

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Ostria Sergio J</u>			2. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc. [ ICFI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>1902 RESTON METRO PLAZA</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)					
<u>RESTON</u>	<u>VA</u>	<u>20190</u>						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	03/20/2025		M		1,028	A	\$0.0000	22,889	D	
Common	03/20/2025		M		444	A	\$0.0000	23,333	D	
Common	03/20/2025		M		407	A	\$0.0000	23,740	D	
Common	03/20/2025		M		318	A	\$0.0000	24,058	D	
Common	03/20/2025		F		106	D	\$84.83	23,952	D	
Common	03/20/2025		F		136	D	\$84.83	23,816	D	
Common	03/20/2025		F		148	D	\$84.83	23,668	D	
Common	03/20/2025		F		343	D	\$84.83	23,325	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	03/20/2025		A		4,947		(2)	(2)	Common	4,947	\$0.0000	4,947	D	
Restricted Stock Units	\$0.0000 <sup>(3)</sup>	03/20/2025		M			318	(4)	(4)	Common	318	(3)	4,936	D	
Restricted Stock Units	\$0.0000 <sup>(3)</sup>	03/20/2025		M			407	(4)	(4)	Common	407	(3)	4,529	D	
Restricted Stock Units	\$0.0000 <sup>(3)</sup>	03/20/2025		M			444	(5)	(5)	Common	444	(3)	4,085	D	
Restricted Stock Units	\$0.0000 <sup>(3)</sup>	03/20/2025		M			1,028	(6)	(6)	Common	1,028	(3)	3,057	D	

**Explanation of Responses:**

- Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.
- These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2018 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of three (3) years, at 25% on each of the first two anniversaries of the grant and 50% on the third anniversary from the day of grant.
- The exercise price for the restricted stock unit exercise was \$84.83.
- Represents the 1st vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
- Represents the 2nd vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
- Represents the 3rd vesting anniversary (50%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

/s/ James E. Daniel, Attorney-in-fact 03/24/2025

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**