

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>CM Equity Partners, L.P.</u><br><br>(Last) (First) (Middle)<br>900 THIRD AVENUE<br>33RD FLOOR<br><br>(Street)<br>NEW YORK NY 10022-4775<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ICF International, Inc. [ ICFI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>Member of Group 10% Owner</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/24/2009                         |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |

**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 Stock (CM Equity Partners, L.P.)                 |                                      |  |                                |   |   |            | 2,108,994 | D   |  |   |
| Common Stock (CM Equity Partners, L.P.)                 | 04/24/2009                           |  | J <sup>(1)</sup>               |   | 421,799   | D          | \$0       | 1,687,195   | D  |   |
| Common Stock (CMEP Co-Investment ICF, L.P.)             |                                      |  |                                |   |   |            |           | 2,505,269   | D  |   |
| Common Stock (CMEP Co-Investment ICF, L.P.)             | 04/24/2009                           |  | J <sup>(1)</sup>               |   | 501,056   | D          | \$0       | 2,004,213   | D  |   |
| Common Stock (CM Equity Partners II, L.P.)              |                                      |  |                                |   |   |            |           | 1,071,682   | D  |   |
| Common Stock (CM Equity Partners II, L.P.)              | 04/24/2009                           |  | J <sup>(1)</sup>               |   | 214,336   | D          | \$0       | 857,346   | D  |   |
| Common Stock (CM Equity Partners II Co-Investors, L.P.) |                                      |  |                                |   |   |            |           | 100,946   | D  |   |
| Common Stock (CM Equity Partners II Co-Investors, L.P.) | 04/24/2009                           |  | J <sup>(1)</sup>               |   | 20,196  | D          | \$0       | 80,750  | D  |   |
| Common Stock (CMLS GP, L.P.)                            |                                      |  |                                |   |   |            |           | 3,691,408   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock (CMLS General Partner, LLC)                |                                      |  |                                |   |   |            |           | 3,691,408   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock (LPE II Co-Investors, LLC)                 |                                      |  |                                |   |   |            |           | 80,750  | I  | See footnote <sup>(4)</sup>                           |
| Common Stock (Lynx II GP, L.P.)                         |                                      |  |                                |   |   |            |           | 857,346   | I  | See footnote <sup>(5)</sup>                           |
| Common Stock (LPE II, LLC)                              |                                      |  |                                |   |   |            |           | 857,346   | I  | See footnote <sup>(6)</sup>                           |

**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 |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

1. Name and Address of Reporting Person\*

CM Equity Partners, L.P.

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CMEP Co-Investment ICF, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CM Equity Partners II, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CM Equity Partners II Co-Investors, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CMLS GP, L.P.](#)

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CMLS General Partner, LLC](#)

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

LPE II Co-Investors, LLC

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Lynx II GP, L.P.

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

LPE II, LLC

(Last) (First) (Middle)

900 THIRD AVENUE  
33RD FLOOR

(Street)

NEW YORK NY 10022-4775

(City) (State) (Zip)

**Explanation of Responses:**

1. The reporting entity distributed the shares to its limited partners on a pro rata basis.
2. These shares represent shares indirectly owned by CMLS GP, L.P., which is the general partner of CM Equity Partners, L.P. and CMEP Co-Investment ICF, L.P.
3. These shares represent shares indirectly owned by CMLS General Partner, LLC, which is the general partner of CMLS GP, L.P.
4. These shares represent shares indirectly owned by LPE II Co-Investors, LLC, which is the general partner of CM Equity Partners II Co-Investors, L.P.
5. These shares represent shares indirectly owned by Lynx II GP, L.P., which is the general partner of CM Equity Partners II, L.P.
6. These shares represent shares indirectly owned by LPE II, LLC, which is the general partner of Lynx II GP, L.P.

/s/ Joel R. Jacks

04/24/2009

\*\* 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).

\*\* 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.