
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ICF INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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ICF INTERNATIONAL, INC.
ATTN: CORPORATE SECRETARY
1902 RESTON METRO PLAZA
RESTON, VA 20190-5231

Your **Vote** Counts!

ICF INTERNATIONAL, INC.

2024 Annual Meeting
Vote by June 6, 2024
11:59 PM ET



V45929-P07341

You invested in ICF INTERNATIONAL, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 7, 2024.**

Get informed before you vote

View the Form-10K, 2023 Annual Report and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 24, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 7, 2024
8:00 AM EDT

Virtually at:
www.virtualshareholdermeeting.com/ICF2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Mr. Randall Mehl	✔ For
1b. Mr. Scott Salmirs	✔ For
2. ADVISORY VOTE REGARDING ICF INTERNATIONAL'S OVERALL PAY-FOR-PERFORMANCE NAMED EXECUTIVE OFFICER COMPENSATION PROGRAM. Approve by non-binding, advisory vote, the Company's overall pay-for-performance executive compensation program, as described in the Compensation Discussion and Analysis, the compensation tables and the related narratives and other materials in the Proxy Statement.	✔ For
3. RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. Ratify the selection of Grant Thornton as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For

NOTE: The proxies will vote as the Board of Directors recommends where a choice is not specified.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".