

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 1, 2018

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-33045

(Commission File Number)

22-3661438

(I.R.S. Employer
Identification Number)

9300 Lee Highway, Fairfax, Virginia

(Address of principal executive offices)

22031

(Zip Code)

Registrant's telephone number, including area code: **(703) 934-3000**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ Emerging growth company

☐ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

ICF International, Inc. (the “Company”) has prepared an investor presentation with information about the Company. The Company intends to use the presentation as part of investor non-deal road show presentations. A copy of the investor presentation to be used for such presentations, as released on March 1, 2018, is furnished herewith as Exhibit 99.1.

The information contained in this report, including Exhibit 99.1 attached hereto, is considered to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that Section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being furnished with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>ICF International, Inc.’s non-deal road show investor presentation, dated March 2018</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ICF International, Inc.

Date: March 1, 2018

By: /s/ James C. Morgan
James C. Morgan
Chief Financial Officer



ICF Investor Presentation

March 2018



Cautionary Statement

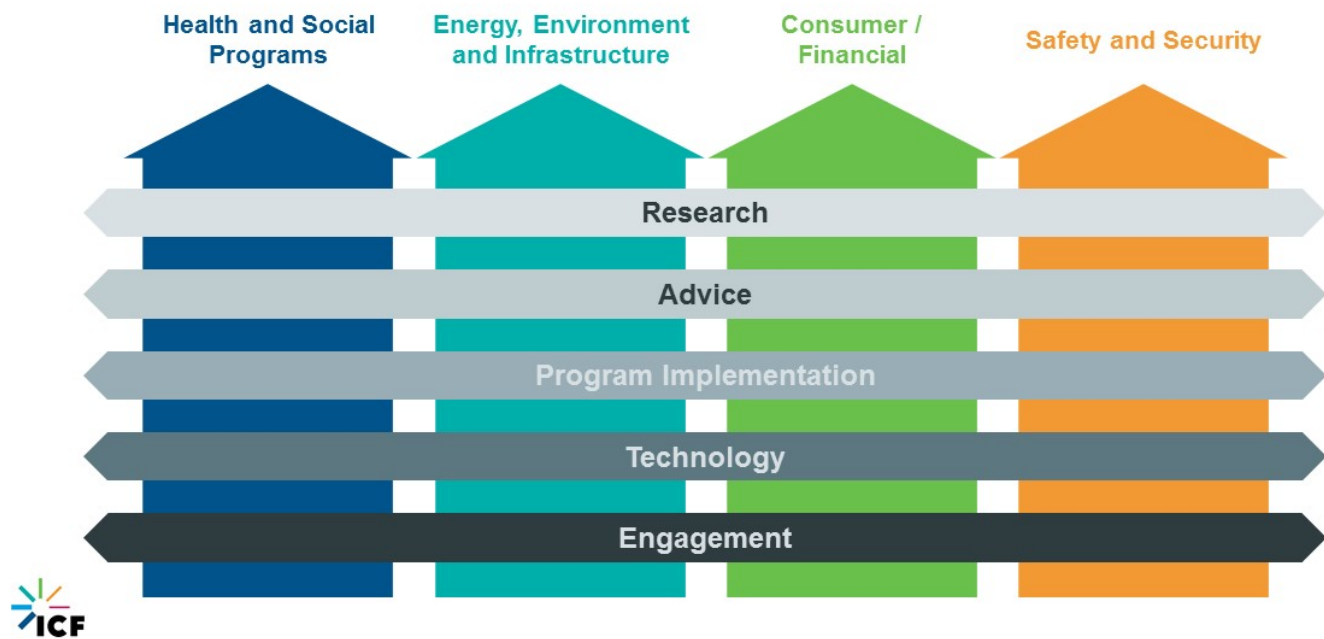


Certain statements made by us in this presentation that are not historical facts or that relate to future plans, events, or performances are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially from those expressed in any forward-looking statements made by us. All statements made by us in this presentation are qualified in all respects by the information disclosed in our filings with the Securities and Exchange Commission and specifically, the risks described therein under the heading "Risk Factors". We are under no duty to update or revise any forward-looking statements pursuant to actual results or events, and do not intend to do so.



Introducing ICF

ICF conquers complexity for its clients across a range of markets



2006 to 2018: Creating a Unique Growth Platform

Organic Initiatives + Acquisitions Add Expertise, Scale and Scope



ICF uses **periodic leverage** to drive the corporation into **new markets**

ENERGY
ENVIRONMENT
EDUCATION
HEALTH
INFRASTRUCTURE
DIGITAL MARKETING



2006 IPO

18 ACQUISITIONS

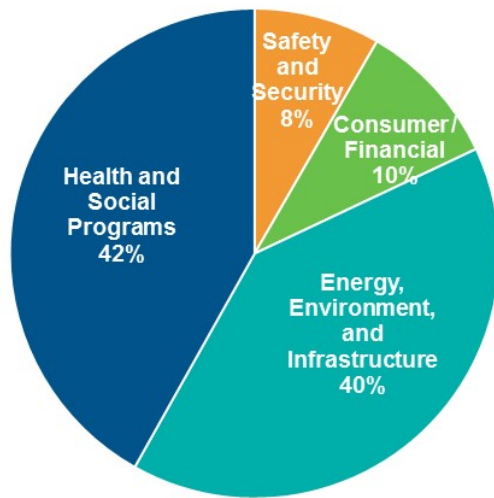
12 YRS.



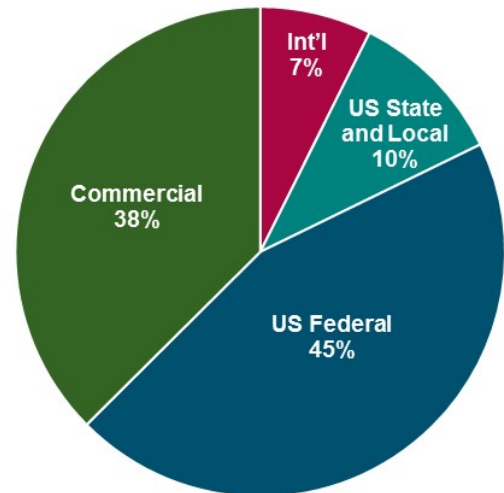
ICF Has a Balanced Revenue Portfolio*...



...By Market Type...



...By Client Category...

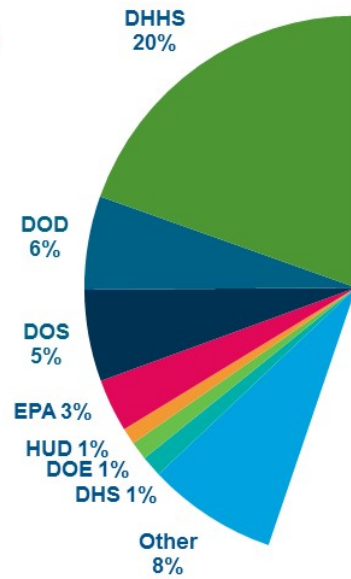


*Based on FY 2017 financial performance released on February 27, 2018

ICF Serves Several Departments of the US Federal Government*



Federal Government
Revenues as Percentage
of Total Revenue

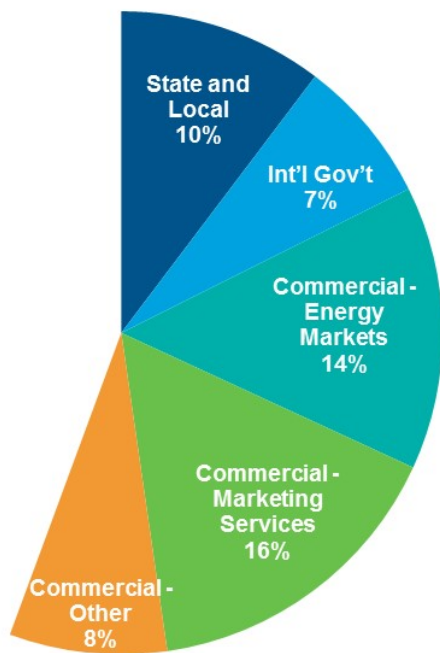


No single contract
exceeds 3% of total
revenues



*Based on FY 2017 financial performance released on February 27, 2018

Non-Federal Government by Client Category*



- Commercial energy markets and Marketing services account for the majority of commercial revenues
- Advisory and Implementation services
- Commercial revenue as a percentage of total revenue increased to 38% in FY 2017 from 35% in FY 2016



*Based on FY 2017 financial performance released on February 27, 2018

Commercial – Energy Markets

- 14% of Total Revenue*
- Energy efficiency programs for utilities: State-regulated
- Majority long-term contracts



*Based on FY 2017 financial performance released on February 27, 2018

Commercial – Marketing Services

- 16% of Total Revenue*
- Customer engagement and loyalty marketing programs
- Digital marketing systems and platforms
- Consumer activation

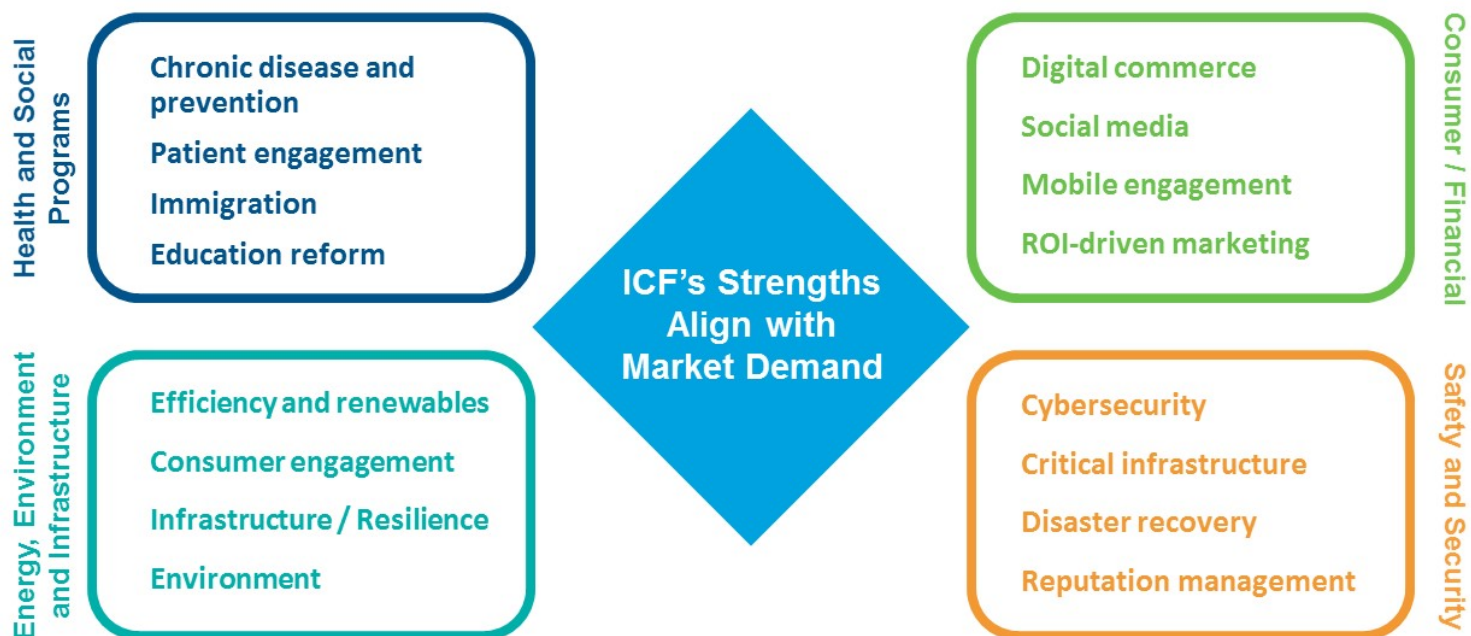


...Opportunity to leverage these capabilities across the ICF organization...



*Based on FY 2017 financial performance released on February 27, 2018

ICF Operates in Markets with Strong Growth Drivers





VERTICAL ELEMENTS

- Proprietary IP
- A workforce of long-time industry experts
- Longstanding client relationships
- Long-term contract vehicles

FUNCTIONAL ELEMENTS

- Program management & evaluation tools
- Consumer insights
- Proprietary analytics
- Digital marketing IP & partnerships
- Technology solution development expertise

ICF combines **deep industry expertise** with cross-cutting **digital engagement solutions** to **create and capture** new opportunities





Sustain and grow our distinctive expertise in our core vertical markets



Provide a broader range of functional capabilities to our clients



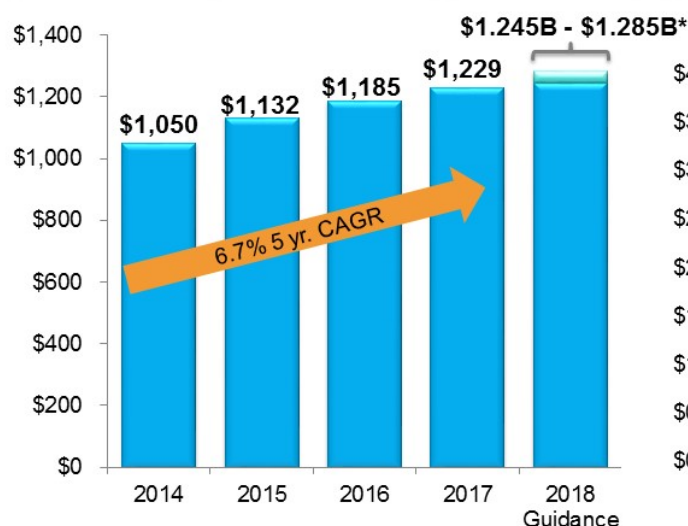
Build our service offerings at the intersections between our vertical markets and our functional expertise

Financial Performance

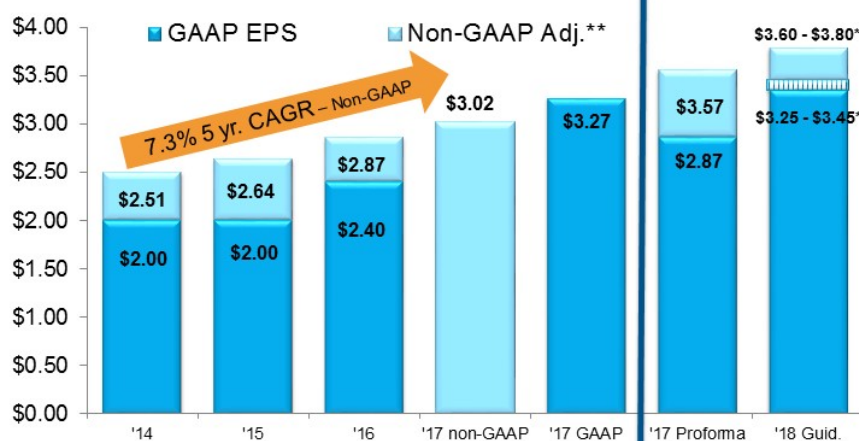


Revenue and EPS, 2018 Guidance

Revenue (\$ Millions)



EPS



- Mid-point of 2018 Revenue Guidance represents a 2.9% YoY growth; Mid-point of 2018 GAAP EPS Guidance represents a 16.7% YoY growth from proforma 2017
- 2017 GAAP EPS includes the deferred tax liability (DTL) revaluation and represents reported GAAP EPS of \$3.27
- 2017 Pro Forma excludes the DTL revaluation but adjusts for the new tax rate reduction for GAAP/Non-GAAP EPS, consistent with the 2018 tax rate



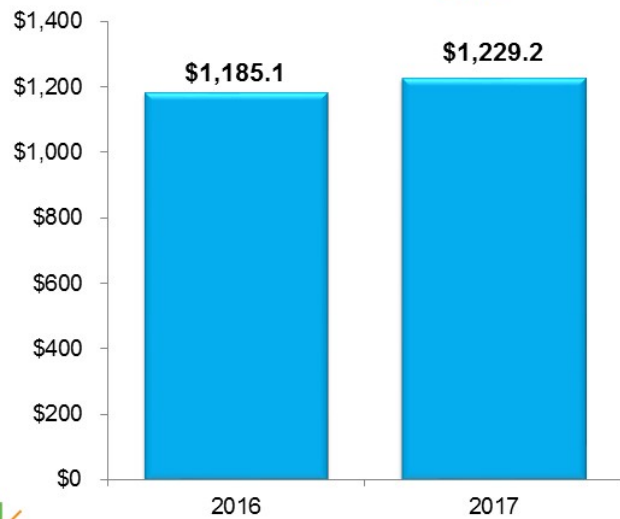
*Based on 2018 management guidance issued on February 27, 2018

**Non-GAAP EPS: GAAP EPS plus tax-affected impact of acquisition-related charges, special charges, and amortization of intangibles and less DTL revaluation



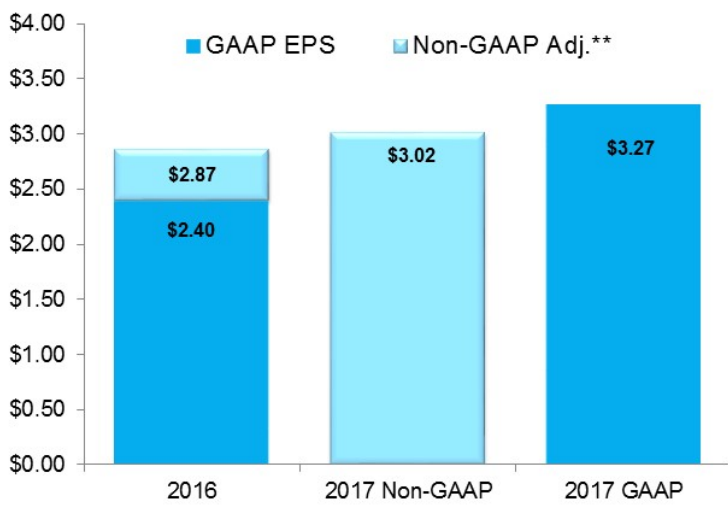
Revenue (\$ Millions)*

Y-on-Y Growth: 3.7%



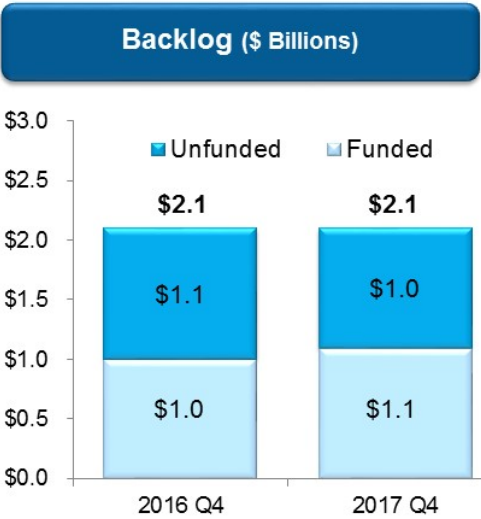
EPS*

Non GAAP EPS Y-on-Y Growth: 5.2%



*Based on FY 2017 financial performance released on February 27, 2018

**Non-GAAP EPS: GAAP EPS plus tax-affected impact of acquisition-related charges, special charges, and amortization of intangibles and less DTL revaluation



- 2017 Sales of \$1.31B; resulting in Book-to-Bill (B-T-B) Ratio for FY 2017 of 1.1
- 2016 record Sales year bolstered by Energy wins
- 2017 Sales impacted by changing administration



*Based on FY 2017 financial performance released on February 27, 2018

Balance Sheet Highlights*

(\$ Millions)	12/31/2013 Actual	12/31/2014 Actual	12/31/2015 Actual	12/31/2016 Actual	12/31/2017 Actual*
Total Assets	\$700.9	\$1,110.3	\$1,080.3	\$1,085.6	\$1,110.3
Long-Term Debt	\$40.0	\$350.1	\$311.5	\$259.4	\$206.3
Stockholders' Equity	\$474.1	\$500.7	\$523.3	\$566.0	\$616.0
Current Ratio	1.51	1.42	1.50	1.55	1.48
FY Operating Cash Flow	\$80.8	\$79.2	\$76.3	\$80.1	\$117.2

- Strong cash generation provides flexibility for deleveraging and / or strategic investments
 - \$30.7M of share repurchases occurred in CY17
 - \$53.1M of debt paid down in CY17
- CY17 Operating Cash Flow improved \$37.1M over CY16 due to strong collections
- 2018 guidance for Operating Cash Flow is \$100-110M



*Based on FY 2017 financial performance released on February 27, 2018


Corporate Social Responsibility – It Matters



DealBook Business & Policy

DEALBOOK

BlackRock's Message: Contribute to Society, or Risk Losing Our Support



Trending on NYTimes

- 1 Son, 4 Overdoses, 6 Hours
- Venezuela's Most-Wanted Rebel Shared His Story, Just Before Death
- Senate Votes to End the Federal Shutdown
- No Passport or Ticket: How a Woman Evaded Airport Security and Flew to London

ICF's 2016 Corporate Citizenship Performance at a Glance



<https://www.icf.com/blog/2016-corporate-social-responsibility-report>



Distinctive expertise in core vertical markets



Industry-leading functional capabilities – including marketing services



Offerings at intersection between vertical markets and functional expertise

Thank You

