**Form 4**

**United States Securities and Exchange Commission**

**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**

Ostria Sergio J

9300 Lee Highway

Fairfax, VA 22031

**2. Issuer Name and Ticker or Trading Symbol**

ICF International, Inc. [ ICF ]

**3. Date of Earliest Transaction (Month/Day/Year)**

03/11/2020

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

03/11/2020

**5. Relationship of Reporting Person(s) to Issuer**

Direct

10% Owner

Executive Vice 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>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>03/11/2020</td>
<td>M</td>
<td>585 (A)</td>
<td>$0(1)</td>
<td>11,787 (D)</td>
<td>D</td>
<td>Common</td>
</tr>
<tr>
<td>Common</td>
<td>03/11/2020</td>
<td>M</td>
<td>253 (A)</td>
<td>$0(1)</td>
<td>12,040 (D)</td>
<td>D</td>
<td>Common</td>
</tr>
<tr>
<td>Common</td>
<td>03/11/2020</td>
<td>F</td>
<td>85 (D)</td>
<td>$77.3</td>
<td>11,955 (D)</td>
<td>D</td>
<td>Common</td>
</tr>
<tr>
<td>Common</td>
<td>03/12/2020</td>
<td>F</td>
<td>195 (D)</td>
<td>$77.3</td>
<td>11,760 (D)</td>
<td>D</td>
<td>Common</td>
</tr>
<tr>
<td>Common</td>
<td>03/13/2020</td>
<td>M</td>
<td>538 (A)</td>
<td>$0(2)</td>
<td>12,298 (D)</td>
<td>D</td>
<td>Common</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>03/11/2020</td>
<td>M</td>
<td>253 (A)</td>
<td>253 (3)</td>
<td>Common</td>
<td>8,128 (D)</td>
<td>D</td>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>03/11/2020</td>
<td>M</td>
<td>585 (A)</td>
<td>585 (4)</td>
<td>Common</td>
<td>7,543 (D)</td>
<td>D</td>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>Restricted Stock Units</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(2)</td>
<td>03/12/2020</td>
<td>M</td>
<td>538 (A)</td>
<td>538 (5)</td>
<td>Common</td>
<td>7,005 (D)</td>
<td>D</td>
<td>Restricted Stock Units</td>
<td>(2)</td>
<td>Restricted Stock Units</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The exercise price for the restricted stock unit exercise was $77.30.
2. The exercise price for the restricted stock unit exercise was $69.06.
3. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan.
4. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
5. Represents the second vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

/\ James E. Daniel, Attorney-in-fact 03/13/2020

**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.

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.