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
   9300 LEE HIGHWAY
   FAIRFAX VA 22031

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

3. Date of Earliest Transaction (Month/Day/Year)
   12/31/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)
   
5. Relationship of Reporting Person(s) to Issuer
   
   X Director 10% Owner
   X Officer (give title below) Other (specify below)
   CEO & President

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   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 (Instr. 3)</th>
<th>Transaction Date (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>Price</th>
<th>Amount</th>
<th>Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>12/31/2019</td>
<td>A</td>
<td>144 A $87.69</td>
<td>64,818</td>
<td>D</td>
<td></td>
<td></td>
<td></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>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 or Number of Shares</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the ICF International, Inc. 2006 Employee Stock Purchase Plan (the ESPP), for the ESPP purchase period of July 1, 2019 through December 31, 2019. This transaction is also exempt pursuant to Rule 16b-3(c).

2. The Offering Period (as defined in the ESPP) ended on December 31, 2019, and the shares were acquired on the last business day of the Offering Period.

3. In accordance with the ESPP, these shares were purchase at a price not less than ninety-five percent (95%) of the per share fair market value of the Common Shares (as defined in the ESPP) as of December 31, 2019, the last trading day prior to the end of the Offering Period.

/s/ James E. Daniel, Attorney-in-fact 01/02/2020
** Signature of Reporting Person  Date

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.

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