
**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): October 23, 2006

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

(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 (See General Instruction A.2. below):

- Written communication pursuant to Rule 245 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))
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Item 7.01 Regulation FD Disclosure

The information contained in this Item 7.01 shall not be deemed to be incorporated by reference in any filings under the Securities Act of 1933, as amended.

On October 23, 2006, ICF International, Inc. (“ICF”) issued a press release announcing that the underwriters of its previously announced initial public offering had exercised in full the over-allotment option granted to them by ICF. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release dated October 23, 2006

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.
(Registrant)

Date: October 23, 2006

By: /s/ Sudhakar Kesavan
Sudhakar Kesavan
Chairman, President & Chief Executive Officer

Exhibit Index

Exhibit No.

Document

99.1

Press Release dated October 23, 2006

ICF International Announces Full Exercise of Over-Allotment Option by Underwriters

FAIRFAX, VA, October 23, 2006— ICF International (Nasdaq: ICFI) announced today that the underwriters of its initial public offering of shares of its common stock, which began trading on The Nasdaq Global Select Market on September 28, 2006, have fully exercised their over-allotment option to purchase an additional 700,500 shares. All of the over-allotment shares were sold by ICF. With the exercise of the underwriters' option, the aggregate net proceeds to ICF of its offering were approximately US\$48.7 million.

UBS Securities LLC acted as sole book-running manager for the offering, and Stifel, Nicolaus & Company, Incorporated acted as joint lead manager for the offering. William Blair & Company, L.L.C. and Jefferies Quarterdeck, a division of Jefferies & Company, Inc., acted as co-managers. A copy of the final prospectus related to the offering may be obtained from UBS Investment Bank, ECMG Syndicate Desk, 299 Park Avenue, New York, NY 10171, or by contacting Stifel Nicolaus, Syndicate Desk, 1 Financial Plaza, 501 North Broadway, St. Louis, MO 63102.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

ICF International partners with government and commercial clients to deliver consulting services and technology solutions in the energy, environment, transportation, social programs, defense, and homeland security markets. The firm combines passion for its work with industry expertise and innovative analytics to produce compelling results throughout the entire program life cycle, from analysis and design through implementation and improvement. Since 1969, ICF has been serving government at all levels, major corporations, and multilateral institutions. More than 1,800 employees serve these clients worldwide.