

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): February 5, 2019

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

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.)

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.

Item 7.01 Regulation FD Disclosure

ICF International, Inc. (the “Company”) intends to participate as a presenter at the Cowen and Company 40th Annual Aerospace/Defense & Industrials Conference to be held on Wednesday, February 6, 2019, at the Lotte New York Palace Hotel. A live audio webcast of the presentation will be available at <http://wsw.com/webcast/cowen51/icfi/>, with a replay available for 90 days following the conference. A copy of the investor presentation to be used at the Conference is furnished herewith as Exhibit 99.1.

The information contained in this report, including Exhibit 99.1 attached hereto, is considered to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that Section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are being furnished with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	ICF International, Inc. investor presentation, dated February 6, 2019

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: February 5, 2019

By: /s/ James C. Morgan
James C. Morgan
Chief Financial Officer

February 6, 2019



ICF Investor Presentation

Cowen and Company 40th Annual Aerospace/
Defense & Industrials Conference

John Wasson, President and COO
James Morgan, CFO



icf.com



Cautionary Statement

Certain statements made by us in this presentation that are not historical facts or that relate to future plans, events, or performances are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially from those expressed in any forward-looking statements made by us. All statements made by us in this presentation are qualified in all respects by the information disclosed in our filings with the Securities and Exchange Commission and specifically, the risks described therein under the heading "Risk Factors". We are under no duty to update or revise any forward-looking statements pursuant to actual results or events, and do not intend to do so.



ICF: A Professional and Technology Services Firm

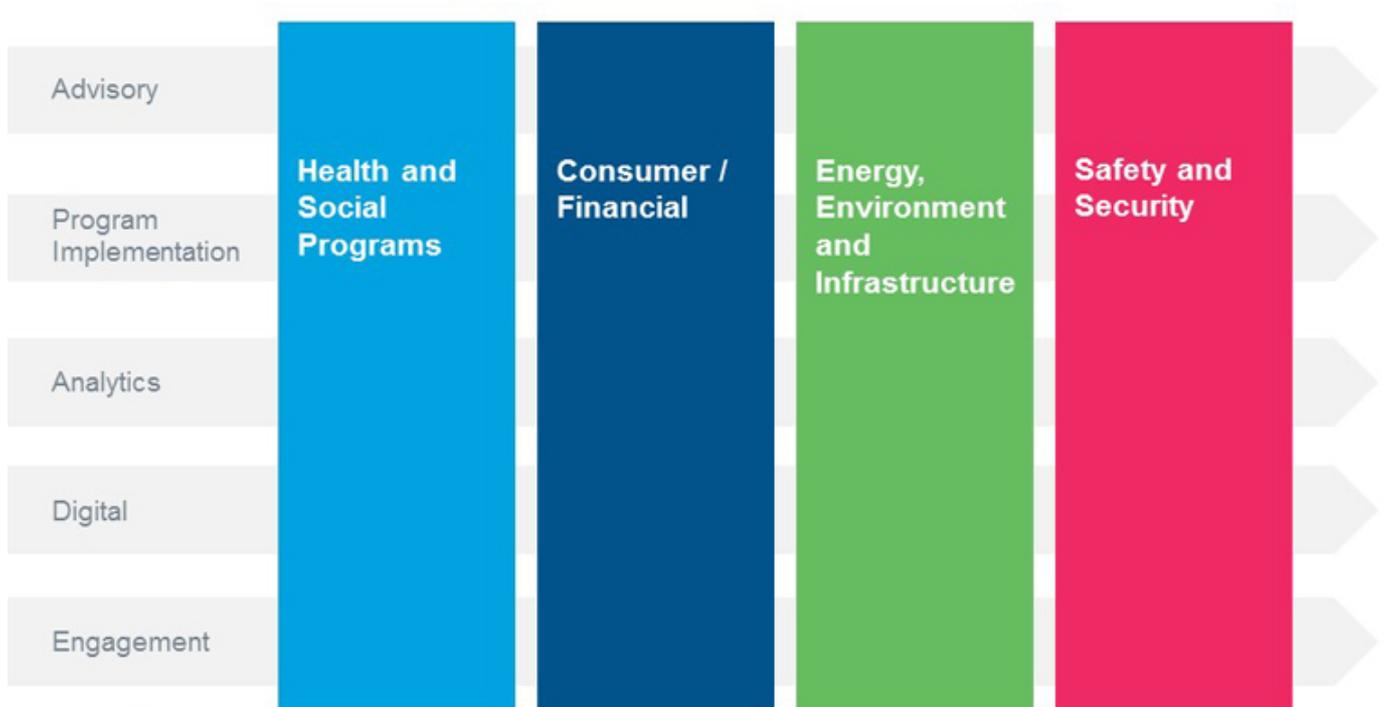
- **Serve a balanced roster of government and commercial clients**
- **Leverage deep domain expertise to achieve superior results for clients**
- **Deliver strong cross-cutting capabilities in technology and engagement**
- **Benefit from the visibility of a substantial backlog across major client categories and growth profile of commercial revenues**

**A growth platform
combining organic
initiatives +
acquisitions**



ICF proprietary and confidential. Do not copy, distribute, or disclose.

ICF conquers complexity for its clients across a range of markets



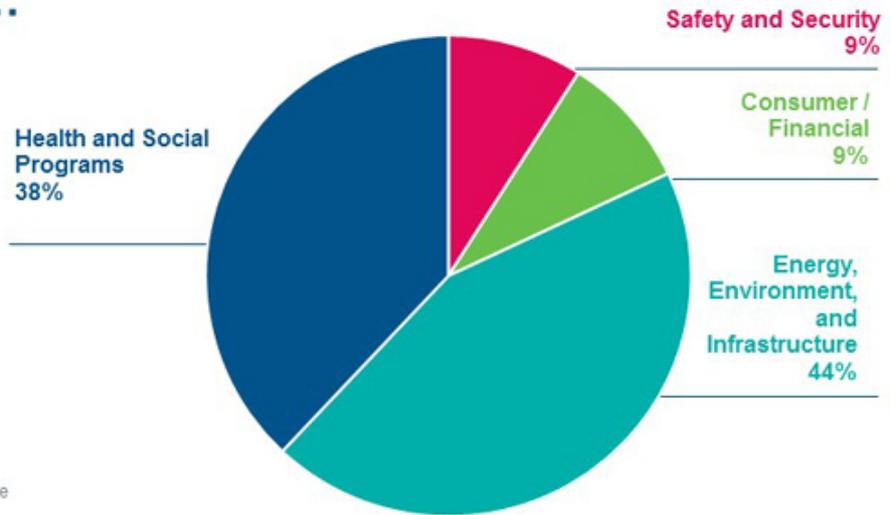
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Catalysts for Growth



ICF Has a Balanced Revenue Portfolio*

By Market Type...



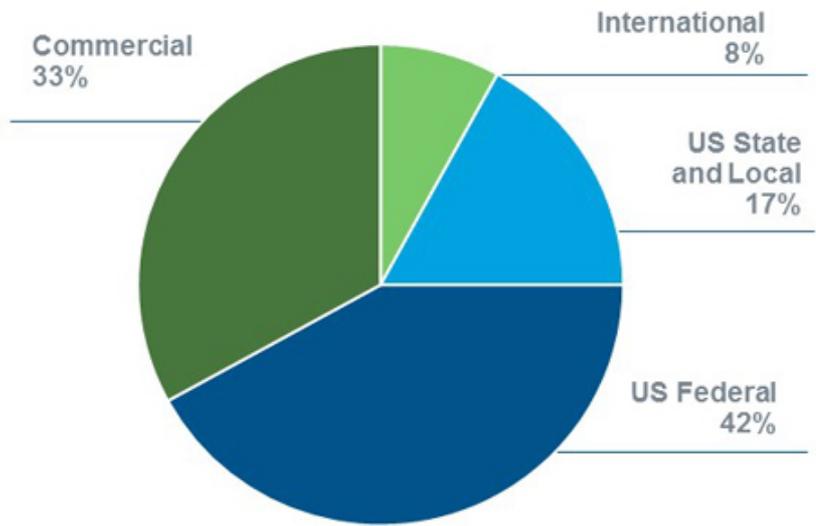
*Based on Q3 2018 financial performance released on November 1, 2018



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ICF Has a Balanced Revenue Portfolio*

...And By Client Category



*Based on Q3 2018 financial performance released on November 1, 2018

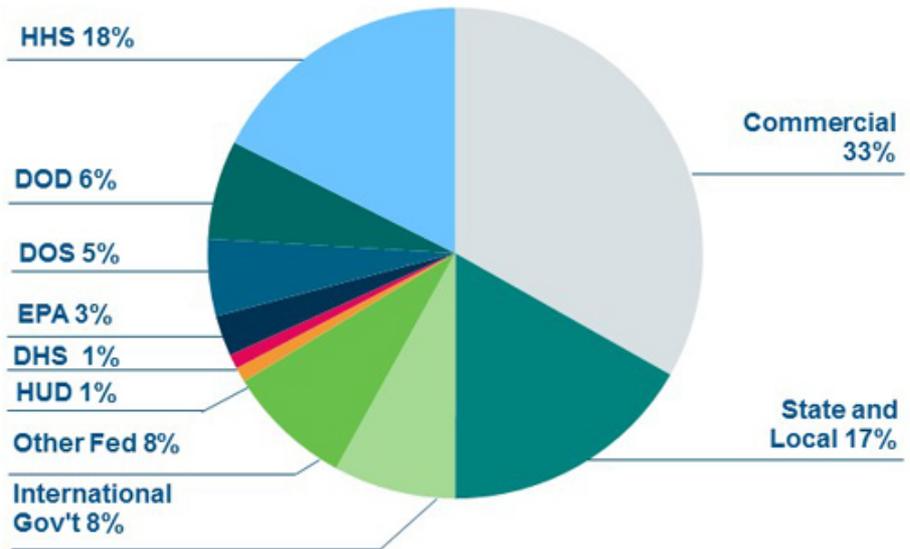


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ICF Serves A Broad Array of Government Clients*

Government Revenues as Percentage of Total Revenue

No single contract exceeds 3.5% of total revenues



*Based on Q3 2018 financial performance released on November 1, 2018



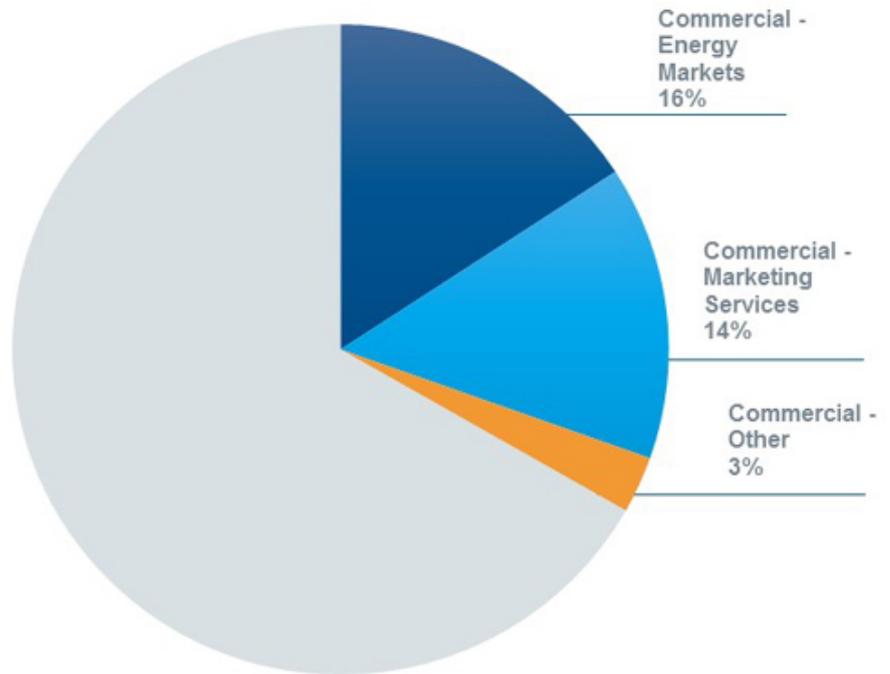
Impact of Government Shutdown

- For Q4 2018, the shutdown was not material given it began in late December
- For 2019, approximately \$3M of our revenues were impacted during the shutdown period (i.e., over 4 weeks)
- We expect to recapture lost revenues by year end



Commercial Clients Primarily In Energy, Marketing Services*

- Commercial Energy Markets and Marketing Services account for the majority of commercial revenues
- Advisory and Implementation Services mutually reinforcing
- Commercial revenue as a percentage of total revenue at 33% in Q3 2018



*Based on Q3 2018 financial performance released on November 1, 2018



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Energy Markets

- Energy efficiency programs for utilities: State-mandated
- Utility transformation: distributed energy and grid modernization
- Majority long-term contracts



Marketing Services

- Customer engagement and loyalty marketing programs
- Digital marketing systems and platforms
- Consumer activation



“Leader”
Customer Loyalty
Solution Q3 2017

The
Forrester
Wave™



2018 Top
Midsized PR
Agency of the
Year

Opportunity to leverage these capabilities across the ICF organization



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Drivers of Long-Standing Client Relationships

Proprietary IP

Workforce of long-time industry experts

Proprietary analytics

Long-term contract vehicles



Financial Performance

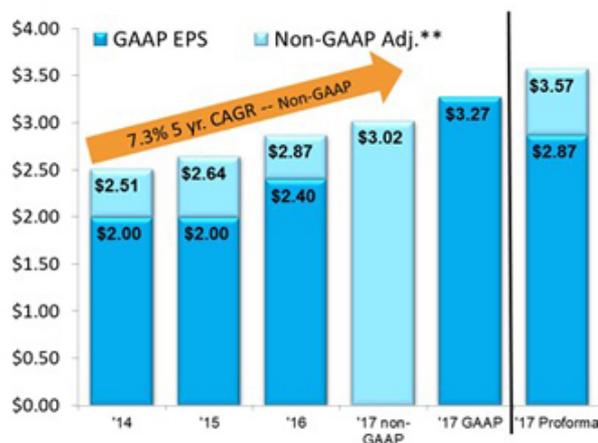


Revenue and EPS - Trends

Revenue (\$ Millions)



EPS



- 2017 GAAP EPS includes the deferred tax liability (DTL) revaluation and represents reported GAAP EPS of \$3.27
- 2017 Proforma excludes the DTL revaluation but adjusts for the new tax rate reduction for GAAP/Non-GAAP EPS, consistent with the 2018 tax rate

**Non-GAAP EPS: GAAP EPS plus tax-affected impact of acquisition-related charges, special charges, and amortization of intangibles and less DTL revaluation



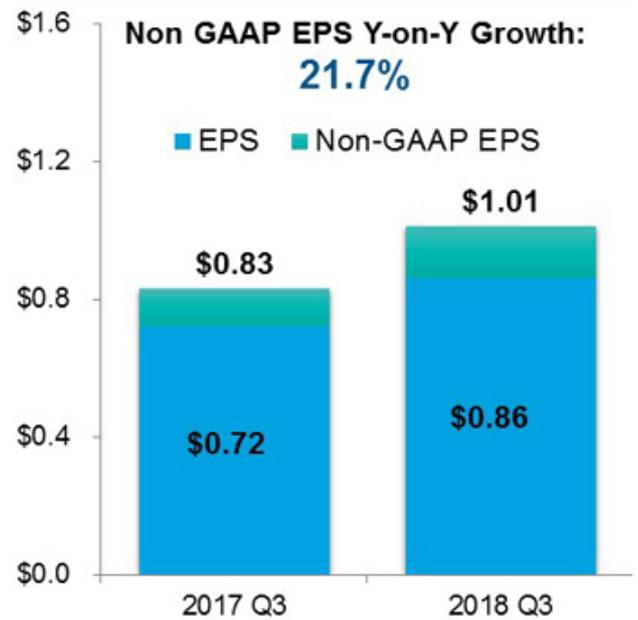
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Revenue and EPS, Q3 2018

Revenue (\$ Millions)*



EPS*



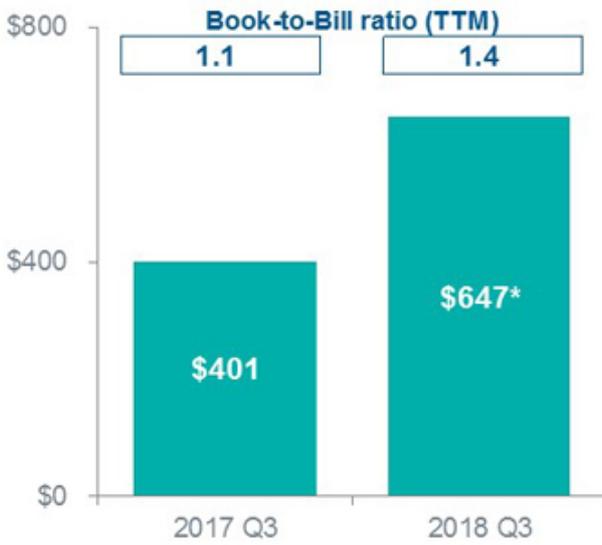
*Based on Q3 2018 financial performance released on November 1, 2018



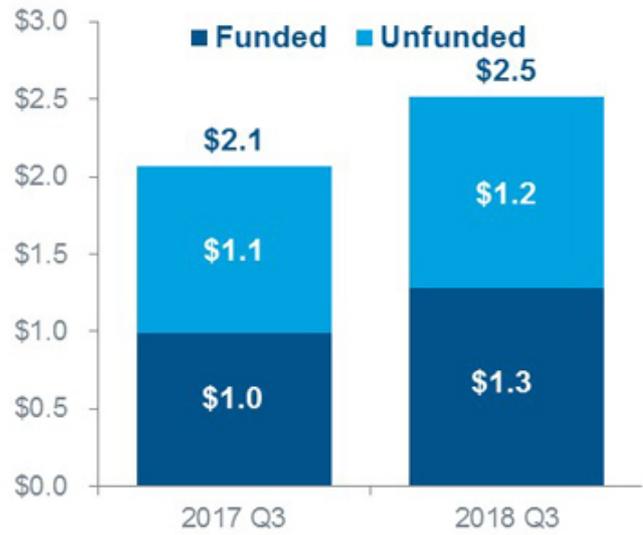
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Contract Awards and Backlog

Contract Awards (\$ Millions)



Backlog (\$ Billions)

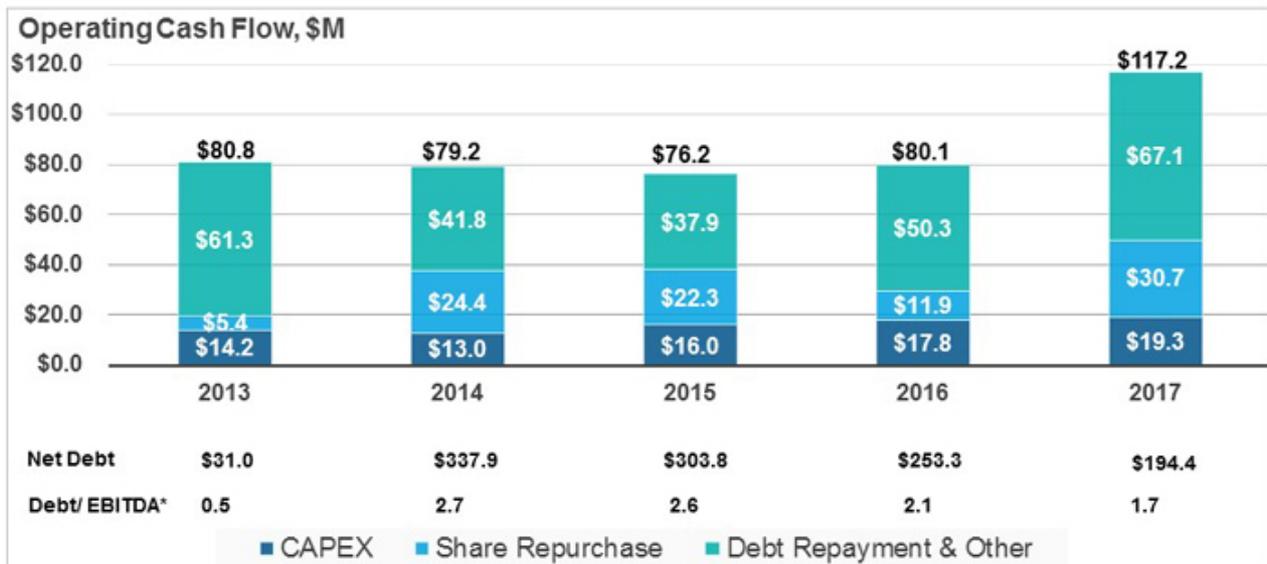


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Operating Cash Flow 2013 to 2017



In 2018, we initiated a quarterly dividend of \$0.14 per share. Our fourth quarterly dividend was paid on Jan. 16, 2019 to shareholders on record as of Dec. 7, 2018.

*as defined by banking agreement



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Corporate Social Responsibility – It Matters

DealBook / Business & Policy



DEALBOOK

BlackRock's Message: Contribute to Society, or Risk Losing Our Support

ICF's 2017 Corporate Citizenship Highlights

Investing in Our People	Making a Sustainable Commitment	Supporting Important Causes
<p>Provided opportunities for all employees to develop and advance.</p> <p>Leadership Opportunities</p> <p>55% female leaders</p> <p>Gender Pay Equity no statistically significant differences in pay across genders for comparable incumbents in the same roles</p> <p>Lower Turnover 14.5% voluntary turnover rate, as compared to 17.5% industry average</p>	<p>Made progress on our carbon reduction goal and remained carbon neutral.</p> <p>100% net renewable electricity in the U.S. via renewable energy certificates</p> <p>27% reduction in greenhouse gas emissions per employee since baseline 2013</p> <p>Zero net zero carbon status since 2006 due to investments in high-quality carbon offsets</p>	<p>Donated to causes important to our employees and communities.</p> <p>\$560,000 corporate cash donations</p> <p>\$110,000 employee donations through our new giving program</p> <p>1 to 1 ICF matched employee donations</p>

icf.com/blog/people-and-culture/2017-corporate-responsibility-report



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In Summary - ICF



Distinctive expertise in core vertical markets



Industry-leading functional capabilities – including marketing services



Offerings at intersection between vertical markets and functional expertise



Thank You

