**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

   Lee Rodney Mark Jr.

   (Last) (First) (Middle)

   1902 RESTON METRO PLAZA

   RESTON VA 20190

2. Issuer Name and Ticker or Trading Symbol

   ICF International, Inc. [ICFI]

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

   11/05/2022

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

   Director
   X 10% Owner
   X Officer (give title below)
   Other (specify below)

   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

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

<table>
<thead>
<tr>
<th>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. 8)</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>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>11/05/2022</td>
<td>M</td>
<td>A</td>
<td>$0(1)</td>
<td>5,741</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td>11/05/2022</td>
<td>F</td>
<td>358</td>
<td>$105.51</td>
<td>5,383</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. The exercise price for the restricted stock unit exercise was $105.5100.
2. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

   **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 8 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.