**United States Securities and Exchange Commission**  
**Washington, D.C. 20549**

**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**  
   **Wasson John**  
   ——— (Last) (First) (Middle) ———  
   1902 RESTON METRO PLAZA  
   (Street)  
   RESTON VA 20190  
   (City) (State) (Zip)

2. **Issuer Name and Ticker or Trading Symbol**  
   **ICF International, Inc. [ICFI]**

3. **Date of Earliest Transaction (Month/Day/Year)**  
   01/24/2023

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

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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>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</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>01/24/2023</td>
<td>A</td>
<td>10,787(1)</td>
<td>A</td>
<td>$0.0000</td>
<td>12,677</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td>01/24/2023</td>
<td>F</td>
<td>3,385(2)</td>
<td>D</td>
<td>$98.67</td>
<td>9,292</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td></td>
<td>716</td>
<td></td>
<td></td>
<td>I</td>
<td>By Spouse</td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td></td>
<td>48,800</td>
<td></td>
<td></td>
<td>I</td>
<td>John M. Wasson GRAT</td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td></td>
<td>26,740</td>
<td></td>
<td></td>
<td>I</td>
<td>John M. Wasson Rev. Trust</td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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**Explanation of Responses:**

1. In 2020, the Reportable Person was awarded a performance share award, contingent upon the achievement of certain performance criteria. The criteria have been met and these shares represent the vesting of the shares pursuant to that award.

2. 3,385 of the shares underlying vested performance shares were withheld to pay the related tax liability.

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**Signature of Reporting Person**

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**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

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