of DOCS International in July 2007 $40.6 million (€29.5 million) and expenditure on the expansion of the Company’s facility.

Our provision for income taxes increased from $12.9 million for the year ended December 31, 2006, to $15.8 million for the year ended December 31, 2007. ICON plc's effective tax rate for the year ended December 31, 2007, was 22% compared with 25% for the year ended December 31, 2006. The effective tax rate is principally a function of the distribution of pre-tax profits in the territories in which the Group operates.

Liquidity and Capital Resources

The CRO industry generally is not capital intensive. Since our inception, we have financed our operations and growth primarily with cash flows from operations, net proceeds of $49.1 million raised in our initial public offering in May 1998, net proceeds of $44.3 million raised in our public offering in August 2003 and net borrowings of $105.4 million. Our principal operating cash needs are payment of salaries, office rents, travel expenditures and payments to investigators. The aggregate amount of employee compensation, excluding stock compensation expense, paid by us and our subsidiaries for the years ended December 31, 2006, December 31, 2007 and December 31, 2008, amounted to $274.6 million, $382.7 million and $528.5 million respectively. Investing activities primarily reflect capital expenditures for facilities, information systems enhancements, the purchase of short-term investments and acquisitions.

Our clinical research and development contracts are generally fixed price with some variable components and range in duration from a few weeks to several years. Revenue from contracts is generally recognized as income on the basis of the relationship between time incurred and the total estimated contract duration or on a fee-for-service basis. The cash flow from contracts typically consists of a down payment of between 10% and 20% paid at the time the contract is entered into, with the balance paid in installments over the contract's duration, in some cases on the achievement of certain milestones. Accordingly, cash receipts do not correspond to costs incurred and revenue recognized on contracts.

As of December 31, 2008, our working capital was $186.0 million, compared to $193.3 million at December 31, 2007. The most significant influence on our operating cash flow is revenue outstanding, which comprises accounts receivable and unbilled revenue, less payments on account. The dollar values of these amounts and the related days revenue outstanding can vary due to the achievement of contractual milestones and the timing of cash receipts. The number of days revenue outstanding was 70 days at December 31, 2008 and 66 days at December 31, 2007.

Net cash provided by operating activities was $81.3 million for the year ended December 31, 2008, compared with $43.0 million for the year ended December 31, 2007 and $50.5 million for the year ended December 31, 2006. The increase in cash provided from operating activities arises primarily from an increase in the profits of the Company during the current year.

Net cash used in investing activities was $117.4 million for the year ended December 31, 2008, compared with $118.5 million for the year ended December 31, 2007 and $55.3 million in the year ended December 31, 2006. Net cash used in the year ended December 31, 2008 arises principally from capital expenditure and the purchase of subsidiary undertakings. Capital expenditure for the year ended December 31, 2008, amounted to $67.9 million, and included expenditure on the expansion of the Company's facility in Dublin, Republic of Ireland, together with continued investment in global infrastructure and information technology systems to support ongoing expansion. Cash paid for the purchase of subsidiary undertakings during the year ended December 31, 2008, amounted to $49.5 million, and included the acquisitions of Healthcare Discoveries in February 2008 and Prevalere Life Sciences in November 2008.

Net cash provided by financing activities was $22.3 million for the year ended December 31, 2008, compared with $94.0 million for the year ended December 31, 2007 and $7.7 million in the year ended December 31, 2006. We received an additional $10.0 million in net borrowings during the year ended December 31, 2008, $8.5 million on the exercise of share options and $4.1 million in income tax benefits from the exercise of share options. During the year

ended December 31, 2007, we received $89.8 million in net borrowings, $5.3 million from the exercise of share options and $1.5 million in income tax benefits from the exercise of share options.

As a result of these cash flows, cash and cash equivalents at December 31, 2008, was $58.4 million, a decrease of $18.5 million for the year ended December 31, 2008, compared to an increase of $13.8 million for the year ended December 31, 2007, and an increase of $3.5 million for the year ended December 31, 2006. Net debt at December 31, 2008, amounted to $4.3 million, comprising cash and cash equivalents of $58.4 million, short term investments of $42.7 million, less bank credit lines and loan facilities of $105.4 million. Net cash at December 31, 2007, amounted to $23.8 million, comprising cash and cash equivalents of $76.9 million, short term investments of $41.6 million, less bank credit lines and facilities of $94.8 million.

On July 9, 2007, ICON plc entered into a five year committed multi-currency facility agreement for €35 million ($48.9 million) with The Governor and Company of the Bank of Ireland. Our obligations under the facility are secured by certain composite guarantees, indemnities and pledges in favor of the bank. The facility bears interest at an annual rate equal to the EURIBOR plus a margin. On July 10, 2007, the Company drew down €29.5 million ($41.2 million) of the facility to fund the acquisition of DOCS International. On October 15, 2007, the remaining €5.5 million ($7.7 million) of the facility was drawn down to fund expenditure on the expansion of the Company's facility in Dublin, Republic of Ireland.

On January 2, 2009, an additional four year committed credit facility was negotiated with The Governor and Company of the Bank of Ireland for $25 million. The facility bears interest at LIBOR plus a margin and is secured by certain composite guarantees, indemnities and pledges in favour of the bank.

On October 17, 2007, an uncommitted credit facility was negotiated with Allied Irish Bank plc, for €30 million ($41.9 million). Interest is calculated at the EUR interbank rate plus a margin. The facility is secured by the same composite guarantees and indemnities in place for the Bank of Ireland committed facility. The funds were used to refinance overdraft facilities in place to fund expenditure on the expansion of the Dublin facility. On January 8, 2008, the facility with Allied Irish Banks plc was increased to €50 million ($69.9 million).

On December 22, 2008, committed credit facilities were negotiated with Allied Irish Bank plc for $75 million. The facilities comprise a one year Euro facility of approximately €20 million ($28.0 million), with the balance comprising a three year US dollar facility. The Euro facility bears interest at EURIBOR plus a margin and the US dollar facility bears interest at LIBOR plus a margin. Both facilities are secured by certain composite guarantees and pledges in favour of the bank. These facilities replace the uncommitted facilities negotiated on January 8, 2008. $28.4 million of these facilities were used to fund the acquisition of Prevalere with the remaining balance used to refinance the previous drawn uncommitted facilities.

On February 4, 2008, an uncommitted credit facility was negotiated with Citibank N.A, for $30 million. Interest is calculated at the London Interbank Market rate plus a margin. $12.0 million of this facility was drawn down in February 2008 to fund the acquisition of Healthcare Discoveries. On September 30, 2008, the $12.0 million previously drawn was repaid in full. At December 31, 2008, this facility remained un-drawn and available to the Company.

The average margin payable on the above mentioned facilities is 1.70 per cent..

On February 11, 2008, the Company acquired 100% of the common stock of Healthcare Discoveries Inc., for an initial cash consideration of $10.9 million, excluding costs of acquisition. Healthcare Discoveries, located in San Antonio, Texas, is engaged in the provision of Phase I clinical trial management services. Certain performance milestones were built into the acquisition agreement requiring payment of additional consideration of up to $10.0 million if these milestones were achieved during the year ended December 31, 2008. No amounts have been accrued at December 31, 2008, as the milestones have not been achieved.

On November 14, 2008, the Company acquired 100% of the common stock of Prevalere Life Sciences Inc. ("Prevalere"), for an initial cash consideration of $36.8 million, excluding costs of acquisition. Prevalere, located in Whitesboro, New York, is a leading provider of bioanalytical and immunoassay services to pharmaceutical and biotechnology companies. Certain performance milestones were built into the acquisition agreement requiring potential additional consideration of up to $8.2 million if these milestones are achieved during the years ended December 31, 2008 and 2009. Additional consideration of $5.0 million has been accrued at December 31, 2008, in respect of the milestones for the year ended December 31, 2008. No amounts have been accrued for additional consideration potentially payable in respect of the milestones for the year ended December 31, 2009.

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On July 1, 2004, the Company acquired 70% of the common stock of Beacon Biosciences Inc. ("Beacon"), a leading specialist CRO, which provides a range of medical imaging services to the pharmaceutical, biotechnology and medical device industries, for an initial cash consideration of $9.9 million, excluding costs of acquisition. On December 31, 2008, the remaining 30% of the common stock was acquired by the Company for $17.4 million, excluding costs of acquisition. Certain performance milestones were built into the acquisition agreement for the remaining 30% of Beacon requiring potential additional consideration of up $3.0 million if these milestones are achieved during the year ended December 31, 2009. At December 31, 2008, no amounts have been accrued in respect of the potential additional consideration.

On July 12, 2007, the Company acquired 100% of the common stock of DOCS International, a European based clinical research staffing organization, for a cash consideration of $40.6 million (€29.5 million). DOCS International operates in eight European countries and focuses on the training and supply of contract and permanent clinical research personnel to the pharmaceutical and biotech industry.

As at December 31, 2008, the Company had $285.8 million in contractual obligations and commercial commitments. As at December 31, 2008, the Company had known obligations of $168.6 million in respect of operating leases, primarily relating to leased office facilities. Additionally, the Company had bank debt of $105.4 million used to finance the acquisition of DOCS International in July 2007, Healthcare Discoveries in February 2008, Prevalere in November 2008, and expenditure on the expansion of our Dublin facility.

Contractual obligations table

The following table represents our contractual obligations and commercial commitments as of December 31, 2008:

		Payments due by period			
	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
	(U.S.$ in millions)				
Operating lease obligations	168.6	38.2	60.5	40.2	29.7
Capital lease obligations	0.7	0.3	0.4	—	—
Bank credit lines and loans facilities	105.4	40.2	53.0	12.2	—
Non-current tax liabilities	11.1	—	8.0	3.1	—
Total (U.S.$ in millions)	$ 285.8	$ 78.7	$ 121.9	$ 55.5	$ 29.7

We expect to spend approximately $50 million in the next twelve months on further investments in information technology, the expansion of existing facilities and the addition of new offices. We expect to increase this level of spending in subsequent years. We believe that we will be able to fund our additional foreseeable cash needs for the next twelve months from cash flow from operations and existing cash balances. In the future, we may consider acquiring businesses to enhance our service offerings and global presence. Any such acquisitions could require additional external financing and we may from time to time seek to obtain funds from public or private issues of equity or debt securities. There can be no assurance that such financing will be available on terms acceptable to us.

Critical Accounting Policies

The preparation of consolidated financial statements in accordance with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period.

We base our estimates and judgments on historical experience and on the other factors that we believe are reasonable under current circumstances. Actual results may differ from these estimates if these assumptions prove to be incorrect or if conditions develop other than as assumed for the purposes of such estimates. The following is a discussion of the accounting policies used by us, which we believe are critical in that they require estimates and judgments by management.

Revenue Recognition

Significant management judgments and estimates must be made and used in connection with the recognition of revenue in any accounting period. Material differences in the amount of revenue in any given period may result if these judgments or estimates prove to be incorrect or if management's estimates change on the basis of development of the business or market conditions. To date there have been no material differences arising from these judgments and estimates.

We earn revenues by providing a number of different services to our clients. These services include clinical trials management, biometric activities, consulting, and imaging and laboratory services. Revenue for services, as rendered, are recognized only after persuasive evidence of an arrangement exists, the sales price is fixed or determinable and collectibility is reasonably assured.

We recognize biometric revenues on a fee-for-service basis as each unit of data is prepared. Imaging revenue is recognized on a fee-for-service basis recognizing revenue for each image completed. Consulting revenue is recognized on a fee-for-service- basis recognizing revenue as each hour of the related service is performed.

We recognize laboratory service revenue on a fee-for-service basis. We account for laboratory service contracts as multiple element arrangements, with contractual elements comprising laboratory kits and laboratory testing, each of which can be sold separately. Fair values for contractual elements are determined by reference to objective and reliable evidence of the fair values. Revenues for contractual elements are recognized on the basis of the number of deliverable units completed in the period.

We recognize Clinical trials management revenue on a proportional performance method based on the relationship between hours incurred and the total estimated hours of the trial. We use the input (effort expended) method to measure progress towards completion as there is a direct relationship between input and productivity. Contract costs equate to the product of labor hours incurred and compensation rates. Contract revenue is the product of the aggregated labor hours required to complete the specified contract tasks at the agreed contract rates.

We invoice our customers upon achievement of specified contractual milestones. This mechanism, which allows us to receive payment from our customers throughout the duration of the contract, is not reflective of revenue earned. We recognize revenues over the period from the awarding of the customer's contract to study completion and acceptance. This requires us to estimate total expected revenue, time inputs, contract costs, profitability and expected duration of the clinical trial. The Company regularly reviews the estimate of total contract time to ensure such estimates remain appropriate taking into account actual contract stage of completion, remaining time to complete and any identified changes to the contract scope. Remaining time to complete depends on the specific contract tasks and the complexity of the contract and can include geographical site selection and initiation, patient enrolment, patient testing and level of results analysis required. While we may routinely adjust time estimates, estimates and assumptions historically have been accurate in all material respects in the aggregate.

If we do not accurately estimate the resources required or the scope of the work to be performed, or do not manage our projects properly within the planned cost or satisfy our obligations under the contracts, then future results may be significantly and negatively affected.

Goodwill

We review our goodwill for impairment annually, or more frequently if facts or circumstances warrant such a review. We evaluate goodwill for impairment by comparing the fair value of each reporting segment to its carrying value. Fair value is determined using the market approach, by assessing the market value of each reporting unit, and the income

approach, based on estimated discounted future cash flows. Estimates and judgments used include those relating to commercial risk, revenue and cost projections, our intention with respect to the acquired goodwill, the impact of competition, the impact of any reorganization or change of our business focus, the level of third party interest in our operations and market conditions.

If the implied fair value of reporting unit goodwill is lower than its carrying amount, goodwill is impaired and written down to its implied fair value. If we were to use different estimates or judgments, particularly with respect to expected revenue and cost projections or the impact of any reorganization or change of business focus, a material impairment charge to the statement of operations could arise. We believe that we have used reasonable estimates and judgments in assessing the carrying value of our goodwill.

Taxation

Given the global nature of our business and the multiple taxing jurisdictions in which we operate, the determination of the Company's provision for income taxes requires significant judgments and estimates, the ultimate tax outcome of which may not be certain. Although we believe our estimates are reasonable, the final outcome of these matters may be different than those reflected in our historical income tax provisions and accruals. Such differences could have a material effect on our income tax provision and results in the period during which such determination is made.

Deferred tax assets and liabilities are determined using enacted or substantially enacted tax rates for the effects of net operating losses and temporary differences between the book and tax bases of assets and liabilities. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. While management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment, there can be no assurance that these deferred tax assets may be realizable.

We operate within multiple taxing jurisdictions and are subject to audits in these jurisdictions. These audits can involve complex issues which may require an extended period of time for resolution. Management believe that adequate provisions for income taxes have been made in the financial statements.

Inflation

We believe that the effects of inflation generally do not have a material adverse impact on our operations or financial conditions.

New Accounting Pronouncements

In October 2008, the FASB issued FSP 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" (FSP 157-3). FSP 157-3 clarifies the application of SFAS No. 157 in a market that is not active and addresses application issues such as the use of internal assumptions when relevant observable data does not exist, the use of observable information when the market is not active and the use of market quotes when assessing the relevance of observable and unobservable data. FSP 157-3 is effective for all periods presented in accordance with SFAS No. 157. The Company does not expect the adoption of FSP 157-3 to have a material impact on the financial statements.

In April 2008, the FASB issued FSP 142-3 Determination of the Useful Life of Intangible Assets (FSP 142-3). FSP 142-3 amends the factors an entity should consider in developing renewal or extension assumptions used in determining the useful life of recognized intangible assets under FASB Statement No. 142 Goodwill and Other Intangible Assets (SFAS No. 142). FSP 142-3 applies prospectively to intangible assets that are acquired individually or with a group of other assets in a business combination or asset acquisition. The Company does not expect the adoption of FSP 142-3 to have a material impact on the financial statements.

In December 2007, the FASB issued FASB Statement No. 141R, Business Combinations (SFAS No. 141R) and FASB Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements– an amendment to ARB No. 51 (SFAS No. 160). SFAS No. 141R and SFAS No. 160 require most identifiable assets, liabilities, noncontrolling interests, and goodwill acquired in a business combination to be recorded at "full fair value" and require noncontrolling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. Both Statements are effective for periods beginning

on or after December 15, 2008, and earlier adoption is prohibited. SFAS No. 141R will be applied to business combinations occurring after the effective date. SFAS No. 160 will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. The Company does not expect the adoption of SFAS No. 141R and SFAS No. 160 to have a material impact on the financial statements.

In September 2006, the FASB issued FASB Statement No. 157, Fair Value Measurement (SFAS No. 157). Statement 157 defines fair value, establishes a framework for the measurement of fair value, and enhances disclosures about fair value measurements. The Statement does not require any new fair value measures. The Statement is effective for fair value measures already required or permitted by other standards for fiscal years beginning after November 15, 2007. The Company was required to adopt SFAS No. 157 beginning on January 1, 2008. SFAS No. 157 is required to be applied prospectively, except for certain financial instruments. Any transition adjustment will be recognized as an adjustment to opening retained earnings in the year of adoption. In November 2007, the FASB proposed a one-year deferral of SFAS No. 157's fair-value measurement requirements for nonfinancial assets and liabilities that are not required or permitted to be measured at fair value on a recurring basis. The adoption of SFAS No. 157 has not had a material impact on the financial statements.

Item 6. Directors, Senior Management and Employees.

Directors and Senior Management

The following table and accompanying biographies set forth certain information concerning each of ICON plc's directors, officers and other key employees as of December 31, 2008.

Name	Age	Position
Dr. John Climax (1)(5)	56	Chairman of the Board, Director
Peter Gray (1)(5)	54	Chief Executive Officer, Director
Ciaran Murray (1)(5)	46	Chief Financial Officer
Dr. Ronan Lambe	69	Director
Thomas Lynch (2)(3)(4)	52	Director
Edward Roberts (2)(3)(4)	74	Director
Shuji Higuchi	68	Director
Dr. Bruce Given (2)(3)(4)	54	Director
Professor Dermot Kelleher	53	Director
William Taaffe	60	President Corporate Development
Dr. John Hubbard	52	President ICON Clinical Research
Robert Scott-Edwards	55	President ICON Laboratories
Sean Leech	38	President ICON Contracting Solutions
Dr. Thomas Frey	56	President ICON Development Solutions
Josephine Coyle	51	Vice President for Corporate Quality Assurance
Eimear Kenny	39	Vice President for Strategic Human Resources
Simon Holmes	42	Vice President Group Marketing and Market Development
Michael McGrath	46	Senior Vice President of Group Information Technology

(1) Executive Officer of the Company.
(2) Member of Compensation Committee.
(3) Member of Audit Committee.
(4) Member of Nomination Committee.
(5) Member of Executive Committee.

Dr. John Climax, one of the Company's co-founders, has served as a director of the Company and its subsidiaries since June 1990. Dr. Climax served as Chief Executive Officer from June 1990 to October 2002 and was appointed Chairman of the Board in November 2002. Dr. Climax has over 22 years of experience in the contract research industry in both Europe and the United States. Dr. Climax received his primary degree in pharmacy in 1977 from the University of Singapore, his masters in applied pharmacology in 1979 from the University of Wales and his PhD. in pharmacology from the National University of Ireland in 1982.

Peter Gray has served as the Chief Executive Officer of ICON and its subsidiaries since November 2002. He served as the Group Chief Operating Officer of ICON and its subsidiaries from June 2001, and was Chief Financial Officer from June 1997 to June 2001. He has been a director of the Company since June 1997. Mr. Gray has over 17 years experience in the pharmaceutical services industry and has also worked in the engineering and food sectors. Mr. Gray received a degree in Law from Trinity College Dublin in 1977 and became a chartered accountant in 1980.

Ciaran Murray was appointed as Chief Financial Officer of ICON and its subsidiaries in October 2005. Mr. Murray developed his experience in senior financial positions in the technology and food sectors, in such companies as Kraft Foods, Inc. and Novell, Inc. Prior to joining ICON, Mr. Murray served as the CFO of Codec Systems from 1999 to 2005, a technology company headquartered in Ireland. Mr. Murray is a business graduate of University College Dublin. He trained as a chartered accountant with PricewaterhouseCoopers and is a Fellow of the Institute of Chartered Accountants in Ireland.

Dr. Ronan Lambe, one of the Company's co-founders, served as Chairman of the Board of the Company from June 1990 to November 2002. He currently holds a position as an outside director since January 2008. Dr. Lambe has over 25 years of experience in the contract research industry in Europe. Dr. Lambe attended the National University of Ireland where he received his Bachelor of Science degree in chemistry in 1959, his masters in biochemistry in 1962 and his PhD. in pharmacology in 1976.

Thomas Lynch has served as an outside director of the Company since January 1996. Mr. Lynch served as a director of Nanogen Inc., from 1996 to 2000. Mr. Lynch is currently Chairman and Chief Executive Officer of Amarin Corporation plc, a director of Royal Opera House (Covent Garden) and a non-executive director of IDA Ireland. In the period from May 1993 to July 2004, Mr. Lynch held several senior positions in Elan Corporation, plc, a specialty pharmaceutical company, including Executive Vice President, Chief Financial Officer, Vice Chairman and Senior Advisor to the Chairman of the Board of Elan Corporation, plc. Mr. Lynch was a partner at KPMG from May 1990 to May 1993.

Edward Roberts has served as an outside director of the Company since February 1998. Mr. Roberts was Managing Director of the Pharmaceutical Division of Merck KGaA from 1990 to 1998. Prior to that, he held a number of senior management positions with Eli Lilly International in Europe and the United States. Mr. Roberts has over 40 years of experience in the pharmaceutical industry. Mr Roberts serves as Chairman of Merz & Co. GmbH and is also on the Board of Lupin.

Mr. Shuji Higuchi has served as an outside director of the Company since September 2004. Dr. Higuchi has over 40 years of experience in the pharmaceutical industry. Dr. Higuchi is currently Director of R&D and Corporate Integration, Kyoto University Hospital, Japan. Prior to this Dr. Higuchi has served as President of Takeda Pharma GmbH from 1983 to 1992, President of Takeda Europe R&D Centre, Frankfurt / London from 1992 to 2002, and served as a Corporate Officer of Takeda Chemical Industries Limited, Japan from 1999 to 2002.

Dr. Bruce Given has served as an outside director of the Company since September 2004. From March 2002 until June 2007 he served as President and Chief Executive Officer of Encysive Pharmaceuticals Inc. Previously, Dr. Given has held various positions in Johnson & Johnson group companies. Dr. Given obtained his doctorate from the University of Chicago in 1980.

Professor Dermot Kelleher has served as an outside director of the Company since May 2008. Professor Kelleher is currently Head of the School of Medicine at Trinity College, Dublin, Ireland and Director of the Institute of Molecular Medicine in Dublin.

William Taaffe has served as President Corporate Development since April 2005. Prior to this Mr. Taaffe served as President and Chief Executive Officer of ICON Clinical Research - U.S. since 1993. Mr. Taaffe has over 30 years of experience in the contract research and pharmaceutical industries in Ireland, Canada and the United States. Mr. Taaffe received his bachelor of science degree in 1970 from University College Dublin.

Dr. John W. Hubbard has served as President of ICON Clinical Research since March 2007. Previously he served as President of ICON Clinical Research - U.S. since April 2005 and as Chief Operating Officer, U.S Operations since

October 1999. Dr. Hubbard has more than 20 years of experience in pharmaceutical research and development. He has held positions of increasing responsibility at Revlon Health Care Group, Hoechst Marion Roussel Pharmaceuticals, Parexel International Corporation, and from July 1997 until joining ICON, he held the position of Senior Vice President of Clinical Research Operations at Clinical Studies, an industry leading site management organization and division of Innovative Clinical Solutions, Ltd. Dr. Hubbard received a B.S. in Psychology/Biology from the University of Santa Clara, a Ph.D. in Cardiovascular Physiology from the University of Tennessee, and was a NIH Postdoctoral Fellow in Cardiovascular Pharmacology at the University of Texas Health Sciences Center.

Robert Scott-Edwards, has served the Company as President of ICON Laboratories since August 2004, having previously held the position of Vice President, Sales & Marketing for ICON Laboratories since June 2000. Prior to joining ICON, Mr. Scott-Edwards held various senior positions at Bristol-Myers Squibb from 1979 through 1997. Mr. Scott-Edwards began his career in the pharmaceutical industry in 1971 at Wyeth.

Sean Leech has served as President of ICON Contracting Solutions since March 2007. Prior to this Mr. Leech served as Executive Vice President Commercial and Organization Development since October 2005, as the Chief Financial Officer of ICON and its subsidiaries since June 2001 and Group Vice President of Finance from June 1999. Mr. Leech was Group Financial Controller of Jones Group plc, a shipping, manufacturing and fuel distribution company based in Ireland, from 1997 to 1999. Mr. Leech is an associate member of the Chartered Institute of Management Accountants.

Dr. Thomas Frey has served as President of ICON Developments Solutions since June 2005. He previously held positions as Chief Operating Officer for ICON Clinical Research Europe from June 2001 and Vice President of ICON Clinical Operations Europe from January 2000 to May 2005. Dr. Frey has 20 years experience in pharmaceutical research and development. He started his career in 1987 with Hoechst Pharmaceuticals. From 1995 to the end of 1999 he was Senior Director of Clinical Development Europe at Hoechst Pharmaceuticals. Dr. Frey received his medical degree in 1980 from the University of Heidelberg.

Josephine Coyle has served as Vice President for Corporate Quality Assurance since April 2000. Ms. Coyle has held positions of increasing responsibility in ICON since August 1992 and previously held the position of Director of Quality Assurance.

Eimear Kenny, has served as Vice President for Strategic Human Resources since April 2007, having previously held the position of Vice President of Human Resources for ICON Clinical Research Europe and Rest of World since joining the Company in November 1999. Prior to joining ICON, Ms. Kenny was HR Manager for GE Global Consumer Finance Ireland. Ms. Kenny holds a degree in both business studies from Portobello College, Dublin and human resource management from the National College of Ireland. She is also a Member of the Chartered Institute of Personnel and Development.

Simon Holmes has served as Vice President Group Marketing and Market Development since November 2007. In this role Mr Holmes is responsible for ICON's global marketing function and for managing ICON's internal process for the proactive identification and evaluation of potential acquisition candidates. Prior to this role, Mr. Holmes was Group Director of Marketing, a position he assumed on joining ICON in July 2005. Mr. Holmes has held senior positions within Microsoft, LogicaCMG and Cable and Wireless. A graduate of the University of East Anglia and Cambridge University he holds an MBA from the UCD Smurfit Business School.

Michael McGrath has served as Senior Vice President of Group Information Technology since June 2007. He joined ICON in December 2002 as Director for Information Technology of Europe before moving to a role as Global Vice President of Information Technology for the Clinical Research Division. He previously held a number of senior Information Technology positions in the Financial Services Industry with GE Capital and Woodchester Bank Ltd. Prior to this he worked as an IT Consultant and also as a Software Engineer. He has over 15 years experience in the IT industry across many areas including Pharmaceuticals, Financial Services and Utilities. He holds an MSc in Information Technology Management from Dublin City University and a Higher Diploma in Electronic Engineering.

Board of Directors

ICON's Articles of Association provide that, unless otherwise determined by ICON at a general meeting, the number of directors shall not be more than 15 nor less than 3. At each annual general meeting, one third of the directors who are subject to retirement by rotation, rounded down to the next whole number if it is a fractional number, shall retire from office. The directors to retire shall be those who have been longest in office, but as between persons who became

or were last re-appointed on the same day, those to retire shall be determined, unless otherwise agreed, by lot. Accordingly, at the annual general meeting of ICON to be held in 2009, it is anticipated that two directors will retire by rotation and offer themselves for re-election, such directors to be determined, unless otherwise agreed, by lot. Any additional director appointed by us shall hold office until the next annual general meeting and will be subject to re-election at that meeting.

Board committees
ICON established a compensation committee and an audit committee in 1998, a nomination committee in 2004, and an executive committee in 2005, all of which are committees of the Board of Directors and are, with the exception of the Executive Committee, composed of non-executive directors of ICON plc.

Compensation Committee
The Compensation Committee comprises Thomas Lynch (Chairman), Edward Roberts, and Dr. Bruce Given. It deals with all aspects of senior executive remuneration. The committee aims to ensure that remuneration packages are competitive so that individuals are appropriately rewarded relative to their responsibility, experience and value to ICON.

Annual bonuses for executive directors are determined by the committee based on the achievement of ICON's objectives.

Audit Committee
The Audit Committee comprises Edward Roberts (Chairman), Thomas Lynch and Dr. Bruce Given. It reviews the annual report, the quarterly earnings releases, the effectiveness of the system of internal controls, compliance with our ethical code and legal requirements, and approves the appointment and removal of the external auditors. It also addresses all issues raised and recommendations made by the external auditors and pre-approves all auditor services.

Nomination Committee
The Nomination Committee comprises Thomas Lynch (Chairman), Edward Roberts and Dr. Bruce Given. On an ongoing basis it reviews the membership of the board of directors and board committees. It identifies and recommends individuals to fill any vacancy that is anticipated or arises on the board of directors. It reviews and recommends the corporate governance principles of the Company.

Executive Committee
The Executive Committee comprises Dr. John Climax, Peter Gray (Chairman) and Ciaran Murray. Established in March 2005, this Committee is responsible for the management of the Company in intervals between meetings of the Board and exercises business judgment to act in what the Committee members reasonably believe to be in the best interest of the Company and its shareholders. All powers exercised by the Executive Committee are ratified at board meetings. This Committee convenes as often as it determines to be necessary or appropriate.

The aggregate compensation (including share-based compensation of $0.4m) paid by ICON to all persons who served in the capacity of director or executive officer in 2008 (9 persons) was approximately $4.5 million, but does not include expenses reimbursed to directors and executive officers (including business travel, professional and business association dues and expenses). As of December 31, 2008, options granted to directors and executive officers of ICON to purchase an aggregate of 407,200 of our ordinary shares were outstanding. The options are exercisable at prices between $7.00 and $36.04 and expire between January 11, 2010 and May 27, 2016.

In addition, our officers are eligible to participate in the Company's equity incentive plans, including the Company's share options plans and restricted share unit plan. See Note 10 to the Consolidated Financial Statements.

Employees

We employed 6,975, 5,610 and 4,290 people for the years ended December 31, 2008, December 31, 2007, and December 31, 2006, respectively. Our employees are not unionized and we believe that our relations with our employees are good.

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Share Ownership

The following table sets forth certain information regarding beneficial ownership of our ordinary shares (including Amercian Depository Securities, ADS's) as of February 19, 2009, by all of our current directors and executive officers. Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and investment power with respect to their ordinary shares, except to the extent authority is shared by spouses under applicable law.

Name of Owner or Identity of Group	No. of Shares (1)	% of total Shares	No. of Options (2)	Exercise price	Expiration Date
Dr. John Climax	3,107,568	5.3%	20,000	$ 7.25	January 11, 2010
			20,000	$ 7.00	January 21, 2011
			20,000	$ 8.88	February 4, 2012
			12,000	$ 11.00	February 3, 2014
			12,000	$ 21.25	February 16, 2015
			10,000	$ 35.33	February 26, 2016
Dr. Ronan Lambe	725,380	1.3%	12,000	$ 7.25	January 11, 2010
			6,000	$ 7.00	January 21, 2011
			6,000	$ 8.88	February 4, 2012
			4,000	$ 8.60	February 24, 2013
			4,000	$ 11.00	February 3, 2014
			2,000	$ 21.25	February 16, 2015
			2,000	$ 35.33	February 26, 2016
Mr. Peter Gray	444,288	0.8%	20,000	$ 7.25	January 11, 2010
			20,000	$ 7.00	January 21, 2011
			20,000	$ 8.88	February 4, 2012
			12,000	$ 11.00	February 3, 2014
			12,000	$ 21.25	February 16, 2015
			14,000	$ 35.33	February 26, 2016

Mr. Ciaran Murray	—	—	60,000	$ 10.42	January 17, 2014
			18,000	$ 11.00	February 3, 2014
			16,000	$ 21.25	February 16, 2015
			14,000	$ 35.33	February 26, 2016
Mr. Thomas Lynch	4	—	1,200	$ 7.00	January 21, 2011
			2,400	$ 8.88	February 4, 2012
			2,400	$ 8.60	February 24, 2013
			3,200	$ 11.00	February 3, 2014
			4,000	$ 21.25	February 16, 2015
			2,000	$ 35.33	February 26, 2016
Mr. Edward Roberts	16,004	—	2,000	$ 8.88	February 4, 2012
			4,000	$ 8.60	February 24, 2013
			4,000	$ 11.00	February 3, 2014
			4,000	$ 21.25	February 16, 2015
			2,000	$ 35.33	February 26, 2016
Mr. Shugi Higuchi	—	—	6,000	$ 8.88	February 4, 2012
			4,000	$ 8.60	February 24, 2013
			4,000	$ 11.00	February 3, 2014
			4,000	$ 21.25	February 16, 2015
			2,000	$ 35.33	February 26, 2016
Dr. Bruce Given	—	—	4,000	$ 8.60	February 24, 2013
			4,000	$ 11.00	February 3, 2014
			4,000	$ 21.25	February 16, 2015
			2,000	$ 35.33	February 26, 2016
Professor Dermot Kelleher	—	—	6,000	$ 36.04	May 27, 2016

(1)

As used in this table, each person has the sole or shared power to vote or direct the voting of a security, or the sole or shared investment power with respect to a security (i.e. the power to dispose, or direct the disposition, of a security). A person is deemed as of any date to have "beneficial ownership" of any security if that such person has the right to acquire such security within 60 days after such date.

(2) The title of securities covered by all of the above options are non-revenue qualified.

Employee Share Option Schemes

On July 21, 2008, the Company adopted the Employee Share Option Plan 2008 (the "2008 Employee Plan") pursuant to which the Compensation Committee of the Company's Board of Directors may grant options to any employee, or any director holding a salaried office or employment with the Company or a Subsidiary for the purchase of ordinary shares. On the same date, the Company also adopted the Consultants Share Option Plan 2008 (the "2008 Consultants Plan"), pursuant to which the Compensation Committee of the Company's Board of Directors may grant options to any consultant, adviser or non-executive director retained by the Company or any Subsidiary for the purchase of ordinary shares.

Each option granted under the 2008 Employee Plan or the 2008 Consultants Plan (together the "2008 Option plans") will be an employee stock option, or NSO. Each grant of an option under the 2008 Options Plans will be evidenced by a Stock Option Agreement between the optionee and the Company. The exercise price will be specified in each Stock Option Agreement.

An aggregate of 6.0 million ordinary shares have been reserved under the 2008 Employee Plan as reduced by any shares issued or to be issued pursuant to options granted under the 2008 Consultants Plan under which a limit of 400,000 shares applies. Further, the maximum number of ordinary shares with respect to which options may be granted under the 2008 Employee Plan during any calendar year to any employee shall be 400,000 ordinary shares. There is no individual limit under the 2008 Consultants Plan. No options may be granted under the plans after July 21, 2018.

On July 21, 2008, the Company adopted the the 2008 Employees Restricted Share Unit Plan (the "2008 RSU Plan") pursuant to which the Compensation Committee of the Company's Board of Directors may select any employee, or any director holding a salaried office or employment with the Company or a Subsidiary to receive an award under the plan. An aggregate of 1.0 million ordinary shares have been reserved for issuance under the 2008 RSU Plan. Awards under the 2008 RSU may be settled in cash or shares.

On January 17, 2003, the Company adopted the Share Option Plan 2003, ("the 2003 Plan"), pursuant to which the Compensation Committee of the Board may grant options to employees of the Company or its subsidiaries for the purchase of ordinary shares. Each option will be an employee stock option, or NSO. Each grant of an option under the 2003 Plan will be evidenced by a Stock Option Agreement between the optionee and the Company. The exercise price will be specified in each Stock Option Agreement.

An aggregate of 6.0 million ordinary shares have been reserved under the 2003 Plan; and, in no event will the number of ordinary shares that may be issued pursuant to options awarded under the 2003 Plan exceed 10% of the outstanding shares, as defined in the 2003 Plan, at the time of the grant. Further, the maximum number of ordinary shares with respect to which options may be granted under the 2003 Plan during any calendar year to any employee shall be 400,000 ordinary shares. No options can be granted after January 17, 2013.

Executive Officers and Directors Remuneration

Compensation Discussion & Analysis

Overview
The Compensation Committee (the "Committee") seeks to achieve the following goals with the Company's executive compensation programs: to attract, motivate and retain key executives and to reward executives for value creation. The Committee seeks to foster a performance-oriented environment by tying a significant portion of each executive's cash and equity compensation to the achievement of performance targets that are important to the Company and its shareholders.

The Company's executive compensation program has three elements: base salary, a bonus plan and equity incentives in the form of stock related awards granted under the Company's equity incentive plans. All elements of executive compensation are determined by the Committee based on the achievement of ICON's objectives.

In the year ended December 31, 2008, the officers earned a bonus and the Company awarded executive officers equity incentives in the form of stock options.

Base Salary and Bonus Incentive
Total cash compensation is divided into a base salary portion and a bonus incentive portion. Base salary is established based on peer group and is adjusted based on individual performance and experience. The Committee targets total cash compensation at the peer group median of comparable Irish companies and peer CRO companies, adjusted upward or downward based on individual performance and experience. The Committee believes that the higher the executive's level of responsibility within the Company, the greater the percentage of the executive's compensation that should be tied to the Company's performance. Target bonus incentive for executive officers is 80% of base salary.

For fiscal 2008, based upon the Company's income performance relative to the targets set by the Committee and individual objectives approved by the Committee, the Company's named executive officers, excluding the Chief Executive Officer, earned an aggregate bonus of $780,002.

Equity Incentive
The Company's executive officers are eligible to receive equity incentives, including stock options and restricted share units, granted under the Company's equity incentive plans. If executive officers receive equity incentive grants, they are awarded annually at the first regularly scheduled meeting of the Committee in the fiscal year. Newly hired executive officers may receive sign-on grants, if approved by the Committee. In addition, the Committee may, in its discretion, issue additional equity incentive awards to executive officers if the Committee determines the awards are necessary for retention. The number of equity awards granted to each participant is determined primarily based on an award range determined by the Committee at the start of each year. The extent of existing options is not generally considered in granting equity awards, except that the Company occasionally grants an initial round of equity awards to newly recruited executives to provide them a stake in the Company's success from the commencement of their employment. The Company granted equity incentive awards, in the form of share options, to executive officers in its fiscal years ended December 31, 2007 and 2008.

On February 3, 2006, the Company granted performance-based stock options to certain executive officers. The purpose of these grants is to align management and shareholder interests as measured by both revenue growth and the stock markets' assessment of the Company's performance.

Chief Executive Officer Compensation

The Committee uses the same factors in determining the compensation of the Chief Executive Officer as it does for the other participants. The Chief Executive Officer's base salary for the year ended December 31, 2008, was €496,500 ($734,402).

Executive Compensation

Summary compensation table - Year ended December 31, 2008

Name & principal position	Year	Salary Euro (€)	Bonus Euro (€)	Pension contribution Euro (€)	All other compensation Euro (€)	Subtotal Euro (€)	Subtotal USD ($)	Share-based compensation USD ($)	Total compensation USD ($)
Peter Gray, Chief Executive Officer	2008	496,500	387,500	49,300	43,380	976,680	1,358,865	80,330	1,439,195
Ciaran Murray, Chief Financial Officer	2008	300,000	215,000	26,400	18,466	559,866	780,935	175,135	956,070
John Climax, Chairman	2008	600,000	405,000	50,000	62,280	1,117,280	1,558,240	71,717	1,629,957
Total	2008	€1,396,500	€1,007,500	€125,700	€124,126	€2,653,826	$ 3,698,040	$ 327,182	$ 4,025,222

Summary compensation table - Year ended December 31, 2007

Name & principal position	Year	Salary Euro (€)	Bonus Euro (€)	Pension contribution Euro (€)	All other compensation Euro (€)	Subtotal Euro (€)	Subtotal USD ($)	Share-based compensation USD ($)	Total compensation USD ($)
Peter Gray, Chief Executive Officer	2007	400,000	320,000	40,600	37,919	798,519	1,120,308	61,381	1,181,689
Ciaran Murray, Chief Financial Officer	2007	240,000	180,000	23,999	15,998	459,997	645,001	142,560	787,561
John Climax, Chairman	2007	540,280	378,000	46,056	55,097	1,019,433	1,430,381	61,381	1,491,762
Total	2007	€1,180,280	€878,000	€110,655	€ 109,014	€2,277,949	$ 3,195,690	$ 265,322	$ 3,461,012

Grant of Plan-Based Awards - Fiscal 2008

With the exception of the bonus element of compensation mentioned above, there were no plan based awards for any of the named executive officers in fiscal 2008.

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Director Compensation

Summary compensation table - Year ended December 31, 2008

Name	Year	Salary Euro (€)	Company pension contribution Euro (€)	All other compensation Euro (€)	Subtotal Euro (€)	Subtotal USD ($)	Share-based compensation USD ($)	Director's fees USD ($)	Total compensation USD ($)
John Climax	2008	600,000	50,000	467,280	1,117,280	1,558,240	71,717	—	1,629,957
Peter Gray	2008	496,500	49,300	430,880	976,680	1,358,865	80,330	—	1,439,195
Ronan Lambe	2008	—	—	80,000	80,000	118,150	19,861	40,000	178,011
Thomas Lynch	2008	—	—	—	—	—	23,482	55,000	78,482
Edward Roberts	2008	—	—	—	—	—	23,503	65,000	88,503
Shuji Higuchi	2008	—	—	—	—	—	23,503	40,000	63,503
Bruce Given	2008	—	—	—	—	—	18,538	45,000	63,538
Dermot Kelleher	2008	—	—	—	—	—	10,779	21,000	31,779
Total		€ 1,096,500	€ 99,300	€ 978,160	€ 2,173,960	$ 3,035,255	$ 271,713	$ 266,000	$ 3,572,968

Summary compensation table - Year ended December 31, 2007

Name	Year	Salary Euro (€)	Company pension contribution Euro (€)	All other compensation Euro (€)	Subtotal Euro (€)	Subtotal USD ($)	Share-based compensation USD ($)	Director's fees USD ($)	Total compensation USD ($)
John Climax	2007	540,280	46,056	433,097	1,019,433	1,430,381	61,381	—	1,491,762
Peter Gray	2007	400,000	40,600	357,919	798,519	1,120,308	61,381	—	1,181,689
Ronan Lambe	2007	104,394	4,163	3,903	112,460	148,402	19,156	—	167,558
Thomas Lynch	2007	—	—	—	—	—	24,475	55,000	79,475
Edward Roberts	2007	—	—	—	—	—	22,495	65,000	87,495
Shuji Higuchi	2007	—	—	—	—	—	18,589	40,000	58,589
Bruce Given	2007	—	—	—	—	—	13,624	45,000	58,624
Total		€ 1,044,674	€ 90,819	€ 794,919	€ 1,930,412	$ 2,699,091	$ 221,101	$ 205,000	$ 3,125,192

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Outstanding Equity Interests Received as Compensation

Outstanding Equity Awards Table
The following table sets forth information concerning stock options held by the named Executive Officers at December 31, 2008:

Name	Option awards				
	No. of securities underlying unexercised options – exercisable	No. of securities underlying unexercised options – unexercisable	Equity incentive plan awards: No. of securities underlying unexercised unearned options	Option exercise price ($)	Option expiration date
Peter Gray	20,000	—	—	$ 7.25	Jan 11, 2010
	20,000		—	$ 7.00	Jan 21, 2011
	16,000	4,000	—	$ 8.88	Feb 4, 2012
	4,800	7,200	—	$ 11.00	Feb 3, 2014
	2,400	9,600	—	$ 21.25	Feb 16, 2015
	—	14,000	—	$ 35.33	Feb 26, 2016
Ciaran Murray	—	60,000	—	$ 10.42	Jan 17, 2014
	7,200	10,800	—	$ 11.00	Feb 3, 2014
	3,200	12,800	—	$ 21.25	Feb 16, 2015
	—	14,000	—	$ 35.33	Feb 26, 2016
John Climax	20,000	—	—	$ 7.25	Jan 11, 2010
	20,000	—	—	$ 7.00	Jan 21, 2011
	16,000	4,000	—	$ 8.88	Feb 4, 2012
	4,800	7,200	—	$ 11.00	Feb 3, 2014
	2,400	9,600	—	$ 21.25	Feb 16, 2015
	—	10,000	—	$ 35.33	Feb 26, 2016

All information in this table relates to nonqualified stock options. The Company has not granted any stock appreciation rights (“SARs”) in fiscal year 2008. Substantially all options become exercisable in five equal installments each year beginning on the first anniversary of the grant date.

Options Exercised Table
There were no options exercised during fiscal 2008 by any of the named executive officers.

Retirement Plans & Other Post-Employment Payments & Benefits

Pension Plan
All named executive officers are eligible to participate in a defined contribution pension plan (the “Plan”). The Company matches each participant’s contributions up to a percentage of their annual compensation. Contributions to this plan are recorded as an expense in the Consolidated Statement of Operations. Total company contributions for the named executive officers for the year ended December 31, 2008, was €125,700 ($185,782).

Information regarding the Company's retirement plans can be found in Note 9 to the Consolidated Financial Statements "Employee Benefits".

Non-qualified Defined Contribution and Deferred Compensation Plans

None of the named executive officers are involved in any non-qualified defined contribution plan or receives any nonqualified deferred compensation.

Disclosure of Compensation Agreements

Employment Contracts, Termination of Employment and Change in Control Arrangements
The Company does not have any Termination or Change of Control Agreements with its named executive officers.

Directors' and Executive Officers' service agreements and letters of engagement

Mr. Peter Gray
Mr. Peter Gray has served as the Chief Executive Officer since November 2002. He served as the Chief Operating Officer of the Company from June 2001 to November 2002 and as an Executive Director of the Company since June 1997. The service agreement with Mr. Gray is terminable on 12 months notice by either party. He is entitled to receive a bonus to be agreed by the Committee. He is also entitled to receive a pension contribution, company car and medical insurance cover for himself and his dependants. He currently holds 98,000 ordinary share options at exercise prices ranging from $7.00 to $35.33 per share. His service agreement requires him to devote his full time and attention to his duties for the Company excepting certain non-executive positions authorized by the Board. The agreement includes certain post termination clauses including non-disclosure, non-competition and non-solicitation provisions.

Mr. Ciaran Murray
Mr. Ciaran Murray has served as the Chief Financial Officer since October 2005. The service agreement with Mr. Murray is terminable on 12 months notice by either party. He is entitled to receive a bonus to be agreed by the Committee. He is also entitled to receive a pension contribution, a company car and medical insurance cover for himself and his dependants. He currently holds 108,000 ordinary share options at exercise prices ranging from $10.42 to $35.33 per share. His service agreement requires him to devote his full time and attention to his duties for the Company excepting certain non-executive positions authorized by the Board. The agreement includes certain post-termination clauses including non-disclosure, non-competition and non-solicitation provisions.

Dr. John Climax
Dr. John Climax, one of the Company's co-founders, has served as a Director since June 1990, and Chief Executive Officer from June 1990 to October 2002. He was appointed Chairman of the Board in November 2002. The service agreement with Dr. Climax is terminable on 12 months notice by either party. He is entitled to receive a bonus to be agreed by the Committee. He is entitled to receive a pension contribution, company car and medical insurance cover for himself and his dependants. He currently holds 94,000 ordinary share options at exercise prices ranging from $7.00 to $35.33 per share. His service agreement requires him to devote his full time and attention to his duties for the Company excepting certain non-executive positions authorized by the Board. The agreement includes certain post-termination clauses including non-disclosure, non-competition and non-solicitation provisions.

Item 7. Major Shareholders and Related Party Transactions.

The following table sets forth certain information regarding beneficial ownership of ICON's ordinary shares (including ADSs) as of February 19, 2009 (i) by each person that beneficially owns more than 5% of the outstanding ordinary shares, based upon publicly available information; and (ii) by all of our current directors and executive officers as a group. Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and investment power with respect to their ordinary shares, except to the extent authority is shared by spouses under applicable law.

Name of Owner or Identity of Group	No. of Shares (1)	Percent of Class
Fidelity Group Companies (3)	5,422,202	9.3%
Dr. John Climax (2)	3,201,568	5.5%
Select Equity Group, Inc. (3)	2,927,223	5.0%

All directors and officers as a group (4)	4,700,644	8.0%

(1) As used in this table, each person has the sole or shared power to vote or direct the voting of a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose, or direct the disposition, of a security). A person is deemed as of any date to have "beneficial ownership" of any security if that such person has the right to acquire such security within 60 days after such date. Note that all figures have been amended to reflect the Bonus Issues which took place with an effective date of October 13, 2006 and August 8, 2008.

(2) Includes 3,107,568 ADSs held by Poplar Limited, a Jersey company controlled by Dr. Climax, and options to purchase 94,000 ADSs.

(3) Neither the Company nor any of its officers, directors or affiliates holds any voting power in this entity.

(4) Includes 407,200 ordinary shares issuable upon the exercise of stock options granted by the Company.

ICON plc, is not directly or indirectly, owned or controlled by another corporation or by any government.

Given that certain of the ordinary shares and American Depositary Shares ("ADRs") are held by brokers or other nominees, the number of holders of record or registered holders in the United States is not representative of the number of beneficial holders or of the residence of beneficial holders. Based on management's review of relevant filings with the Securities and Exchange Commission and other publicly available information, the Company believes that the number of ordinary shares (including ADSs) held by holders of record that are residents of the United States is below 50% and may include Fidelity Group Companies and Select Equity Group, Inc. The Company notes that of a total of 58,528,955 ordinary shares (including ADSs) of the Company which were issued and outstanding at February 19, 2008, 8,349,425 ordinary shares (including ADSs) were held by holders of record in the United States.

Related Party Transactions

As at December 31, 2008, Amarin Investment Holding Limited (a company controlled by Mr. Thomas Lynch), and Sunninghill Limited (a company controlled by Dr. John Climax) held 1.1 million and 1.5 million shares respectively in Amarin. These respective holdings equate to approximately 3.97% and 5.42% respectively, of Amarin's issued share capital. Thomas Lynch also serves as Chairman and Chief Executive Officer of Amarin. Amarin is a neuroscience company focused on the research, development and commercialization of drugs for the treatment of central nervous system disorders. During the fiscal year ending May 31, 2005, Amarin contracted ICON Clinical Research Limited (a wholly owned subsidiary of ICON), to conduct a clinical trial on its behalf. The total potential value of this study is $7 million. During the year ended December 31, 2008, the Company recognized $0.2 million of revenue relating to the Amarin contract. At December 31, 2008, $0.3 million was outstanding to be received from Amarin on this trial.

As at December 31, 2008, Dr. John Climax and Dr. Ronan Lambe held 3.05% and 2.94% respectively of the issued share capital of NuPathe Inc. ("NuPathe"). NuPathe is a specialty pharmaceutical company specializing in the acquisition and development of therapeutic products in the area of neuroscience. Prior to July 2008 Dr. Climax also served as a non-executive director and chairman of the compensation committee on the Board of NuPathe. During the year ending December 31, 2006, NuPathe engaged ICON Clinical Research Limited, a wholly owned subsidiary of ICON plc, in consulting and clinical trial related activities. During the year ended December 31, 2008, the Company recognized $0.1 million relating to the NuPathe contract. There were no amounts outstanding as at December 31, 2008.

Mr Edward Roberts has served as Chairman of Merz GmbH since 2003. Merz is an independent German pharmaceutical company focused on the development of drugs for the treatment of illnesses in the fields of neurology and psychiatry. ICON Clinical Research Limited, a wholly owned subsidiary of ICON plc, has entered into a number of contracts with Merz for the provision of consulting and clinical trial related activities. The total potential value of these contracts is $44.1 million. During the prior year ended December 31, 2008, ICON recognized a total of $7.6 million of revenue in relation to these activities. There were no amounts outstanding as at December 31, 2008.

Prior to June 25, 2007, Dr. Bruce Given served as the President and Chief Executive Officer of Encysive Pharmaceuticals Inc. ("Encysive"). Encysive is a biopharmaceutical company specializing in the development and commercialization of synthetic, small molecule compounds. As of December 31, 2007, Dr. Bruce Given's holdings in Encysive was less than 0.1% of the issued share capital. During the year ending December 31, 2003, Encysive engaged ICON Clinical Research Limited (a wholly owned subsidiary of ICON), in consulting and clinical trial related activities. During the year ended December 31, 2007, ICON recognized a total of $0.1 million of revenue in relation to these activities. No revenue was earned from these activities during the year ended December 31, 2008.

As of December 31, 2007, Dr. Ronan Lambe held 1.4 million shares in AGI Therapeutics Limited ("AGI"), a specialty pharmaceutical company focused on developing drug therapies for gastrointestinal diseases and disorders. In January 2006, Dr. Ronan Lambe was appointed a non-executive director of AGI and took up the position of non-executive Chairman from February 2006. During September 2004, AGI engaged ICON Clinical Research Limited (a wholly owned subsidiary of ICON), in consulting and clinical trial related activities. The total value of this study was $2.8 million. No revenue was recognized during the years ended December 31, 2007 and December 31, 2008. There were no amounts outstanding as at December 31, 2007 and December 31, 2008.

Item 8. Financial Information.

Financial Statements

See Item 18.

Legal Proceedings

ICON is not party to any litigation or other legal proceedings that we believe could reasonably be expected to have a material adverse effect on our business, results of operations and financial condition.

Dividends

We have not paid cash dividends on our ordinary shares and do not intend to pay cash dividends on our ordinary shares in the foreseeable future.

Item 9. The Offer and the Listing

ICON's ADSs are traded on the NASDAQ National Market under the symbol "ICLR". Our Depository for the ADSs is The Bank of New York. ICON also has a secondary listing on the Official List of the Irish Stock Exchange. No securities of ICON are traded in any other market. The following table sets forth the trading price for the dates indicated for ICON plc's ADSs as reported by NASDAQ.

Year Ending	High Sales Price During Period	Low Sales Price During Period
May 31, 2004	$ 11.52	$ 6.47
May 31, 2005	$ 11.23	$ 7.57
December 31, 2005 (7 month transition period)	$ 12.63	$ 7.53
December 31, 2006	$ 20.18	$ 10.25
December 31, 2007	$ 32.40	$ 18.34
December 31, 2008	$ 44.78	$ 15.64

Quarter Ending	High Sales Price During Period	Low Sales Price During Period
Mar 31, 2007	$ 22.30	$ 18.34
June 30, 2007	$ 24.83	$ 20.83
Sept 30, 2007	$ 26.63	$ 21.26

Dec 31, 2007	$ 32.40	$ 25.36
Mar 31, 2008	$ 35.56	$ 28.63
June 30, 2008	$ 39.12	$ 29.52
Sept 30, 2008	$ 44.78	$ 35.00
Dec 31, 2008	$ 39.66	$ 15.64

Month Ending	High Sales Price During Period	Low Sales Price During Period
July 31, 2008	$ 42.09	$ 36.07
Aug 31, 2008	$ 44.78	$ 40.00
Sept 30, 2008	$ 43.75	$ 35.00
Oct 31, 2008	$ 39.66	$ 18.67
Nov 30, 2008	$ 27.90	$ 15.64
Dec 31, 2008	$ 24.37	$ 17.27

All comparative figures above have been amended to reflect the Bonus Issues which took place with an effective date of August 8, 2008 and October 13, 2006.

Item 10. Additional Information

Exchange Controls and Other Limitations Affecting Security Holders

Irish exchange control regulations ceased to apply from and after December 31, 1992. Except as indicated below, there are no restrictions on non-residents of Ireland dealing in domestic securities, which includes shares or depository receipts of Irish companies. Except as indicated below, dividends and redemption proceeds also continue to be freely transferable to non-resident holders of such securities.

The Financial Transfers Act, 1992 gives power to the Minister for Finance of Ireland to make provision for the restriction of financial transfers between Ireland and other countries and persons. Financial transfers are broadly defined, and include all transfers which would be movements of capital or payments within the meaning of the treaties governing the European Communities. The acquisition or disposal of ADSs or ADRs representing shares issued by an Irish incorporated company and associated payments may fall within this definition. In addition, dividends or payments on redemption or purchase of shares and payments on a liquidation of an Irish incorporated company would fall within this definition. At present, the Financial Transfers Act, 1992 prohibits financial transfers involving certain persons connected with the former regime in Iraq, certain persons indicted by the International Criminal Tribunal for the former Yugoslavia and certain associated persons, Zimbabwe, the Islamic Republic of Iran, the Democratic Peoples Republic of Korea, the Republic of Lebanon, the Taliban of Afghanistan, Osama bin Laden and Al-Qaeda, Liberia, Libya, Burma/Myanmar, Uzbekistan, Sudan, Somalia, Cote D'Ivoire, the Democratic Republic of Congo, President Lukashenko and certain other officials of Belarus, and countries that harbor certain terrorist groups, without the prior permission of the Central Bank of Ireland.

Any transfer of, or payment in respect of an ADS involving the government of any country or any person which is currently the subject of United Nations sanctions, any person or body controlled by any of the foregoing, or by any person acting on behalf of the foregoing, may be subject to restrictions pursuant to such sanctions as implemented into Irish law. The following countries and persons are currently the subject of such sanctions: Somalia, Sierra Leone, Sudan, Cote D'Ivoire, Democratic Republic of Congo, Liberia, individuals designated by the international independent investigation Commission or the Government of Lebanon, Democratic Peoples Republic of Korea, the Islamic Republic of Iran, Iraq, the Taliban of Afghanistan, Osama bin Laden and Al-Qaeda. There are no restrictions under the Company's Articles of Association, or under Irish Law that limit the right of non-residents or foreign owners to hold or vote the Company's ordinary shares or ADSs.

Memorandum and Articles of Association

We hereby incorporate by reference the description of our Memorandum and Articles of Association located under the heading “Description of the Memorandum and Articles of Association of the Company” in our Form 6-K filed with the Securities Exchange Commission on December 5, 2008.

On July 21, 2008, at ICON's Annual General Meeting, the Articles of Association of ICON plc were amended to increase the authorized share capital. The following amendments were made:

"That the authorized share capital of the Company be increased from €2,400,000 divided into 40,000,000 Ordinary Shares of €0.06 each, to €6,000,000 divided into 100,000,000 Ordinary Shares of €0.06 each."

On July 21, 2008, at ICON's Annual General Meeting, the Articles of Association of ICON plc were amended to authorise the chairman to have a casting vote. The following amendments were made:

"That Article 101(a) of the Company's existing Articles of Association be deleted and replaced in its entirety with the following new Article 101(a):

(a) Questions arising at any meeting of Directors shall be decided by a majority of votes. Where there is an equality of votes, the chairman of the meeting shall have a second or casting vote."

Material Contracts

The Company leases all but one of its facilities under operating leases. Certain of these leases are considered to be material.

Taxation

General

The following discussion is based on existing Irish tax law, Irish court decisions and the practice of the Revenue Commissioners of Ireland, and the convention between the United States and Ireland for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to income and capital gains (the "Treaty"). This discussion does not purport to deal with the tax consequences of owning the ordinary shares for all categories of investors, some of which may be subject to special rules. Prospective purchasers of ordinary shares are advised to consult their own tax advisors concerning the overall tax consequences arising in their own particular situations under Irish law. Each prospective investor should understand that future legislative, administrative and judicial changes could modify the tax consequences described below, possibly with retroactive effect.

As used herein, the term "U.S. Holder" means a beneficial owner of ordinary shares that (i) owns the ordinary shares as capital assets; (ii) is a U.S. citizen or resident, a U.S. corporation, an estate the income of which is subject to U.S. federal income taxation regardless of its source or a trust that meets the following two tests: (A) a U.S. court is able to exercise primary supervision over the administration of the trust, and (B) one or more U.S. persons have the authority to control all substantial decisions of the trust; and for purposes of the discussion under Irish Taxation of U.S. Holders (A) is not a resident of, or ordinarily resident in, Ireland for the purposes of Irish tax; and (B) is not engaged in trade or business in Ireland through a permanent establishment.

AS USED HEREIN, REFERENCES TO THE ORDINARY SHARES SHALL INCLUDE ADSs REPRESENTING SUCH ORDINARY SHARES AND ADRs EVIDENCING OWNERSHIP OF SUCH ADSs.

Irish Taxation

Irish corporation tax on income
ICON is a public limited company incorporated and resident for tax purposes in Ireland.

For Irish tax purposes, the residence of a company is in the jurisdiction where the central management and control of the company is located. Subject to certain exceptions, all Irish incorporated companies are deemed to be Irish tax resident. Companies which are resident in the Republic of Ireland are subject to Irish corporation tax on their total profits (wherever arising and, generally, whether or not remitted to the Republic of Ireland). The question of residence, by virtue of management and control, is essentially one of fact. It is the present intention of the Company's management to continue to manage and control the Company from the Republic of Ireland, so that the Company will continue to be resident in the Republic of Ireland.

The standard rate of Irish corporation tax on trading income (with certain exceptions) is currently 12.5%.

Patent exemption is available to Irish resident companies whose income derives from qualifying royalties or license fees paid in respect of qualifying patents. The main requirement to qualify for the exemption is that the research, planning, processing, experimentation, testing, devising, designing, developing or similar activity leading to the invention which is the subject of the patent is carried out in Ireland. Under Irish law, income from such qualifying patents is disregarded for taxation purposes. From January 1, 2008, there is an annual limit of 5 million Euro placed on qualifying patent income. To the extent that income arises above this threshold, it will be subject to Irish corporation tax at 25%.

To the extent that the company is involved in the “manufacture” of goods in Ireland, income from this activity, in respect of its data processing operations carried out in Ireland (which is deemed to be manufacturing for Irish tax purposes) , can qualify for a 10% rate of tax. This relief is available until December 31, 2010, and thereafter the income will be taxed at the standard rate applicable to trading income which is currently 12.5%.

Corporation tax is charged at the rate of 25% on a company’s non-trading income and certain types of trading income not eligible for the lower rates discussed above.

Capital gains arising to an Irish resident company are liable to tax at 20% (22% for disposals made on or after 14 October 2008). However, a capital gains tax exemption has been introduced in Ireland in respect of disposals of certain qualifying shareholdings.

The exemption from capital gains tax on the disposal of shares by an Irish resident company will apply where certain conditions are met. These conditions principally are:

The company claiming the exemption must hold (directly or indirectly) at least 5% of the ordinary share capital of the company in which the interest is being disposed of, for a period of at least one year, within the two year period prior to disposal.

The shares being disposed of must be in a company, which at the date of disposal, is resident in an EU Member State or in a state with which Ireland has signed a double tax agreement.

The shares must be in a company which is primarily a trading company or else the company making the disposal together with its “5% plus subsidiaries” should be primarily a trading group.

The shares must not derive the greater part of their value from land or mineral rights in the State.

Taxation of 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 resident nor ordinarily resident for tax purposes in Ireland, but is resident in a country with which Ireland has signed 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:

are ultimately controlled by residents of a Relevant Territory;

are resident in a Relevant Territory and are not controlled by Irish residents;

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

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 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 an interest in shares held in Irish companies through American depositary banks using ADSs. The depositary 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:

the depositary has been authorized by the Irish Revenue Commissioners as a qualifying intermediary and such authorization has not expired or been revoked; and either

the depositary bank's ADS register shows that the beneficial owner has a U.S. address on the register; or

if there is a further intermediary between the depositary bank and the beneficial owner, where the depositary 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 non-Irish resident shareholder will not have an Irish income tax liability on dividends from the Company if the holder is neither resident nor ordinarily resident in the Republic of Ireland and the holder is:

an individual resident in the U.S. (or any other country with which Ireland has signed a double taxation treaty);

a corporation that is ultimately controlled by persons resident in the U.S. (or any other country with which Ireland has signed a double taxation treaty);

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 signed a double taxation treaty;

a corporation resident in another EU member state or in a country with which Ireland has signed a double taxation treaty, which is not controlled directly or indirectly by Irish residents; or

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 signed 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.

Taxation of Capital Gains

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. There are provisions to subject a person who disposes of an interest in a company while temporarily being non-Irish resident, to Irish capital gains tax. This treatment will apply to Irish domiciled individuals -:

who cease to be Irish resident;

who own the shares when they cease to be resident;

if there are not more than 5 years of assessment between the last year of Irish tax residence prior to becoming temporarily non-resident and the tax year that he/she resumes Irish tax residency;

who dispose of an interest in a company during this temporary non-residence; and

the interest disposed of represents 5% or greater of the share capital of the company or is worth at least €500,000.

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.

Irish Capital Acquisitions Tax
Irish capital acquisitions tax (referred to as CAT) applies to gifts and inheritances.

Where a gift or inheritance is taken under a disposition made after December 1, 1999, it will be within the charge to CAT:

to the extent that the property of which the gift or inheritance consists is situated in the Republic of Ireland at the date of the gift or inheritance;
where the person making the gift or inheritance is or was resident or ordinarily resident in the Republic of Ireland at the date of the disposition under which the gift or inheritance is taken;
in the case of a gift taken under a discretionary trust where the person from whom the gift is taken was resident or ordinarily resident in the Republic of Ireland at the date he made the settlement, or at the date of the gift or, if he is dead at the date of the gift, at his death; or
where the person receiving the gift or inheritance is resident or ordinarily resident in the Republic of Ireland at the date of the gift or inheritance.

The person who receives the gift or inheritance is primarily liable for CAT. A person is secondarily liable if he is the donor, his personal representative or an agent, trustee or other person in whose care the property constituting the gift or inheritance or the income therefrom is placed. Taxable gifts or inheritances received by an individual since December 5, 1991, from donors in the same threshold class are aggregated and only the excess over a specified tax-free threshold is taxed. The tax-free threshold is dependent on the relationship between the donor and the donees and the aggregation since December 5, 1991, of all previous gifts and inheritances, within the same tax threshold.

The tax-free threshold amounts that apply during 2009 are:

€27,127 (2008: €26,060) in the case of persons who are not related to one another;

€54,254 (2008: €52,151) in the case of gifts or inheritances received from inter alia a brother or sister or from a brother or sister of a parent or from a grandparent; and
€542,544 (2008: €521,208) in the case of gifts and inheritances received from a parent (or from a grandparent by a minor child of a deceased child) and specified inheritances received by a parent from a child.

Gifts and inheritances passing between spouses are exempt from CAT.

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.

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.

Irish Probate Tax

Irish probate tax was abolished under the Finance Act, 2001. No probate tax will arise on any assets passing in respect of a death occurring on or after December 6, 2000.

Irish Stamp Duty - Ordinary Shares

Irish stamp duty, which is a tax on certain documents, 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 €12.70 (the nominal rate) will apply.

Irish Stamp Duty - ADSs Representing Ordinary Shares

A transfer by a shareholder to the depositary or custodian of ordinary shares for deposit under the deposit agreement in return for ADSs and a transfer of ordinary shares from the depositary 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 €12.70 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.

Documents on Display

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”) and file reports and other information with the SEC. You may read and copy any of our reports and other information at, and obtain copies upon payment of prescribed fees from, the Public Reference Room maintained by the SEC at 100F Street N.E., Washington, D.C. 20549. In addition, the SEC maintains a Web site that contains

reports, proxy and information statements and other information regarding registrants that file electronically with the SEC at http://www.sec.gov. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

We “incorporate by reference” information that we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this report and more recent information automatically updates and supersedes more dated information contained or incorporated by reference in this report. Our SEC file number for Exchange Act reports is 333-8704.

As a foreign private issuer, we are exempt from the rules under the Exchange Act, prescribing the furnishing and content of proxy statements to shareholders.

We will provide without charge to each person, including any beneficial owner, on the written or oral request of such person, a copy of any or all documents referred to above which have been or may be incorporated by reference in this report (not including exhibits to such incorporated information that are not specifically incorporated by reference into such information). Requests for such copies should be directed to us at the following address: ICON plc, South County Business Park, Leopardstown, Dublin 18, Ireland, Attention: Ciaran Murray, telephone number: (353) 1 291 2000.

Exemptions From Corporate Governance Listing Requirements Under the NASDAQ Marketplace Rules

NASDAQ may provide exemptions from the NASDAQ corporate governance standards to a foreign private issuer when those standards are contrary to a law, rule or regulation of any public authority exercising jurisdiction over such issuer or contrary to generally accepted business practices in the issuer's country of domicile, except to the extent that such exemptions would be contrary to United States federal securities laws. ICON, as a foreign private issuer, was granted an exemption in 1998 from provisions set forth in NASDAQ Rule 4350(f), which requires each issuer to provide for a quorum in its by-laws for any meeting of the holders of common stock, which shall in no case be less than 33.33% of the outstanding shares of the issuer's outstanding voting stock. ICON's Articles of Association require that only 3 members be present at a shareholder meeting to constitute a quorum. This quorum requirement is in accordance with Irish law and generally accepted business practices in Ireland.

Item 11. Quantitative and Qualitative Disclosures about Market Risk

Qualitative Disclosure of Market Risk. The principal market risks (i.e. risk of loss arising from adverse changes in market rates and prices) to which we are exposed are:

Interest rate changes on short term investments (available for sale) in the form of floating rate notes and medium term minimum "AA" rated corporate securities, and

Interest rate risk on variable rate debt.

Foreign currency risk on non-U.S. dollar denominated cash and non-U.S. dollar denominated debt.

We use derivative financial instruments solely to hedge exposure to these market risks and we do not enter into these instruments for trading or speculative purposes. The Company had no interest rate instruments or derivatives as at December 31, 2008.

Our primary foreign currency exchange risk relates to movements in rates between the U.S. dollar, Sterling and the Euro. At December 31, 2008, we had cash denominated in non-U.S. dollar denominated currencies. In order to reduce the foreign currency exchange risk, we may enter into certain derivative instruments to reduce our exposure to adverse changes in exchange rates. At December 31, 2008, we held no foreign exchange forward contracts.

Quantitative disclosure of Market Risk. The analysis below presents the sensitivity of the market value, or fair value of our financial instruments to selected changes in market rates and prices. The changes chosen represent our view of changes that are reasonable over a one year period.

The hypothetical changes in fair value are estimated based on the same methodology used by the third party financial institutions to calculate the fair value of the original instruments, keeping all variables constant except the relevant

exchange rate, as the case may be, which has been adjusted to reflect the hypothetical change. Fair value estimates by their nature are subjective and involve uncertainties and matters of significant judgment and therefore cannot be determined precisely.

Foreign Currency Exchange Risk

The sensitivity analysis below represents the hypothetical change in fair value based on an immediate 10% movement in the exchange rates.

	Fair value at December 31, 2008 (in thousands)	Fair value Change +10% movement in foreign exchange rate (in thousands)	Fair value Change -10% movement in foreign exchange rate (in thousands)
Non-U.S. Dollar denominated cash	$ 13,917	$ 1,392	($ 1,392)
Non-U.S. Dollar denominated short term debt	$ 40,193	$ 4,019	($ 4,019)

Interest Rate Risk

The sensitivity analysis below represents the hypothetical change in our interest income/(expense) based on an immediate 1% movement in market interest rates.

	Interest Income/(Expense) for the year ended December 31, 2008 (in thousands)	Interest Income/(Expense) Change 1% increase in market interest rate (in thousands)	Interest Income/(Expense) Change 1% decrease in market interest rate (in thousands)
Interest Income	$ 2,880	$ 3,882	$ 1,860
Interest Expense	($ 4,102)	($ 5,156)	($ 3,048)

Item 12. Description of Securities Other than Equity Securities

Not applicable.

Part II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

We hereby incorporate by reference the description of the amendment to our Memorandum and Articles of Association described under the heading “Memorandum and Articles of Association” from Item 10 of this Form 20-F.

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Item 15. Controls and Procedures

(a) Evaluation of disclosure controls and procedures

An evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures as at December 31, 2008. Based on that evaluation, the CEO and CFO have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

(b) Management's Annual Report

Reference is made to page 56 of this Form 20-F.

(c) Report of Independent Registered Public Accounting Firm

Reference is made to page 58 of this Form 20-F.

(d) Changes in internal controls

There were no changes in our internal controls over financial reporting that occurred during the period covered by this Form 20-F that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

Item 16. Reserved.

Item 16A. Audit Committee Financial Expert

Mr. Thomas Lynch acts as the Audit Committee financial expert serving on our Audit Committee and Board of Directors. Mr. Lynch is an independent Board member and serves as one of our non-executive directors.

Item 16B. Code of Ethics

Our Board of Directors adopted its code of ethics in 2003, which applies to the Chief Executive Officer, the Chief Financial Officer and any persons performing similar functions, if any, of the Company.

There are no material modifications to, or waivers from, the provisions of such code, which are required to be disclosed.

This code is available on our website at the following address:

http://www.iconplc.com

Item 16C. Principal Accountant Fees and Services

Our principal accountants for the years ended December 31, 2008 and December 31, 2007, were KPMG.

The table below summarizes the fees for professional services rendered by KPMG for the audit of our annual financial statements for the years ended December 31, 2008, and December 31, 2007, and fees billed for other services rendered by KPMG.

	12 month period ending December 31, 2007 (in thousands)		12 month period ending December 31, 2008 (in thousands)	
Audit fees (1)	$ 2,075	71%	$ 1,835	54%
Audit related fees (2)	418	14%	403	12%
Tax fees (3)	429	15%	1,171	34%
Total	$ 2,922	100%	$ 3,409	100%

(1) Audit fees include annual audit fees for ICON plc and its subsidiaries.

(2) Audit related fees principally consisted of fees for financial due diligence services and fees for audit of financial statements of employee benefit plans.

(3) Tax fees are fees for tax compliance and tax consultation services.

The Audit Committee pre-approves on an annual basis the audit and non-audit services provided to ICON plc by its auditors.

Such annual pre-approval is given with respect to particular services. The Audit Committee, on a case-by-case basis, may approve additional services not covered by the annual pre-approval, as the need for such services arises.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Not applicable.

Part III

Item 17. Financial Statements

See item 18.

Item 18. Financial Statements

Reference is made to pages 57 to 97 of this Form 20-F.

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Item 19. Financial Statements and Exhibits

Financial statements of ICON plc and subsidiaries

Management's Report on Internal Control over Financial Reporting

Report of Independent Registered Public Accounting Firm.

Consolidated Balance Sheets as at December 31, 2007 and 2008

Consolidated Statements of Operations for the years ended December 31, 2006, December 31, 2007 and December 31, 2008.

Consolidated Statements of Shareholders' Equity and Comprehensive Income for the years ended December 31, 2006, December 31, 2007 and December 31, 2008

Consolidated Statements of Cash Flows for the years ended December 31, 2006, December 31, 2007 and December 31, 2008.

Notes to the Consolidated Financial Statements.

Exhibits of ICON plc and subsidiaries

Amended Memorandum and Articles of Association (incorporated by reference to Exhibits 3.1 and 3.2 to the Form 6-k (File No. 333-08704) filed on December 5, 2008).

ICON plc Share Option Plan 2003, as updated on October 26, 2006, for the 2006 bonus issue, further updated on February 5, 2007 and updated on July 21, 2008, for the 2008 bonus issue (incorporated by reference to Exhibit 4.1 to the Form S-8 (File No. 333-152802) filed on August 6, 2008).

ICON plc Consultants Share Option Plan 2008 (incorporated by reference to Exhibit 4.2 to the Form S-8 (File No. 333-152802) filed on August 6, 2008).

ICON plc Employee Share Option Plan 2008 (incorporated by reference to Exhibit 4.3 to the Form S-8 (File No. 333-152802) filed on August 6, 2008).

ICON plc Employees Restricted Share Unit Plan (incorporated by reference to Exhibit 4.4 to the Form S-8 (File No. 333-152802) filed on August 6, 2008).

Significant subsidiaries (Incorporated by reference in Item 4).

Office Space Lease, dated September 25, 1998, between ICON Clinical Research, Inc. and O'Neill Lansdale Properties, L.P.

Amended and Restated Office Space Lease, dated January 1, 2001, between ICON Clinical Research and 212 Church Associates, L.P.

Amendment Number 1 to the Amended and Restated Office Space Lease, between ICON Clinical Research , Inc. and 212 C Associates, L.P.

Amendment Number 2 to the Amended and Restated Office Space Lease, dated January 11, 2005, between ICON Clinical Research , Inc. and 212 C Associates, L.P.

Agreement of Lease, dated August 13, 2001, between ICON Clinical Research (UK) Limited, ICON plc and Capital Business Parks Globeside Limited.

Agreement of Lease, dated November 29, 2002, between ICON Laboratories, Inc. and MSM Reality Co. LLC, Davrick, LLC and Sholom Blau Co. LLC (together, the “Landlord”).

Highwoods Properties Office Lease, dated February 17, 2003, between ICON Clinical Research, Inc. and Highwoods Realty Limited Partnership.

Section 302 certifications.

Section 906 certifications.

Consent of KPMG, Independent Registered Public Accounting Firm

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934.

The Company's internal control over financial reporting is a process designed by, or under the supervision of, the Company's executive and financial officers and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.

A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitation due to, for example, the potential for human error or circumvention of control, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework. Based upon the assessment performed, we determined that, as of December 31, 2008, the Company's internal control over financial reporting was effective. In addition, there have been no changes in the Company's internal control over financial reporting during 2008 that have materially affected, or are reasonably likely to affect materially, the Group's internal control over financial reporting

KPMG, which has audited the consolidated financial statements of the Company for the year ended December 31, 2008, has also audited the effectiveness of the Company's internal control over financial reporting under Auditing Standard No. 5 of the Public Company Accounting Oversight Board (United States).

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Directors and Shareholders of ICON plc

We have audited the accompanying consolidated balance sheets of ICON plc and subsidiaries ("the Company") as of December 31, 2008 and 2007 and 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 December 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of ICON plc and subsidiaries as of December 31, 2008 and December 31, 2007 and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

As described in Note 2 to the consolidated financial statements, the Company adopted the provisions of FASB Interpretation No. 48 Accounting for Uncertain Income Taxes, as of January 1, 2007. As described in Note 2 to the consolidated financial statements, effective January 1, 2006, the Company changed its method of accounting for share-based compensation upon adoption of Statement of Accounting Standard No. 123R Share Based Payments.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), ICON plc's internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated February 19, 2009, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

KPMG

Dublin, Ireland
February 19, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Directors and Shareholders of ICON plc

We have audited ICON plc's internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). ICON plc's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying report. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, ICON plc maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of ICON plc as of December 31, 2008 and 2007 and 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 December 31, 2008 and our report dated February 19, 2009 expressed an unqualified opinion on those consolidated financial statements.

KPMG

Dublin, Ireland
February 19, 2009

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ICON plc
CONSOLIDATED BALANCE SHEETS

	December 31, 2007	December 31, 2008
	(in thousands)	
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 76,881	$ 58,378
Short term investments - available for sale (Note 3)	41,752	42,726
Accounts receivable	129,865	210,535
Unbilled revenue	144,661	141,727
Other receivables	6,171	11,196
Deferred tax asset (Note 13)	4,919	5,609
Prepayments and other current assets	16,449	24,332
Income taxes receivable (Note 13)	2,448	5,776
Total current assets		