

OMB APPROVAL	
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

**ANNUAL 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

1. Name and Address of Reporting Person* <u>Datar Srikant M.</u>  (Last) (First) (Middle) 9300 LEE HIGHWAY  (Street) FAIRFAX VA 22031  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc. [ ICFI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common	11/03/2020		G <sup>(1)</sup>	1,526	D	\$0.0000	6,248	D	
Common	11/04/2020		G <sup>(1)</sup>	3,742	D	\$0.0000	2,506	D	
Common	12/01/2020		G <sup>(1)</sup>	385	D	\$0.0000	2,121	D	
Common	12/03/2020		G <sup>(1)</sup>	462	D	\$0.0000	1,659	D	
Common	12/07/2020		G <sup>(1)</sup>	736	D	\$0.0000	923	D	
Common	11/03/2020		G <sup>(1)</sup>	1,526	A	\$0.0000	1,526	I	By Spouse
Common	11/04/2020		G <sup>(1)</sup>	3,742	A	\$0.0000	5,268	I	By Spouse
Common	12/01/2020		G <sup>(1)</sup>	385	A	\$0.0000	5,653	I	By Spouse
Common	12/03/2020		G <sup>(1)</sup>	462	A	\$0.0000	6,115	I	By Spouse
Common	12/07/2020		G <sup>(1)</sup>	736	A	\$0.0000	6,851	I	By Spouse
Common	12/07/2020		G <sup>(2)</sup>	385	D	\$0.0000	6,466	I	By Spouse
Common	12/07/2020		G <sup>(2)</sup>	1,526	D	\$0.0000	4,940	I	By Spouse
Common	12/08/2020		G <sup>(2)</sup>	4,940	D	\$0.0000	0.0000	I	By Spouse
Common	12/07/2020		G <sup>(2)</sup>	1,526	A	\$0.0000	1,526	I	LegacyCap LLC
Common	12/07/2020		G <sup>(2)</sup>	385	A	\$0.0000	1,911	I	LegacyCap LLC
Common	12/08/2020		G <sup>(2)</sup>	4,940	A	\$0.0000	6,851	I	LegacyCap LLC

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- This transaction involved a gift of securities by the Reporting Person to his spouse.
- The Reporting Person's spouse transferred the reference amount of shares of the issuer's common stock to LegacyCap LLC, a family LLC owned by the Reporting Person's spouse, and managed by the Reporting Person and his spouse. The assignment was for the direct benefit of the Reporting Person and his family, for estate planning purposes, and does not change beneficial ownership of the shares.

/s/ James E. Daniel, Attorney-in-fact 02/10/2021

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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.**