П

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |  |
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| Check this box if no longer subject to |  |
| Section 16. Form 4 or Form 5           |  |
| obligations may continue. See          |  |
| Instruction 1(b).                      |  |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|                      | ROVAL     |
|----------------------|-----------|
| OMB Number:          | 3235-0287 |
| Estimated average bu | ırden     |
| hours per response.  | 0.5       |

| 1. Nume and Address of Reporting Leson |                  |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>ICF International, Inc. [ ICFI ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner       |
|--|------------------|-------|--|--|
| (Last)<br>9300 LEE HI                  | (First) (Middle) |       | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/12/2018                         | X Officer (give title Other (specify below) below)<br>Executive Vice President                         |
| (Street)<br>FAIRFAX                    | VA               | 22031 | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>X Form filed by One Reporting Person |
| (City)                                 | (State)          | (Zip) | erivative Securities Acquired. Disposed of, or Bene                                    | Form filed by More than One Reporting<br>Person  |

| ······································ |  |   |        |   |   |               |       |   |   |   |
|--|--|---|--------|---|---|---------------|-------|---|---|---|
| 1. Title of Security (Instr. 3)        | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code ( |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |  |   | Code   | v | Amount  | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |

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

|   | (org., paro, cano, marranto, opnono, contention occarition)           |  |   |                              |   |       |     |  |                    |  |  |   |  |  |  |
|---|---|--|---|------------------------------|---|-------|-----|--|--------------------|--|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of    |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock<br>Units                        | (1)   | 03/12/2018                                 |   | A                            |   | 2,152 |     | (2)  | (2)                | Common   | 2,152                                  | \$0.0000  | 11,325   | D  |  |

Explanation of Responses:

1. Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.

2. These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2010 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of three (3) years, at 25% on each of the first two anniversaries of the grant and 50% on the third anniversary from the day of grant.

<u>/s/ James E. Daniel, Attorney-</u>03/14/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.