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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ICF INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3661438
(I.R.S. Employer
Identification No.)

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

22031
(Zip Code)

2006 Long-Term Equity Incentive Plan
(Full title of the plan)

Sudhakar Kesavan
Chairman & Chief Executive Officer
ICF INTERNATIONAL, INC.
9300 Lee Highway
Fairfax, Virginia 22031
(Name and address of agent for service)

(703) 934-3000
(Telephone number, including area code, of agent for service)

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Copy to:

James J. Maiwurm, Esq.
Squire, Sanders & Dempsey L.L.P.
8000 Towers Crescent Drive, Suite 1400
Tysons Corner, Virginia 22182

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount to be Registered ¹	Proposed Maximum Offering Price per Share ²	Proposed Maximum Aggregate Offering Price ²	Amount of Registration Fee
2006 Long-Term Equity Incentive Plan				
Common Stock, par value \$0.001 per share	453,195 ³	\$26.34	\$11,937,157	\$667

¹ Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.

² Computed in accordance with Rule 457(h) and 457(c), based on the average of the high and low prices of Registrant's Common Stock on May 6, 2009 as reported on The Nasdaq Global Select Market.

³ Consists of additional shares authorized as of January 1, 2009 under the evergreen provision of the 2006 Long-Term Equity Incentive Plan.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed by ICF International, Inc. (the "Company" or the "Registrant") for the purpose of registering additional securities under the 2006 Long-Term Equity Incentive Plan of the Registrant (the "Plan"), which are the same class as those registered under the currently effective Registration Statement on Form S-8 (Registration No. 333-137975) relating to the Plan, and the contents of such Registration Statements, including any amendments thereto or filings incorporated therein, are incorporated herein by this reference.

The number of shares of common stock of the Registrant available for issuance under the Plan is subject to an automatic annual increase by an amount equal to three percent (3%), or a lesser amount as determined by the Board of Directors, of the number of shares of the Registrant's common stock outstanding as of each January 1 of the particular year (the "evergreen provision"). For 2009, the Board of Directors authorized an increase by an amount equal to three percent (3%) of the number of shares of the Registrant's common stock outstanding as of January 1, 2009. This Registration Statement registers the 453,195 additional shares of common stock available for issuance pursuant to the evergreen provision for fiscal year 2009.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the United States Securities and Exchange Commission (the "Commission") are incorporated by reference into this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, which includes audited financial statements for the Registrant's latest fiscal year.

(b) Our Current Reports on Form 8-K filed April 22, 2009, April 7, 2009, April 6, 2009 and March 30, 2009.

(c) The description of the Registrant's common stock which is contained in a registration statement on Form 8-A filed with the Commission on September 25, 2006 (File No. 001-33045) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Note</u>	<u>Exhibit</u>
4.1		Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-134018) and amendments thereto, declared effective September 27, 2006 (the "Form S-1"))
4.2		Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-137975) effective as of October 12, 2006)
4.3		Amended and Restated Bylaws of ICF International, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, filed on April 22, 2009)
4.4		Form of Amended and Restated Registration Rights Agreement (incorporated by reference to Exhibit 4.2 to the Company's Form S-1)
5.1		Opinion of Squire, Sanders & Dempsey L.L.P.
23.1		Consent of Squire, Sanders & Dempsey L.L.P. (included in Exhibit 5.1)
23.2		Consent of Grant Thornton LLP
24.0		Power of Attorney (see signature page)
99.1		2006 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Form S-1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairfax, Virginia, on May 7, 2009.

ICF INTERNATIONAL, INC.

By: /s/ Sudhakar Kesavan
Sudhakar Kesavan,
Chairman, President & Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sudhakar Kesavan and Alan Stewart, and each of them, his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the registrant on May 7, 2009 and in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Sudhakar Kesavan</u> Sudhakar Kesavan	Chairman, President & Chief Executive Officer (Principal Executive Officer)
<u>/s/ Alan Stewart</u> Alan Stewart	Senior Vice President, Chief Financial Officer & Secretary (Principal Financial and Accounting Officer)
<u>/s/ Eileen O'Shea Auen</u> Eileen O'Shea Auen	Director
<u>/s/ Dr. Edward H. Bersoff</u> Dr. Edward H. Bersoff	Director
<u>Dr. Srikant M. Datar</u>	Director
<u>/s/ Richard M. Feldt</u> Richard M. Feldt	Director
<u>/s/ Joel R. Jacks</u> Joel R. Jacks	Director
<u>/s/ David C. Lucien</u> David C. Lucien	Director
<u>/s/ Peter M. Schulte</u> Peter M. Schulte	Director

EXHIBIT INDEX

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May 7, 2009

Board of Directors
ICF International, Inc.
9300 Lee Highway
Fairfax, VA 22031

Ladies and Gentlemen:

We have acted as counsel to ICF International, Inc., a Delaware corporation (the "Company"), and are delivering this opinion in connection with the Registration Statement on Form S-8 of the Company (together with all exhibits thereto, the "Registration Statement") being filed with the Securities and Exchange Commission on the date hereof, relating to the registration by the Company of 453,195 additional shares ("Plan Shares") of common stock, par value \$0.001 per share, authorized for issuance pursuant to the evergreen provision for fiscal year 2009 of the Company's 2006 Long-Term Equity Incentive Plan (the "Plan").

In connection with this opinion, we have examined copies (in each case signed, certified or otherwise proven to our satisfaction to be genuine) of the Registration Statement, the Amended and Restated Certificate of Incorporation of the Company, the Amended and Restated Bylaws of the Company, minutes and other instruments evidencing actions taken by its directors, and the Plan and have examined such other documents as we have deemed necessary or appropriate for purposes of this opinion. With respect to such examination, we have assumed the genuineness of all signatures on all documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as copies and the due execution and delivery of all documents by the parties thereto. We have also considered such legal matters as we have deemed necessary and relevant as the basis for this opinion. Insofar as this opinion relates to Plan Shares to be issued in the future, we have assumed that all applicable laws, rules and regulations in effect at the time of issuance are the same as such laws, rules and regulations in effect as of the date hereof.

Based upon and subject to the foregoing examination, and subject to the qualifications set forth below, we are of the opinion that the Plan Shares under the Plan have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The opinions set forth herein are rendered as of the date hereof and are based solely upon the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws. Any such opinions are based upon our reasonable familiarity with the General Corporation Law of the State of Delaware as a result of our reading of standard published compilations of such laws and annotations thereto.

We hereby consent to the reference to our firm wherever appearing in the Registration Statement and to the inclusion of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose, except as expressly provided in the preceding paragraph. This opinion is given as of the effective date of the Registration Statement, and we assume no obligation to update or supplement the opinions contained herein to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

Very truly yours,

/s/ Squire, Sanders & Dempsey, L.L.P.

Consent of Independent Registered Public Accounting Firm

We have issued our reports dated March 12, 2009, with respect to the consolidated financial statements and internal control over financial reporting of ICF International, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2008 which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

/s/ Grant Thornton LLP

McLean, Virginia
May 7, 2009