

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 <u>Morgan James C M</u>  (Last) (First) (Middle) 1902 RESTON METRO PLAZA  (Street) RESTON VA 20190  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc. [ ICFI ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 03/20/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief of Business Operations  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	03/20/2023		M		2,502	A	\$0 <sup>(1)</sup>	43,110	D	
Common	03/20/2023		M		1,347	A	\$0 <sup>(1)</sup>	44,457	D	
Common	03/20/2023		M		1,145	A	\$0 <sup>(1)</sup>	45,602	D	
Common	03/20/2023		M		1,096	A	\$0 <sup>(1)</sup>	46,698	D	
Common	03/20/2023		F		330	D	\$107.28	46,368	D	
Common	03/20/2023		F		345	D	\$107.28	46,023	D	
Common	03/20/2023		F		526	D	\$107.28	45,497	D	
Common	03/20/2023		F		754	D	\$107.28	44,743	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	03/20/2023		A		5,250		(3)	(3)	Common	5,250	\$0.0000	22,117	D	
Restricted Stock Units	(1)	03/20/2023		M		1,096		(4)	(4)	Common	1,096	(1)	21,021	D	
Restricted Stock Units	(1)	03/20/2023		M		1,145		(5)	(5)	Common	1,145	(1)	19,876	D	
Restricted Stock Units	(1)	03/20/2023		M		1,347		(6)	(6)	Common	1,347	(1)	18,529	D	
Restricted Stock Units	(1)	03/20/2023		M		2,502		(5)	(5)	Common	2,502	(1)	16,027	D	

**Explanation of Responses:**

- The exercise price for the restricted stock unit exercise was \$107.28.
- Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.
- These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2018 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of three (3) years, at 25% on each of the first two anniversaries of the grant and 50% on the third anniversary from the day of grant.
- Represents the second vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
- Represents the third vesting anniversary (50%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
- Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

/s/ James E. Daniel, Attorney-in-fact 03/22/2023

\*\* Signature of Reporting Person Date

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.**