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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 31, 2011

ICF International, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-33045	22-3661438
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

9300 Lee Highway, Fairfax, Virginia	22031
(Address of principal executive offices)	(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report.)

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))

Item 9.01 Financial Statements and Exhibits

Explanatory Note

As previously reported, On December 31, 2011, ICF International, Inc. (the “Company”), through its wholly-owned subsidiary ICF Consulting Group, Inc. (the “Purchaser”), completed its acquisition of Ironworks Consulting, L.L.C., a Virginia limited liability company (“Ironworks”) pursuant to a Membership Interest Purchase Agreement (the “Purchase Agreement”) with the members (the “Members”) of Ironworks dated December 12, 2011. This Form 8-K/A is filed as an amendment to the Form 8-K filed by the Company on January 3, 2012. The information previously reported in the Form 8-K is hereby incorporated by reference into this Form 8-K/A. The purpose of this Form 8-K/A is to file the financial statements and pro forma information required by Item 9.01.

(a) Financial statements of businesses acquired

The following audited year-end financial statements are attached hereto as Exhibit 99.1 and incorporated herein by reference:

i. Independent Auditors’ Report

ii. Balance Sheets as of December 31, 2010 and December 31, 2009

iii. Statements of Operations and Changes in Members’ Capital for the Years Ended December 31, 2010 and December 31, 2009

iv. Statements of Cash Flows for the Years Ended December 31, 2010 and December 31, 2009

v. Summary of Accounting Policies

vi. Notes to Financial Statements

The following unaudited interim financial statements are attached hereto as Exhibit 99.2 and incorporated herein by reference:

i. Unaudited Condensed Balance Sheets as of September 30, 2011 and December 31, 2010

ii. Unaudited Condensed Statements of Operations and Changes in Members’ Capital for the Nine Months Ended September 30, 2011 and September 30, 2010

iii. Unaudited Condensed Statements of Cash Flows for the Nine Months Ended September 30, 2011 and September 30, 2010

iv. Notes to Unaudited Condensed Interim Financial Statements

(b) Pro forma financial information

The following pro forma financial statements are attached hereto as Exhibit 99.3 and incorporated herein by reference:

i. Unaudited Pro Forma Balance Sheet as of September 30, 2011

ii. Unaudited Pro Forma Statement of Earnings for the Nine Months Ended September 30, 2011

iii. Unaudited Pro Forma Statement of Earnings for the Twelve Months Ended December 31, 2010

iv. Notes to Unaudited Pro Forma Financial Statements

(c) Shell company transactions

Not applicable

(d) Exhibits

23.1 Consent of Independent Auditors’

99.1 Audited Financial Statements of Business Acquired

99.2 Interim Unaudited Financial Statements of Business Acquired

99.3 Pro Forma Financial Information

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 hereunto duly authorized.

ICF International, Inc.

Date: March 1, 2012

By: /s/ Sandra Murray

Sandra Murray

Senior Vice President & Interim Chief Financial Officer

Exhibit 23.1

Consent of Independent Auditors'

ICF International, Inc.
Fairfax, Virginia

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-161896) and Form S-8 (No. 333-168608, No. 333-165474, No. 333-159053, No. 333-150932, No. 333-142265, No. 333-137975) of ICF International, Inc. and Subsidiaries of our report dated June 8, 2011, relating to the financial statements of Ironworks Consulting, L.L.C., which appears in this Form 8-K/A.

/s/ BDO USA, LLP

BDO USA, LLP
Richmond, Virginia

March 1, 2012

Independent Auditors' Report

Ironworks Consulting, L.L.C.
Richmond, Virginia

We have audited the accompanying balance sheets of Ironworks Consulting, L.L.C. as of December 31, 2010 and 2009, and the related statements of operations and changes in members' capital and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ironworks Consulting, L.L.C. as of December 31, 2010 and 2009, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ BDO USA, LLP

BDO USA, LLP

June 8, 2011

Ironworks Consulting, L.L.C.

Balance Sheets

December 31,	2010	2009
Assets		
Current		
Cash and cash equivalents	**$ 892,603**	$ 4,201,112
Accounts receivable, net of allowance for doubtful accounts of $150,000 (Note 3)	**7,312,318**	8,527,742
Prepaid and other	**479,087**	23,979
Total current assets	**8,684,008**	12,752,833
Property and equipment, net (Note 1)	**1,336,849**	745,927
Other assets		
Intangible assets, net (Note 2)	**155,841**	224,679
Other assets (Note 2)	**—**	171,130
	$10,176,698	$13,894,569
Liabilities and Members' Capital		
Current liabilities		
Line of credit (Note 3)	**$ 2,000,000**	$ —
Accounts payable and other	**828,335**	1,579,719
Accrued distributions to members	**—**	2,371,943
Deferred revenue	**295,503**	—
Current maturities of notes payable (Note 4)	**127,554**	121,074
Total current liabilities	**3,251,392**	4,072,736
Notes payable, less current maturities (Note 4)	**1,289,640**	1,417,195
Deferred rent	**339,866**	41,544
Total liabilities	**4,880,898**	5,531,475
Commitments and contingencies (Note 5)		
Members' capital	**5,295,800**	8,363,094
	$10,176,698	$13,894,569

See accompanying independent auditors' report and notes to financial statements.

Ironworks Consulting, L.L.C.

Statements of Operations and Changes in Members' Capital

Year Ended December 31,	2010	2009
Revenue	**$ 46,581,649**	$44,426,128
Cost of services	**28,185,474**	26,857,775
Gross profit	**18,396,175**	17,568,353
Selling, general & administrative	**7,694,928**	6,751,367
Operating income	**10,701,247**	10,816,986
Other income (expense)		
Interest income	**10,429**	13,016
Interest expense	**(82,593)**	(85,080)
Loss on sale of asset	**(54,161)**	—
Total other income (expense)	**(126,325)**	(72,064)
Net income	**10,574,922**	10,744,922
Distributions	**(13,642,216)**	(8,070,211)
Members' capital, beginning of year	**8,363,094**	5,688,383
Members' capital, end of year	**$ 5,295,800**	$ 8,363,094

See accompanying independent auditors' report and notes to financial statements.

Ironworks Consulting, L.L.C.

Statements of Cash Flows

Year Ended December 31,	2010	2009
Operating activities		
Reconciliation of net income to cash provided by operating activities		
Net income	**$ 10,574,922**	$10,744,922
Depreciation and amortization	**338,226**	302,245
Loss on sale of assets	**54,161**	—
Changes in assets and liabilities:		
Accounts receivable	**1,215,424**	(2,642,720)
Prepaid and other assets	**(455,108)**	201,003
Accounts payable and other	**(751,385)**	854,777
Deferred rent	**298,322**	(17,827)
Deferred revenue	**295,503**	(329,841)
Cash provided by operating activities	**11,570,065**	9,112,559
Investing activities		
Proceeds from sale of property and equipment	**79,250**	—
Purchase of property and equipment	**(993,721)**	(186,734)
Cash absorbed by investing activities	**(914,471)**	(186,734)
Financing activities		
Proceeds from line of credit	**2,000,000**	—
Payments on notes payable	**(121,074)**	(114,920)
Distributions	**(15,843,029)**	(6,956,481)
Cash absorbed by financing activities	**(13,964,103)**	(7,071,401)
Net increase (decrease) in cash and cash equivalents	**(3,308,509)**	1,854,424
Cash and cash equivalents, beginning of year	**4,201,112**	2,346,688
Cash and cash equivalents, end of year	**$ 892,603**	$ 4,201,112
Supplemental Cash Flow Information		
Interest paid	**$ 82,593**	$ 85,080
Interest received	**$ 10,429**	$ 13,016
Non-Cash		
Distribution of other assets (Note 2)	**$ 171,130**	$ —

See accompanying independent auditors' report and notes to financial statements.

Nature of Business

Ironworks Consulting, L.L.C. (the "Company") provides professional consulting services in three primary areas: Business & IT Alignment, Portal & Content Management, and Interactive.

Revenue Recognition

The bulk of the Company's revenues are from contracts for consulting services with fees based on time and materials with revenues recognized as the services are performed and amounts are earned. The Company considers amounts to be earned once evidence of an arrangement has been obtained, services are delivered, fees are fixed or determinable, and collectability is reasonably assured.

The Company recognizes revenues from its fixed-price consulting contracts using the proportionate performance model. The Company's proportionate performance model of accounting is used to calculate revenue based on the percentage of labor incurred to estimated total labor. This method is used because reasonably dependable estimates of the revenues and costs applicable to various stages of an arrangement can be made, based on historical experience and milestones set in the contract.

Revenue includes reimbursements of travel and out-of-pocket expenses with equivalent amounts of expense recorded in other direct contract expenses. In addition, the Company generally enters into relationships with subcontractors where it maintains the principal relationship with the customer. In such instances, subcontractor costs are included in revenue with offsetting expenses recorded in other direct contract expenses.

Unbilled revenue consists of recognized recoverable costs and accrued profits on contracts for which billings had not been presented to clients as of the balance sheet date. Management anticipates that the collection of these amounts will occur within one year of the balance sheet date. There was no unbilled revenue at December 31, 2010 and 2009. Billings in excess of revenue recognized for which payments have been received are recorded as deferred revenue until the applicable revenue recognition criteria have been met.

Cash and Equivalents

The Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

Property and Equipment

Property, equipment, and related improvements are recorded at cost. Depreciation is computed using accelerated methods over the estimated useful lives for computer equipment, furniture and fixtures with estimated useful lives ranging from 5 to 7 years. Leasehold improvements and computer software are depreciated on a straight line basis ranging from 3 to 7 years based on estimated useful lives.

Intangible Assets

Intangible assets that have finite useful lives are amortized over their estimated economic useful lives. Intangible assets that have indefinite useful lives are not amortized but are tested at least annually for impairment. Intangible assets are considered impaired if the fair value of the intangible assets is lower than cost. The fair value of intangible assets is determined based upon the present values of expected future cash flows using discount rates commensurate with the risks involved in the asset, or upon estimated replacement cost. See further discussion of intangible assets at Note 2 to these financial statements.

Cost Method Investment

The Company had an 18% ownership interest in a private company whereby the Company did not have the ability to exercise significant influence at December 31, 2009. This investment was being carried at cost of $118,000 at December 31, 2009. During 2010, the investment was distributed to the owners of the Company.

Income Taxes

The Company has elected for income tax purposes to be treated as a partnership and, consequently, the members will report their proportional share of income or loss of the Company on their personal income tax return.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, notes payable, accrued expenses, unbilled and deferred revenue approximate their respective fair values.

Equity Based Compensation

The Company has a performance interest incentive plan which is accounted for as a variable plan and calls for liability treatment under ASC-710. See further discussion at Note 5 to these financial statements.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. The Company invests its cash and cash equivalents into high credit quality security instruments. At certain times, the Company's cash and cash equivalents may be in excess of the FDIC insurance limit. All of the Company's U.S. non-interest bearing cash balances were fully insured at February 28, 2011 due to a temporary U.S. federal program in effect from December 31, 2010 through December 31, 2012. Under the program, there is no limit to the amount of U.S. insurance for eligible accounts. Beginning in 2013, U.S. insurance coverage will revert to $250,000 per depositor at each financial institution, and the Company's non-interest bearing cash balances may again exceed federally insured limits.

For the years ended December 31, 2010 and 2009, one customer represented approximately 26% of the Company's total revenue in both years. The Company had accounts receivable from this customer of $1,317,880 and $2,586,840 at December 31, 2010 and 2009, respectively.

Accounts Receivable and Allowance for Doubtful Accounts

The Company's receivables primarily result from credit sales to customers. The Company does not require collateral and payment is generally received within thirty to ninety days from the date service is provided.

The Company provides an allowance for doubtful accounts for estimated losses resulting from inability of customers to make required payments. The Company takes into consideration credit quality of customers, the aging of receivables, specific customer risks and historical write-off experience.

Subsequent Events

The Company evaluates events that have occurred subsequent to the financial statement date for required potential recognition and disclosure if necessary. Subsequent events were considered through June 8, 2011, the date the financial statements were available for issue.

Recent Accounting Pronouncements

In June 2009, the FASB issued FASB ASC 810-10-65 (Prior authoritative literature: SFAS No. 167, "*Amendments to FASB Interpretation No. 46(R)*") which amends the consolidation guidance applicable to a variable interest entity ("VIE"). This standard also amends the guidance governing the determination of whether an enterprise is the primary beneficiary of a VIE, and is therefore required to consolidate an entity, by requiring a qualitative analysis rather than a quantitative analysis. Previously, the standard required reconsideration of whether an enterprise was the primary beneficiary of a VIE only when specific events had occurred. This standard is effective for fiscal years beginning after November 15, 2009. Early adoption is prohibited. The adoption of this standard did not have a material effect on the financial statements.

1. Property and Equipment

Property and equipment consist of the following:

December 31,	**2010**	2009
Computer equipment and software	**$ 750,351**	$1,060,346
Furniture and fixtures	**762,324**	652,365
Leasehold improvements	**308,196**	78,073
	1,820,871	1,790,784
Accumulated depreciation	**484,022**	1,044,857
Net property and equipment	**$1,336,849**	$ 745,927

Depreciation expense related to property and equipment consists of the following:

December 31,	**2010**	2009
Amounts included in:		
Cost of service	**$148,333**	$131,628
Selling, general and administrative expense	**121,055**	101,779
Total depreciation expense	**$269,388**	$233,407

2. Other Assets

Intangible assets at December 31, 2010 and 2009 consist of customer lists and a non-compete agreement. The carrying value of customer lists at December 31, 2010 and 2009 is $0 and $51,321, net of accumulated amortization of $550,000 and $498,679, respectively. The carrying value of non-compete agreements at December 31, 2010 and 2009 is $155,841 and $173,358, net of accumulated amortization of $106,905 and $89,389, respectively.

Estimated amortization expense for these intangible assets is expected to be approximately $17,500 in each of the years ended December 31, 2011 through 2018, and $15,900 for the year ended December 31, 2019. The customer lists were amortized on an accelerated basis over a seven year estimated life and the non-compete is being amortized evenly over fifteen years per the terms of the agreements.

2. Other Assets (continued)

Amortization expense consists of the following:

December 31,	**2010**	2009
Amounts included in:		
Cost of service	$17,517	$17,517
Selling, general and administrative expense	51,321	51,321
Total amortization expense	$68,838	$68,838

The other asset balance of $171,130 at December 31, 2009 consists of a $118,000 cost method investment and a $50,000 note receivable plus accrued interest from a related party. Both assets were distributed to the members of the Company during 2010.

3. Line of Credit

The Company has a $3,000,000 revolving line of credit with a bank secured by certain assets, primarily accounts receivable. The line of credit matures September 30, 2011. The outstanding balance at December 31, 2010 was $2,000,000. Interest is payable monthly on any outstanding balance at a variable rate based on one month LIBOR. The interest rate at December 31, 2010 was approximately 3.0%.

4. Notes Payable

Notes payable relates to redemption of a former member's ownership interest and had a balance of $1,417,195 and $1,538,269 as of December 31, 2010 and 2009. The note requires quarterly payments of $50,000 including imputed interest at 5.25% and is secured by assets of the Company. The note matures December 2019 with remaining maturities of the December 31, 2010 balance as follows: 2011 - $127,554, 2012 - $134,386, 2013 - $141,581, 2014 - $149,162, 2015 - $157,148, thereafter - $707,363.

5. Commitments and Contingencies

The Company is obligated under operating leases for office space. Future minimum lease payments under these operating leases having initial or remaining noncancellable lease terms, including addendums beginning in 2010 are approximately as follows:

Year Ending December 31,	*Amount*
2011	$ 638,000
2012	625,000
2013	575,000
2014	540,000
2015 and thereafter	1,258,000
	$3,636,000

5. Commitments and Contingencies (continued)

Rent expense was approximately $751,000 and $675,000 for the years ended December 31, 2010 and 2009, respectively. Rent expense is recognized on a straight line basis over the entire term of the lease based on total payments required under leases.

The Company is subject to various legal claims in the ordinary course of business. In the opinion of management, none of these claims will have a material adverse effect on the financial statements.

The Company has a performance interest incentive plan (the “Plan”) established June 1, 2001 that entitles qualified employees to receive an interest in the Company. The Plan authorizes the issuance of 500,000 incentive units which equate to approximately 10% of the Company’s fair value upon redemption as defined by the Plan. As of December 31, 2010, 484,500 incentive units were outstanding and fully vested under the Plan. The incentive units are non-transferable, forfeited upon termination of employment, and provide no voting or any other member rights. The incentive units must be redeemed at fair value in either cash, membership interests, or equivalent equity at the sole discretion of the Board of Directors within 90 days of the occurrence and close of an initial public offering or sale of substantially all assets or membership interests of the Company to an outside party. No liability or expense has been recorded to date as of December 31, 2010 as no transaction has taken place nor has one been initiated that would cause management to assess the likelihood of the redemption of the incentive units as probable.

The Company offers a 401(k) and profit-sharing plan to eligible employees. The Company may make a discretionary contribution to the plan. Employees vest in Company contributions evenly over three years. The Company had contribution expense of approximately $250,000 and $232,500 for the years ended December 31, 2010 and 2009, respectively.

6. Related Party Transactions

The Company paid approximately $463,000 and $256,000 to Fahrenheit Technology, Inc. during 2010 and 2009, respectively, for technology staffing. Fahrenheit Technology, Inc. is owned by one of the members of the Company.

On October 1, 2008, Ironworks entered into a loan agreement with U.S. Raceworks, LLC (Raceworks). Raceworks is owned by certain members of the Company. The note receivable from Raceworks bears a 5% interest rate and both principal and interest are payable upon demand. At December 31, 2009, the balance of this note receivable was $50,000 and was classified as long term as the Company had no intention of calling the note within twelve months. The note was distributed to the members of the Company during 2010. See Note 2 for further information.

Exhibit 99.2

Ironworks Consulting, L.L.C.

Unaudited Financial Statements
Periods Ended September 30, 2011 and 2010, and December 31, 2010

Ironworks Consulting, L.L.C.

Condensed Balance Sheets

	(Unaudited) September 30, 2011	December 31, 2010
Assets		
Current		
Cash and cash equivalents	**$ 967,307**	$ 892,603
Accounts receivable, net of allowance for doubtful accounts of $150,000	**11,248,903**	7,312,318
Prepaid and other	**480,043**	479,087
Total current assets	**12,696,253**	8,684,008
Property and equipment, net	**1,672,631**	1,336,849
Other assets		
Intangible assets, net	**142,705**	155,841
Other assets	**5,402**	—
	$14,516,991	$10,176,698
Liabilities and Members' Capital		
Current liabilities		
Line of credit	**$ —**	$ 2,000,000
Accounts payable and other	**2,266,318**	828,334
Accrued distributions to members	**89,597**	—
Deferred revenue	**—**	295,503
Current maturities of notes payable	**121,074**	127,555
Total current liabilities	**2,476,989**	3,251,392
Notes payable, less current maturities	**1,201,080**	1,289,640
Deferred rent	**363,833**	339,866
Total liabilities	**4,041,902**	4,880,898
Commitments and contingencies		
Members' capital	**10,475,089**	5,295,800
	$14,516,991	$10,176,698

See accompanying notes to condensed financial statements.

Ironworks Consulting, L.L.C.

Condensed Statements of Operations and Changes in Members' Capital (Unaudited)

Nine Months Ended September 30,	2011	2010
Revenue	**$43,434,588**	$35,359,979
Cost of services	**26,257,827**	21,694,556
Gross profit	**17,176,761**	13,665,423
Selling, general & administrative	**6,399,973**	5,196,050
Operating income	**10,776,788**	8,469,373
Other income (expense)		
Interest income	**360**	10,010
Interest expense	**(62,680)**	(59,789)
Loss on sale of asset	**—**	500
Total other income (expense)	**(62,320)**	(49,279)
Net income	**10,714,468**	8,420,094
Distributions	**(5,535,179)**	(9,777,664)
Members' capital, beginning of period	**5,295,800**	8,363,094
Members' capital, end of period	**$10,475,089**	$ 7,005,524

See accompanying notes to condensed financial statements.

Ironworks Consulting, L.L.C.

Condensed Statements of Cash Flows (Unaudited)

Nine Months Ended September 30,	**2011**	2010
Operating activities		
Reconciliation of net income to cash provided by operating activities		
Net income	**$10,714,468**	$ 8,420,094
Depreciation and amortization	**213,391**	250,054
Changes in assets and liabilities:		
Accounts receivable	**(3,936,585)**	(205,603)
Prepaid and other assets	**(956)**	(112,483)
Other assets	**(5,402)**	—
Accounts payable and other	**1,437,983**	619,843
Deferred rent	**23,967**	150,000
Deferred revenue	**(295,503)**	126,708
Cash provided by operating activities	**8,151,363**	9,248,613
Investing activities		
Purchase of property and equipment	**(536,036)**	(918,517)
Cash absorbed by investing activities	**(536,036)**	(918,517)
Financing activities		
Repayment of line of credit	**(2,000,000)**	—
Payments on notes payable	**(95,041)**	(90,211)
Distributions	**(5,445,582)**	(11,978,477)
Cash absorbed by financing activities	**(7,540,623)**	(12,068,688)
Net increase (decrease) in cash and cash equivalents	**74,704**	(3,738,592)
Cash and cash equivalents, beginning of year	**892,603**	4,201,112
Cash and cash equivalents, end of year	**$ 967,307**	$ 462,520
Supplemental Cash Flow Information		
Interest paid	**$ 360**	$ 10,010
Interest received	**$ 62,680**	$ 59,789
Non-cash distribution of other assets (Note 2)	**$ —**	$ 171,130

See accompanying notes to condensed financial statements.

1. Basis of Presentation and Nature of Operations

The unaudited financial statements included in these interim financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). These rules and regulations permit some of the information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") to be condensed or omitted. In management's opinion, the unaudited financial statements contain all adjustments, that are of a normal recurring nature, necessary for a fair presentation of the results of Ironworks Consulting, L.L.C. (the "Company") for the nine-month periods ended September 30, 2011, and September 30, 2010. Operating results for the nine-month period ended September 30, 2011, are not necessarily indicative of the results that may be expected for the year ended December 31, 2011. These unaudited financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2010, and the notes thereto.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Ironworks Consulting, L.L.C. (the "Company") provides professional consulting services in three primary areas: Business & IT Alignment, Portal & Content Management, and Interactive.

2. Recent Accounting Pronouncements

In October 2009, the FASB revised the accounting guidance pertaining to revenue arrangements with multiple deliverables in *ASU 2009-13-605, Revenue Recognition: Multiple-Deliverable Revenue Arrangements*. Prior to this guidance, in order for deliverables within an arrangement to be separated, the items must have stand-alone value as defined by the statement and there must be objective and reliable evidence of fair value for all elements or at a minimum the undelivered elements within the arrangement. Objective and reliable evidence of fair value meant there was VSOE of fair value, which consisted of the price charged when the deliverable was sold separately or a price established by management with the authority to establish the price for the item before it was to be sold separately. If VSOE did not exist, third-party evidence was also acceptable. The new standard allows for the use of an estimated management selling price to determine the value of deliverables within an arrangement when VSOE or third-party evidence does not exist. The new guidance also eliminated the use of the residual method of allocation allowed in the previous guidance. The Company has multiple-deliverable arrangements. The guidance was effective for the Company beginning January 1, 2011. The new guidance did not have a material impact on the Company's financial condition or results of operations.

3. Line of Credit

The Company has a $3,000,000 revolving line of credit with a bank secured by certain assets, primarily accounts receivable with an original maturity of September 30, 2011, which was extended to December 31, 2011. The outstanding balance at September 30, 2011 and 2010 was $0. Interest is payable monthly on any outstanding balance at a variable rate based on one month LIBOR. The interest rate at September 30, 2011 and 2010 was approximately 3.0%.

4. Commitments and Contingencies

The Company has a performance interest incentive plan (the "Plan") established June 1, 2001 that entitles qualified employees to receive an interest in the Company. The Plan authorizes the issuance of 500,000 incentive units which equate to approximately 10% of the Company's fair value upon redemption as defined by the Plan. As of September 30, 2011, 484,500 incentive units were outstanding and fully vested under the Plan. The incentive units are non-transferable, forfeited upon termination of employment, and provide no voting or any other member rights. The incentive units must be redeemed at fair value in either cash, membership interests, or equivalent equity at the sole discretion of the Board of Directors within 90 days of the occurrence and close of an initial public offering or sale of substantially all assets or membership interests of the Company to an outside party. No liability or expense has been recorded to date as of September 30, 2011 as no transaction had taken place nor had one been initiated that would have caused management to assess the likelihood of the redemption of the incentive units as probable. As described at Note 5, 100% of the Company's membership interests were acquired on December 31, 2011. The Company's preliminary estimate for redemption of the incentive units under the Plan is $8.3 million.

The Company is subject to various legal claims in the ordinary course of business. In the opinion of management, none of these claims will have a material adverse effect on the financial statements.

5. Subsequent Events

The Company evaluates events that have occurred subsequent to the financial statement date for required potential recognition and disclosure if necessary. Subsequent events were considered through March 1, 2012, the date the financial statements were available for issue.

On December 31, 2011, 100% of the Company's membership interests were acquired by ICF International, Inc. for approximately $102.9 million in cash, including the working capital adjustment pursuant to a December 12, 2011 purchase agreement.

Exhibit 99.3

Pro Forma Financial Information

Unaudited Pro Forma Balance Sheet
As of September 30, 2011
(in thousands)

	Historical ICF	Historical Ironworks	Adjustments	Consolidated Pro Forma
Current Assets:				
Cash	$ 2,010	$ 967	$ —	$ 2,977
Contract receivables, net	187,168	11,249	—	198,417
Prepaid expenses and other	8,673	480	—	9,153
Income tax receivable	1,503	—	—	1,503
Deferred income taxes	5,752	—	—	5,752
Total current assets	205,106	12,696	—	217,802
Total property and equipment, net	16,843	1,673	(64)(a)	18,452
Other assets:				—
Goodwill	327,032	—	74,260(a)	401,292
Other intangible assets, net	20,817	143	15,067(a)	36,027
Restricted cash	1,551	—	—	1,551
Other assets	6,846	5	—	6,851
Total Assets	$578,195	$ 14,517	$ 89,263	$ 681,975
Current Liabilities:				
Accounts payable	$ 32,490	$ 992	$ —	$ 33,482
Accrued salaries and benefits	44,235	1,274	—	45,509
Accrued expenses	26,695	211	(121)(b)	26,785
Deferred revenue	20,887	—	—	20,887
Total current liabilities	124,307	2,477	(121)	126,663
Long-term Liabilities:				—
Long-term debt	50,000	1,201	100,588(b)	151,789
Deferred rent	6,828	364	—	7,192
Deferred income taxes	8,379	—	—	8,379
Other	5,100	—	—	5,100
Total Liabilities	194,614	4,042	100,467	299,123
Stockholders' Equity	383,581	10,475	(11,204)(c)	382,852
Total Liabilities and Stockholders' Equity	$578,195	$ 14,517	$ 89,263	$ 681,975

The accompanying notes are an integral part of these pro forma financial statements.

Unaudited Pro Forma Statements of Earnings
Nine Months Ended September 30, 2011
(in thousands, except per share amounts)

	Historical ICF	Historical Ironworks	Adjustments	Consolidated Pro Forma
Gross Revenue	$626,828	$ 43,435	$ —	$ 670,263
Direct Costs	389,086	26,141	—	415,227
Operating costs and expenses:				
Indirect and selling expenses	177,537	6,304	2,576(d)	186,417
Depreciation and amortization	8,083	200	54(e)	8,337
Amortization of intangible assets	7,105	13	4,469(e)	11,587
Total operating costs and expenses	192,725	6,517	7,099	206,341
Operating income	45,017	10,777	(7,099)	48,695
Interest expense	(1,732)	(63)	(1,310)(f)	(3,105)
Other income	89	—	—	89
Income before income taxes	43,374	10,714	(8,409)	45,679
Provision for income taxes	17,351	—	921(g)	18,272
Net income	$ 26,023	$ 10,714	$ (9,330)	$ 27,407
Earnings per Share:				
Basic	$ 1.32			$ 1.39
Diluted	$ 1.31			$ 1.38
Weighted-average Shares:				
Basic	19,666			19,666
Diluted	19,888			19,888

The accompanying notes are an integral part of these pro forma financial statements.

Unaudited Pro Forma Statements of Earnings
Twelve Months Ended December 31, 2010
(in thousands, except per share amounts)

	Historical ICF	Historical Ironworks	Adjustments	Consolidated Pro Forma
Gross Revenue	$764,734	$ 46,582	$ —	$ 811,316
Direct Costs	476,187	27,848	—	504,035
Operating costs and expenses:				
Indirect and selling expenses	218,533	7,695	3,020(d)	229,248
Depreciation and amortization	10,775	268	71(e)	11,114
Amortization of intangible assets	12,326	69	5,746(e)	18,141
Total operating costs and expenses	241,634	8,032	8,837	258,503
Operating income	46,913	10,702	(8,837)	48,778
Interest expense	(3,403)	(83)	(1,979)(f)	(5,465)
Other income (expense)	172	(44)	—	128
Income before income taxes	43,682	10,575	(10,816)	43,441
Provision for income taxes	16,511	—	(91)(g)	16,420
Net income	$ 27,171	$ 10,575	$ (10,725)	$ 27,021
Earnings per Share:				
Basic	$ 1.40			$ 1.39
Diluted	$ 1.38			$ 1.38
Weighted-average Shares:				
Basic	19,375			19,375
Diluted	19,626			19,626

The accompanying notes are an integral part of these pro forma financial statements.

NOTES TO UNAUDITED PRO FORMA FINANCIAL STATEMENTS

On December 31, 2011, ICF International, Inc. (“ICF” or the “Company”), through its wholly-owned subsidiary ICF Consulting Group, Inc. (the “Purchaser”), acquired 100% of the membership interests of Ironworks Consulting, L.L.C., a Virginia limited liability company (“Ironworks”). The unaudited pro forma consolidated financial statements have been prepared to give effect to the completed acquisition as if the acquisition had taken place at the beginning of the fiscal periods presented, January 1, 2011 and 2010, for the statements of earnings, and as of September 30, 2011 for the balance sheet.

The pro forma amounts have been developed from the unaudited consolidated financial statements for the nine months ended September 30, 2011 and 2010, for ICF and Ironworks as well as the audited consolidated financial statements of ICF contained in its Annual Report on Form 10-K for the year ended December 31, 2010, and audited financial statements for Ironworks for the year ended December 31, 2010. The historical Ironworks financial information is reflected in the financial statements according to ICF’s presentation. The assumptions, estimates and adjustments here have been made solely for the purposes of developing these consolidated financial statements.

In accordance with the purchase method of accounting, the assets and liabilities of Ironworks were recorded at their respective estimated fair values as of the date of acquisition. Management’s estimates of the fair value of assets acquired and liabilities assumed are based, in part, on third-party evaluations. The preliminary allocation of the purchase price was based upon a preliminary valuation, and our estimates and assumptions are subject to change.

The unaudited pro forma consolidated financial statements are provided for illustrative purposes only and are not intended to represent the actual consolidated results of operations or the consolidated financial position of ICF had the acquisition occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position. The unaudited pro forma consolidated financial statements should be read in conjunction with the separate historical consolidated financial statements of ICF and Ironworks.

Note A. Basis of Presentation

Effective December 31, 2011, the Company acquired Ironworks, an interactive web development firm that provides customer engagement solutions across web, mobile, and social media platforms to companies in the health, energy, and financial services industries, as well as to U.S. federal government agencies and nonprofit organizations. The addition of Ironworks complements the Company’s existing services and provides new selling opportunities in the federal, commercial energy, and nonprofit space, while offering additional opportunities in the financial and commercial health segments.

The aggregate purchase price of approximately $102.9 million in cash, including the working capital adjustment required by the stock purchase agreement, was funded by the Company’s Credit Facility. The Company has engaged an independent valuation firm to assist management in the allocation of the purchase price to goodwill and to other acquired intangible assets. The excess of the purchase price over the estimated fair value of the net tangible assets acquired was approximately $89.5 million. The Company has preliminarily allocated approximately $74.3 million to goodwill and $15.2 million to other intangible assets. The intangible assets consist of approximately $14.7 million of customer-related intangibles that are being amortized over seven years, and $0.5 million of marketing-related intangibles are being amortized over one year. Ironworks was an asset purchase for tax purposes, and therefore the goodwill and the amortization of intangibles are deductible over a fifteen-year period and will generate deferred taxes. The Company is still evaluating the fair value of acquired assets and liabilities and pre-acquisition contingencies; therefore, the final allocation of the purchase price has not been completed.

Note B. Pro Forma Adjustments

The pro forma adjustments include the estimated purchase price, including goodwill and intangibles, taxes, depreciation and amortization expense, interest expense, and other expenses. The pro forma adjustments included in the unaudited consolidated financial statements are as follows:

- (a) Eliminate Ironworks property and equipment and other intangibles, and adjust property and equipment, goodwill, and other intangible assets to reflect preliminary purchase price allocation.
- (b) Eliminate Ironworks current and long-term debt and reflect long-term debt borrowed as a result of the acquisition.
- (c) Record impact of pro forma adjustments to stockholders’ equity.
- (d) Eliminate acquisition fees and record additional infrastructure costs resulting from the acquisition.
- (e) Eliminate Ironworks depreciation and amortization and record additional depreciation and amortization on assets acquired from the acquisition.
- (f) Eliminate Ironworks interest expense and record interest expense as a result of debt incurred from the acquisition.
- (g) Adjust provision for income taxes to reflect ICF’s effective rate for the period.