

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): July 13, 2022

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.)

Securities registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock	ICFI	NASDAQ

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.
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Item 2.01 Completion of Acquisition or Disposition of Assets

On July 13, 2022, ICF International, Inc. (the “Company”) completed the previously announced purchase transaction, contemplated in that certain Equity Purchase Agreement (the “Purchase Agreement”) by and among ICF Incorporated, L.L.C. (“Purchaser”), SemanticBits, LLC, a Virginia limited liability company (“Wicket”), and Ramprakash Chilukuri and Vinay Kumar (collectively, the “Equity Holders”), each individually, and Ramprakash Chilukuri in his capacity as the Sellers’ Representative. By the terms of the Purchase Agreement, Purchaser acquired 100% of the membership interests in Wicket (the “Acquisition”), which became a wholly owned subsidiary of the Purchaser and an indirect subsidiary of the Company. The Company paid the base purchase price under the Purchase Agreement in cash to the Equity Holders, subject to adjustment as provided in the Purchase Agreement, as previously reported in the Current Report on Form 8-K filed with the Securities Exchange Commission on June 8, 2022, as amended by the amendment to the Current Report on Form 8-K/A filed on July 1, 2022.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, which was filed as an exhibit by an amendment to the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 1, 2022.

Cautionary Note Regarding the Purchase Agreement

The Purchase Agreement provides investors and security holders with information regarding its terms and conditions and is not intended to provide any factual information about the Company or Wicket. In particular, the assertions embodied in the representations and warranties contained in the Purchase Agreement are qualified by information in confidential disclosure schedules that the parties have exchanged in connection with the signing of the Purchase Agreement. Moreover, certain representations and warranties in the Purchase Agreement were used for the purpose of allocating risk, rather than establishing matters as facts. Accordingly, investors and security holders should not rely on the representations and warranties in the Purchase Agreement as characterizations of the actual state of facts, since they were made only as of the date of the Purchase Agreement and are modified in important part by the underlying confidential disclosure schedules. Moreover, information concerning the subject matter of the representations and warranties, covenants and other terms, and waivers or modifications thereof, may change after the date of the Purchase Agreement, which subsequent information may or may not be fully reflected in the Company’s public disclosures.

Cautionary Statements

This filing and the exhibit attached hereto contain forward-looking statements that involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of the Company and its consolidated subsidiaries could differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including the expected benefits and costs of the Acquisition.

Item 8.01 Other Events

On July 14, 2022, the Company issued a press release announcing the completion of the Acquisition. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 10.1 [Purchase Agreement dated June 8, 2022* \(Incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K/A \(File No. 001-33045\) filed by ICF International, Inc. on June 8, 2022, as amended by the amendment to the Current Report on Form 8-K/A filed on July 1, 2022\)](#)
- 99.1 [Press Release dated July 14, 2022](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Schedules and similar attachments to the Purchase Agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K.

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: July 14, 2022

By: /s/ James E. Daniel
James E. Daniel
Executive Vice President and General Counsel

**NEWS RELEASE
FOR IMMEDIATE RELEASE****Contact: Lauren Dyke, lauren.dyke@ICF.com, +1.571.373.5577****ICF Completes Acquisition of SemanticBits**

FAIRFAX, Va. (July 14, 2022) — ICF (NASDAQ: ICFI), a global consulting and digital services provider, announced today that it has completed the acquisition of SemanticBits, a premier partner to U.S. federal health agencies for mission-critical digital modernization solutions. The company announced its intent to acquire SemanticBits last month.

ICF plans to provide updated financial guidance for full-year 2022, which will include the expected contribution from the acquisition when the company issues its second quarter results in early August.

Founded in 2005, SemanticBits provides a full suite of scalable digital modernization services using cloud and open-source frameworks, including end-to-end agile at-scale development capabilities, cloud-native solutions, data analytics and human-centered design.

Their 450-person team of technologists and practitioners bring a history of demonstrated success with large federal health IT projects and expertise across 30 technology platforms. Their track record of excellent customer-centric delivery and fully agile approach complements ICF's deep federal health domain expertise and expanding digital modernization capabilities.

Read more about the acquisition and ICF's public health and digital transformation services.

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About ICF

ICF is a global consulting services company with approximately 8,000 full- and part-time employees, but we are not your typical consultants. At ICF, business analysts and policy specialists work together with digital strategists, data scientists and creatives. We combine unmatched industry expertise with cutting-edge engagement capabilities to help organizations solve their most complex challenges. Since 1969, public and private sector clients have worked with ICF to navigate change and shape the future. Learn more 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 SemanticBits' revenue and post-acquisition revenue rate, our expectations regarding future opportunities for synergies, and our future results, plans, operations and prospects. These statements may 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 successfully integrate businesses, including the SemanticBits business. 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.