Form 4

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

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

1. Name and Address of Reporting Person: Wasson John

2. ICF Name and Ticker or Trading Symbol: ICF International, Inc. [ ICF ]

3. Date of Earliest Transaction (Month/Day/Year): 01/24/2020

4. If Amendment, Date of Original Filed: 01/24/2020

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   X Director
   X Officer (give title below)
   X 10% Owner
   X Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   X Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>01/24/2020</td>
<td></td>
<td>A</td>
<td>14,511</td>
<td>A</td>
<td>$0.0000</td>
</tr>
<tr>
<td>Common</td>
<td>01/24/2020</td>
<td></td>
<td>F</td>
<td>4,891</td>
<td>D</td>
<td>$88.88</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount of Shares</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. In 2017, the Reportable Person was awarded a performance share award, contingent upon the achievement of certain performance criteria. The criteria have been met and these shares represent the vesting of the shares pursuant to that award.

2. 4,891 of the shares underlying vested performance shares were withheld to pay the related tax liability.

/s/ James E. Daniel, Attorney-in-fact

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).


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.