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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): March 10, 2008**

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**ICF International, Inc.**

(Exact name of registrant as specified in its charter)

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**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.)

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

On March 10, 2008, the Board of Directors of ICF International, Inc. (the "Company") appointed Ms. Eileen O'Shea Auen and Mr. Richard M. Feldt as new directors to the Board, filling two newly created vacancies that resulted from an increase in the size of the Board from six to eight. Ms. Auen joins the Board as an independent director. Mr. Feldt also joins the Board as an independent director, Ms. Auen will join Class I of the Board, serving until the election of directors at the Company's 2010 annual meeting of stockholders, and Mr. Feldt will join Class III of the Board, serving until the election of directors at the Company's 2009 annual meeting of stockholders.

Ms. Auen previously served as the Chief Executive Officer of APS Healthcare, Inc., a privately held healthcare services company. Prior to joining APS Healthcare, Ms. Auen was a managing partner of Chapterhouse, LLC, prior to which she was President of Health Net of the Northeast.

Mr. Feldt currently serves as the President, Chief Executive Officer and a director of Evergreen Solar, Inc., a NASDAQ-listed developer and manufacturer of photovoltaic panels, prior to which he served as the Chief Executive Officer of Perseid, a spin-off from Raytheon Corporation.

There is no arrangement or understanding between either Ms. Auen or Mr. Feldt and any other person pursuant to which either was appointed as a director of the Company. In connection with their service, Ms. Auen and Mr. Feldt will receive the Company's standard director compensation package. Neither Ms. Auen nor Mr. Feldt has any other material arrangements or transactions with related persons to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company issued a press release on March 10, 2008 announcing the appointments of Ms. Auen and Mr. Feldt. A copy of the press release is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release Dated March 10, 2008 regarding the new directors

**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 10, 2008

By: /S/ Judith B. Kassel

Judith B. Kassel

*General Counsel and Secretary*

Exhibit Index

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<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release Dated March 10, 2008 regarding the new directors



NEWS RELEASE

**ICF International Elects Two New Members to Board of Directors****FOR IMMEDIATE RELEASE****Media contact: Polly Shannon, [pshannon@icfi.com](mailto:pshannon@icfi.com), 703.934.3144**

FAIRFAX, Va. (March. 10, 2008) – ICF International (NASDAQ: ICFI) is pleased to announce it has elected Eileen O’Shea Auen and Richard M. Feldt to its board of directors. Both Auen and Feldt have proven track records in growing companies in the healthcare and clean technology fields respectively.

Auen was most recently chief executive officer of APS Healthcare, Inc., a privately held specialty healthcare services company providing care management and behavioral health services to more than 1,000 clients in the public sector and commercial markets. As CEO, she revitalized the company, producing significant growth in both revenue and earnings. Her tenure at APS culminated in the company’s successful sale to GTCR, one of the country’s leading private equity firms. She has also held significant operating roles within the managed care industry, serving as president of Health Net of the Northeast and president of CIGNA Healthcare’s southeast region. Auen received her Master of Business Administration from the Darden Graduate School of Business, University of Virginia.

Since December 2003, Feldt has been chief executive officer of Evergreen Solar, Inc., a cutting edge manufacturer of solar power products with its proprietary, low-cost String Ribbon wafer technology. During his tenure, the company’s market cap has increased from about \$40 million to more than \$800 million. Before joining Evergreen, Feldt was CEO of Perseid, a research and development start-up that came out of Raytheon Corp. to commercialize proprietary technology for the telecommunications industry. At Symbol Technologies, as senior vice president and general manager of worldwide operations, Feldt built capacity to support revenue growth from \$550 million in 1995 to more than \$1.1 billion in 1999. Feldt received his bachelor of science in industrial engineering from Northeastern University.

“Eileen and Rick have tremendous experience influencing business strategies in growth companies. This experience will be of great use as ICF grows and expands its services to both commercial and government clients,” said Sudhakar Kesavan, ICF’s chairman and chief executive officer. “They bring a high degree of talent and a passion for success, and we’re very pleased they’ll be serving on our board of directors.”

**About ICF International**

ICF International (NASDAQ: ICFI) partners with government and commercial clients to deliver consulting services and technology solutions in the energy, climate change, environment, transportation, social programs, health, defense, and emergency management markets. The firm combines passion for its work with industry expertise and innovative analytics to produce compelling results throughout the entire program life cycle, from analysis and design through implementation and improvement. Since 1969, ICF

has been serving government at all levels, major corporations, and multilateral institutions. More than 3,000 employees serve these clients worldwide. ICF's Web site is [www.icfi.com](http://www.icfi.com).

### **Caution Concerning Forward-looking Statements**

*This document may contain "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995—that is, statements related to future—not past—events, plans, and prospects. These statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. In some cases, you can identify these statements by forward-looking words such as "guidance," "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "seek," "should," "will," "would," or similar words. You should read statements that contain these words carefully because they discuss our future expectations, contain projections of our future results of operations or of our financial position, or state other forward-looking information, and are subject to factors that could cause actual results to differ materially from those anticipated. For ICF, particular uncertainties that could adversely or positively affect the Company's future results include but are not limited to: risks related to the government contracting industry, including the timely approval of government budgets, changes in client spending priorities, and the results of government audits and investigations; risks related to our business, including our dependence on contracts with U.S. Federal Government agencies and departments and the State of Louisiana; continued good relations with these and other customers; success in competitive bidding on re-compete and new contracts; performance by ICF and its subcontractors under our contract with the State of Louisiana, Office of Community Development, including but not limited to the risks of failure to achieve certain levels of program activities, termination, or material modification of the contract, and political uncertainties relating to The Road Home program; uncertainties as to whether revenues corresponding to the Company's contract backlog will actually be received; the future of the energy sector of the global economy; our ability to attract and retain management and staff; strategic actions, including attempts to expand our service offerings and client base, the ability to make acquisitions, and the performance and future integration of acquired businesses; risks associated with operations outside the United States, including but not limited to international, regional, and national economic conditions, including the effects of terrorist activities, war, and currency fluctuations; and other risks and uncertainties disclosed in the Company's filings with the Securities and Exchange Commission. These uncertainties may cause ICF's actual future results to be materially different than those expressed in the Company's forward-looking statements. ICF does not undertake to update its forward-looking statements.*