SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 32	235-0287								
Estimated average burden									
hours per response:	0.5								

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

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 Add		,	2. Issuer Name and Ticker or Trading Symbol ICF International, Inc. [ICFI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
GOLINVA	UX THERE	<u>SA D</u>	,,,,		Director	10% Owner			
(Last) 9300 LEE HIC	(First) GHWAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2020		Officer (give title below) SVP & Principal A	Other (specify below) Acct. Officer			
(Stract)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) FAIRFAX	VA	22031		X	Form filed by One Re	porting Person			
(City)	(State)	(Zip)	—		Form filed by More the Person	an One Reporting			
		Table I - Non-Dei	ivative Securities Acquired, Disposed of, or Bene	ficially	Owned				

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common	05/07/2020		М		164	Α	\$0 ⁽¹⁾	164	D	
Common	05/07/2020		F		48	D	\$64.98	116	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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	rative rities ired r osed) 7. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	te	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	(1)	05/07/2020		М			164	(2)	(2)	Common	164	(1)	491	D	
Restricted Stock Units	(3)	05/07/2020		М			164	(4)	(4)	Common	164	\$64.98 ⁽³⁾	655	D	

Explanation of Responses:

1. The exercise price for the restricted stock unit exercise was \$64.98.

2. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

3. The exercise price for the cash-settled restricted stock unit exercise was \$64.98.

4. Represents the first vesting anniversary (25%) of acquired cash-settled restricted stock units granted pursuant to the 2018 Omnibus Plan, as amended.

/s/ James E. Daniel, Attorney-05/11/2020

in-fact ** 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.