

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 8, 2021

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-33045 (Commission File Number)	22-3661438 (I.R.S. Employer Identification Number)
9300 Lee Highway, Fairfax, Virginia (Address of principal executive offices)		22031 (Zip Code)

Registrant's telephone number, including area code: **(703) 934-3000**

Not Applicable

(Former name or former address, if changed since last report.)

Securities registered pursuant to Section 12(b) of the Act.

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock	ICFI	NASDAQ

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On November 8, 2021, the Board of Directors (the “Board”) of ICF International, Inc. (the “Company”) increased the size of the Company’s Board from eight (8) to nine (9) members and announced the upcoming appointment of Dr. Michelle Williams to the Board. Effective December 1, 2021, Dr. Williams shall be a Class II director, serving until the Company’s annual meeting of stockholders in 2023, subject to her prior death, resignation or removal from office as provided by law. Dr. Williams has been designated a member of the Audit Committee of the Board.

Dr. Williams currently serves as Dean of Faculty and Angelopoulos Professor, Public Health and International Development, Harvard T.H. Chan School of Public Health and Harvard Kennedy School. She is a renowned epidemiologist and public health scientist, as well as being an award-winning educator and widely recognized academic leader. Prior to becoming Dean in July 2016, Dr. Williams was a Professor and Chair of the Department of Epidemiology and Health Disparities Research Programs at Harvard’s Clinical and Translational Sciences Center. Dr. Williams joined the Harvard staff after spending nineteen years at the University of Washington’s (“UW”) School of Public Health. During her time at UW, she was also very active in the center for Perinatal Studies at the Swedish Medical Center in Seattle, as well as being an affiliate investigator at the Fred Hutchinson Cancer Research Center in Seattle.

Dr. Williams received her undergraduate degree in biology and genetics from Princeton University in 1984. She has a master’s degree in civil engineering from Tufts University and master’s and doctoral degrees in epidemiology from the Harvard T.H. Chan School of Public Health.

There is no arrangement or understanding between Dr. Williams and any other person pursuant to which she was appointed as a director of the Company. In connection with her service, Dr. Williams will receive the Company’s standard director’s compensation package for 2021 received by the Company’s current non-employee directors. Dr. Williams does not have any other current or proposed material arrangements or transactions with related person to be disclosed pursuant to Item 404(a) of Regulation S-K.

The press release containing this announcement is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1	Press Release dated November 9, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ICF International, Inc.

Date: November 9, 2021

By: /s/ James E. Daniel

James E. Daniel

Executive Vice President, General Counsel & Secretary

**NEWS RELEASE
FOR IMMEDIATE RELEASE****Contact: Lauren Dyke, lauren.dyke@ICF.com, +1.571.373.5577****Harvard School of Public Health Dean Joins ICF Board of Directors**
Renowned Epidemiologist Michelle A. Williams Brings Extensive Public Health Expertise

FAIRFAX, Va., November 9, 2021 – ICF (NASDAQ: ICFI), a global consulting and digital services provider, has appointed Michelle A. Williams, dean of the Harvard T.H. Chan School of Public Health, to its board of directors effective December 1, 2021.

Williams is an internationally recognized epidemiologist, an award-winning educator and a renowned academic leader. She has managed large-scale, multidisciplinary research teams involving the collection and analysis of epidemiological data and biological specimens and has published more than 500 peer-reviewed research papers on a wide range of studies—from modifiable behavioral and environmental determinants of adverse health outcomes to genetic and genomic studies.

“We are thrilled to welcome Michelle as our newest board member,” said John Wasson, ICF chair and CEO. “Her insight, knowledge and experience in both identifying public health challenges and developing innovative plans, policies and systems to solve them strengthens our ability to serve our clients in this high-growth market for ICF.”

“I am honored to join this mission-driven team,” said Williams. “For over half a century, ICF has been using science to drive scalable, transformative change across highly interdisciplinary areas such as public health, climate, energy and more. They have an enduring commitment to solve some of the world’s most complex challenges by closing the gap between what we know and what we do. I look forward to supporting the company on its continued growth path and working together to create healthier, more resilient communities.”

“We are incredibly fortunate to have Michelle join the board,” said Srikant Datar, dean of the Harvard Business School and lead independent director of ICF’s board of directors. “Pressing problems such as climate change, COVID-19 and more cannot be solved within single disciplines. I look forward to working with Michelle, along with ICF’s full leadership team, to do what ICF does best: transcend the boundaries of conventional approaches to solve multifaceted issues that drive impact.”

Williams has been recognized with the Harvard Chan School’s Outstanding Mentor Award (2015), the White House’s Presidential Award for Excellence in Science, Mathematics, and Engineering Mentoring (2012), the University of Washington’s Brotman Award for excellence in teaching (2007) and the American Public Health Association’s Abraham Lilienfeld Award for education in epidemiology (2007).

Williams is also a member of several professional and scholarly associations, including the National Academy of Medicine, the Society for Epidemiologic Research and the American Epidemiological Society. In 2020, she was awarded the Ellis Island Medal of Honor and was recognized by PR Week as one of the top 50 health influencers of the year.

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About ICF

ICF is a global consulting services company with approximately 7,500 full- and part-time employees, but we are not your typical consultants. At ICF, business analysts and policy specialists work together with digital strategists, data scientists and creatives. We combine unmatched industry expertise with cutting-edge engagement capabilities to help organizations solve their most complex challenges. Since 1969, public and private sector clients have worked with ICF to navigate change and shape the future. Learn more at icf.com.

Caution Concerning Forward-looking Statements

Statements that are not historical facts and involve known and unknown risks and uncertainties are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements may concern our current expectations about our future results, plans, operations and prospects and involve certain risks, including those related to the government contracting industry generally; our particular business, including our dependence on contracts with U.S. federal government agencies; our ability to acquire and successfully integrate businesses; and the effects of the novel coronavirus disease (COVID-19) and related federal, state and local government actions and reactions on the health of our staff and that of our clients, the continuity of our and our clients' operations, our results of operations and our outlook. These and other factors that could cause our actual results to differ from those indicated in forward-looking statements that are included in the "Risk Factors" section of our securities filings with the Securities and Exchange Commission. The forward-looking statements included herein are only made as of the date hereof, and we specifically disclaim any obligation to update these statements in the future.