

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): June 1, 2017

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 5.07 Submission of Matters to a Vote of Security Holders

The 2017 Annual Meeting of Stockholders of ICF International, Inc. (the “Company”) was held on Thursday, June 1, 2017.

Set forth below are the matters acted upon by the Company’s stockholders at the Annual Meeting, and the final voting results of each such matter.

1. Election of two (2) directors to serve for a term expiring at the Company’s annual meeting in 2020:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u> ¹	<u>Total</u>
Sudhakar Kesavan	15,672,551	506,353	1,210,096	17,389,000
Michael Van Handel	15,968,243	210,661	1,210,096	17,389,000

The press release containing the announcement of Mr. Van Handel’s addition to the Board is filed as Exhibit 99.1.

2. Non-binding advisory say on pay vote regarding the Company’s overall pay-for-performance named executive officer compensation program (“Say on Pay” vote):

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u> ¹	<u>Total</u>
15,634,235	457,570	87,099	1,210,096	17,389,000

3. Non-binding advisory vote on the frequency of say on pay votes (“Say on Frequency” or “Say When on Pay” vote):

<u>Votes For 1 Year</u>	<u>Votes For 2 Years</u>	<u>Votes for 3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u> ¹	<u>Total</u>
13,425,453	3,917	2,667,595	81,939	1,210,096	17,389,000

4. Amendment of the Company’s Amended and Restated Certificate of Incorporation to implement a majority voting standard in uncontested director elections:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u> ⁽¹⁾	<u>Total</u>
16,168,969	7,369	2,566	1,210,096	17,389,000

¹ A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to the item and has not received voting instructions from the beneficial owner of the shares it holds. Broker non-votes are counted when determining whether the necessary quorum of stockholders is present or represented at each annual meeting.

5. Ratification of the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for fiscal year 2017:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u> ⁽¹⁾	<u>Total</u>
17,202,984	113,637	72,379	(0)	17,389,000

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated June 1, 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: June 1, 2017

By: /s/ James C. Morgan

James C. Morgan
Chief Financial Officer



NEWS RELEASE

Former ManpowerGroup Executive Joins ICF Board of Directors

Michael Van Handel Brings Decades of Financial, Operational and M&A Experience to ICF

FOR IMMEDIATE RELEASE

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

FAIRFAX, Va. (June 1, 2017) —ICF (NASDAQ:ICFI), a consulting and technology services provider to commercial and government clients around the world, has elected Michael Van Handel to its board of directors as the company works toward another year of record growth.

“We are excited to welcome Mike to our board,” said Sudhakar Kesavan, ICF chairman and CEO. “As we work to scale our business into new markets, Mike’s extensive qualifications and impressive track record of supporting large publicly-traded companies through mergers, acquisitions, financial planning and analysis will be invaluable to our team. His passion for doing work that makes a difference to companies and to the world is fully aligned with our mission.”

Van Handel served as Senior Executive Vice President and Chief Financial Officer, and was a member of the Executive Operating Committee at ManpowerGroup, a world leader in innovative workforce solutions. Under his leadership, ManpowerGroup saw over 150 percent growth and successfully completed over 40 acquisitions. He was named “America’s Best CFO for Business and Professional Services” by *Institutional Investor Magazine* every year since 2005 until he retired from ManpowerGroup last year, and was named “CFO of the Year” by the *Greater Milwaukee Business Journal* in 2008.

“ICF has proven itself as an established leader, but that hasn’t stopped the company from remaining nimble and continuing to reinvent itself,” said Michael Van Handel. “I’m thrilled to join ICF’s Board of Directors and work with such a talented group of people. I look forward to supporting the company’s continued growth in commercial and government markets.”

One of the world’s leading consultancies, ICF works 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 nontraditional approaches to some of the most pressing challenges facing their clients.

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For More Information

- ICF Board of Directors

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.