**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

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**1. Name and Address of Reporting Person**

GOLINVAUX THERESA D  
9300 LEE HIGHWAY, FAIRFAX, VA 22031

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

ICF International, Inc. [ICFI]

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

05/07/2020

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

05/07/2020

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**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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</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>05/07/2020</td>
<td></td>
<td>M 164 A</td>
<td>$0(1)</td>
<td>D</td>
<td>stir-15043,18061,4,3</td>
</tr>
<tr>
<td>Common</td>
<td>05/07/2020</td>
<td></td>
<td>F 48 D</td>
<td>$64.98</td>
<td>D</td>
<td>stir-15043,18061,4,3</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. 8)</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 Beneficially Owned (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>05/07/2020</td>
<td>M</td>
<td>164 (2)</td>
<td>(2) Common</td>
<td>164 (1)</td>
<td>491 D</td>
<td>stir-15043,18061,4,3</td>
<td>stir-15043,18061,4,3</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>05/07/2020</td>
<td>M</td>
<td>164 (4)</td>
<td>(4) Common</td>
<td>164 (1)</td>
<td>655 D</td>
<td>stir-15043,18061,4,3</td>
<td>stir-15043,18061,4,3</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The exercise price for the restricted stock option 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.

/\ James E. Daniel, Attorney-in-fact  
05/11/2020

**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).

**Signature of Reporting Person** Date

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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.