

ICON PLC /ADR/
Form 6-K
November 08, 2007

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Private Issuer
Pursuant to Rule 13a - 16 under
the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2007

ICON plc
(Registrant's name)

0-29714
(Commission file number)

South County Business Park, Leopardstown, Dublin 18, Ireland.
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Yes No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82
N/A

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Quarterly Period Ended September 30, 2007

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This report on Form 6-K is hereby incorporated by reference in the registration statement on Form F-3 (Registration No. 333-133371) of ICON plc and in the prospectus contained therein, and this report on Form 6-K shall be deemed a part of such registration statement from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished by ICON plc under the Securities Act of 1933 or the Securities Exchange Act of 1934.

GENERAL

As used herein, “ICON”, the “Company” and “we” refer to ICON plc and its consolidated subsidiaries, unless the context requires otherwise.

Business

We are a contract research organization, or CRO, providing clinical research and development services on a global basis to the pharmaceutical, biotechnology and medical device industries. Our focus is on supporting the conduct of clinical trials. We have historically done so by providing such services as Phase I – IV clinical trials management, study design, laboratory services and drug development support. We believe that we are one of a select group of CROs with the capability and expertise to conduct clinical trials in most major therapeutic areas on a global basis. As of September 30, 2007, we had approximately 5,400 employees worldwide, with operations in 65 locations in 33 countries, including the United States and major markets in Europe and Rest of World. For the nine months ended September 30, 2007, we derived approximately 52.8%, 41.2%, and 6% of our net revenue in the United States, Europe and Rest of World, respectively.

Headquartered in Dublin, Ireland, we began operations in 1990 and have expanded our business through internal growth and strategic acquisitions.

Recent Developments

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 approximately \$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.

On July 9, 2007, ICON plc entered into a facility agreement for the provision of a multi-currency revolving credit facility of €35 million (\$49.5 million) with The Governor and Company of the Bank of Ireland. Our obligations under the facility are secured by certain composite guarantees and indemnities and pledges in favour of the bank. The facility bears interest at an annual rate equal to the interbank rate plus 0.6 percent. On July 10, 2007 the Company drew down €29.5 million (\$40.6 million) of the facility to fund the acquisition of DOCS International.

ICON plc
CONDENSED CONSOLIDATED BALANCE SHEETS
AS AT SEPTEMBER 30, 2007 AND DECEMBER 31, 2006

	(Unaudited)	(Audited)
	<u>September 30,</u>	<u>December 31,</u>
	<u>2007</u>	<u>2006</u>
ASSETS		
	(in thousands)	
Current Assets:		
Cash and cash equivalents	\$ 69,499	\$ 63,039
Short term investments - available for sale	28,707	39,822
Accounts receivable	136,696	108,216
Unbilled revenue	123,823	89,977
Other receivables	11,553	7,468
Deferred tax asset	4,373	6,028
Prepayments and other current assets	16,642	14,335
Income taxes receivable	583	-
Total current assets	391,876	328,885
Other Assets:		
Property, plant and equipment, net	109,952	68,208
Goodwill	124,353	78,717
Non-current deferred tax asset	5,599	531
Total Assets	\$ 631,780	\$ 476,341
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 13,560	\$ 9,691
Payments on account	94,028	90,394
Other liabilities	66,591	51,956
Deferred tax liability	433	538
Bank credit lines and loan facilities	70,487	5,000
Income taxes payable	18,832	10,985
Total current liabilities	263,931	168,564
Other Liabilities:		
Long term government grants	1,177	1,170
Long term finance leases	70	163
Non-current deferred tax liability	5,388	2,586
Minority interest	1,228	1,120
Total Liabilities	271,794	173,603
Shareholders' Equity:		
Ordinary shares, par value 6 euro cents per share; 40,000,000 shares authorized, 28,783,048 shares issued and outstanding at September 30, 2007 and 28,517,852 shares issued and outstanding at December 31, 2006	2,118	2,100
Additional paid-in capital	143,059	133,996
Accumulated other comprehensive income	22,600	14,515

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Retained earnings	192,209	152,127
Total Shareholders' Equity	359,986	302,738
Total Liabilities and Shareholders' Equity	\$ 631,780	\$ 476,341

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2007 AND SEPTEMBER 30, 2006
(UNAUDITED)**

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>September</u>	<u>September</u>	<u>September</u>	<u>September</u>
	<u>30,</u>	<u>30,</u>	<u>30,</u>	<u>30,</u>
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
	(in thousands except share and per share data)			
Revenue:				
Gross revenue	\$ 231,819	\$ 171,109	\$ 625,942	