

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): September 14, 2017

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On September 14, 2017, the Board of Directors (the “Board”) of ICF International, Inc. (the “Company”) increased the size of the Company’s Board from seven (7) to eight (8) members and appointed Mr. Randall Mehl to the Board. Mr. Mehl shall serve as a Class III director to serve until the Company’s annual meeting of the stockholders in 2018, subject to his prior death, resignation or removal from office as provided by law. Mr. Mehl has been designated a member of the Compensation Committee of the Board.

Mr. Mehl currently serves as president and chief investment officer for Stewardship Capital Advisors, a private equity investment firm focused on the business and technology services sectors. Prior to that, he served as partner and managing director for Baird Capital Partners, where he led the company’s U.S. technology and services investment team. During his 20-years at Baird, Mr. Mehl focused heavily on acquisitions and late-stage growth investments in the business services sector and was involved in the analysis, acquisition and sale of more than 50 publicly-traded companies.

Mr. Mehl currently serves on the Board of KForce Inc., a publicly-traded professional staffing firm, and has previously held board positions with many privately held companies, including Myelin, a marketing services business, Workforce Insight LLC, a provider of workforce optimization solutions, and MedData LLC, now a subsidiary of MEDNAX, a provider of revenue cycle management solutions. He has also served on the investment committee for several private equity funds affiliated with Baird Capital.

There is no arrangement or understanding between Mr. Mehl and any other person pursuant to which he was appointed as a director of the Company. In connection with his service, Mr. Mehl will receive the Company’s standard director’s compensation package for 2017 received by the Company’s current non-employee directors, as discussed in the Company’s Proxy Statement filed on April 21, 2017, prorated for the time he serves during 2017. Mr. Mehl does not have any other current or proposed material arrangements or transactions with related person to be disclosed pursuant to Item 404(a) of Regulation S-K.

The press release containing this announcement is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release dated September 14, 2017](#)

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: September 14, 2017

By: /s/ James C. Morgan
James C. Morgan
Executive Vice President & Chief Financial Officer

NEWS RELEASE
FOR IMMEDIATE RELEASE

Contact: Lauren Dyke, lauren.dyke@ICF.com, +1.571.373.5577

ICF Appoints Seasoned Investment Executive to Board of Directors

Randy Mehl Brings Deep Knowledge of Professional Services to ICF

FAIRFAX, Va. (September 14, 2017) — ICF (NASDAQ:ICFI), a consulting and technology services provider to commercial and government clients around the world, has elected Randy Mehl, CFA to its board of directors, the company announced today. Mehl brings over two decades of experience in investing in and growing professional services companies to ICF as the company continues its positive growth momentum.

Mehl is president and chief investment officer of Stewardship Capital Advisors, LLC, which manages an equity fund focused on making investments in business and technology services. He previously served as a managing director and partner with Baird Capital, a middle-market private equity group, where he led the team focused on business and technology services. Mehl was nationally recognized as a senior equity research analyst during his time with Robert W. Baird & Company, covering business and technology services, including consulting, business process outsourcing, and staffing.

“Randy is an excellent addition to our board,” said Sudhakar Kesavan, ICF chairman and CEO. “He is a collaborative leader who not only understands how investors look at professional services companies, but also the key strategic levers we need to pull in order to effectively scale.”

Mehl currently serves on the board for Kforce Inc., a publicly-traded professional staffing firm, and has held previous board positions with many privately held companies, including Myelin, a marketing services business, Workforce Insight, a provider of workforce optimization solutions, and MedData (now a subsidiary of MEDNAX), a provider of revenue cycle management solutions. He also served on the investment committee for several private equity funds affiliated with Baird Capital.

“I’m honored and excited to join the ICF team,” said Mehl. “This passionate and talented team has grown the business tremendously over the past several years while maintaining a culture of innovation. I am excited to be part of the continued evolution of ICF.”

One of the world’s leading consultancies, ICF works with companies in critical markets and governments all over the world to plan, design, and implement transformative projects. Over 5,000 business analysts, policy specialists, technologists, researchers, digital strategists, social scientists and creatives across 70 countries support hundreds of organizations. For nearly 50 years, ICF has stayed relevant by taking non-traditional approaches to some of the most pressing challenges facing their clients.

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About ICF

ICF is a global consulting and technology services provider with more than 5,000 professionals focused on making big things possible for our clients. We are business analysts, policy specialists, technologists, researchers, digital strategists, social scientists and creatives. Since 1969, government and commercial clients have worked with ICF to overcome their toughest challenges on issues that matter profoundly to their success. Come engage with us at icf.com.

Caution Concerning Forward-looking Statements

Statements that are not historical facts and involve known and unknown risks and uncertainties are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements may concern our current expectations about our future results, plans, operations and prospects and involve certain risks, including those related to the government contracting industry generally; our particular business, including our dependence on contracts with U.S. federal government agencies; and our ability to acquire and successfully integrate businesses. These and other factors that could cause our actual results to differ from those indicated in forward-looking statements are included in the "Risk Factors" section of our securities filings with the Securities and Exchange Commission. The forward-looking statements included herein are only made as of the date hereof, and we specifically disclaim any obligation to update these statements in the future.