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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 30, 2009

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

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.)

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))
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Item 7.01 Regulation FD Disclosure

On November 30, 2009, ICF International, Inc. (the "Company") issued a press release announcing its commencement of an underwritten public offering of 3.1 million shares of common stock. A copy of the press release regarding this announcement is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated November 30, 2009

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: November 30, 2009

By: _____ /s/ ALAN STEWART
Alan Stewart
Corporate Secretary & Chief Financial Officer



NEWS RELEASE

ICF International Announces Commencement of Public Offering of Common Stock

FAIRFAX, Va., November 30, 2009 - ICF International, Inc. (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients, today announced that it has commenced an underwritten public offering of 3.1 million of its shares of common stock. The Company is also granting to the underwriters a 30-day option to purchase up to an additional 465,000 shares of common stock from the Company to cover over-allotments, if any. All of the shares in the offering are to be sold by the Company. William Blair & Company L.L.C. and Stifel, Nicolaus & Company, Incorporated will serve as joint bookrunners, and Canaccord Adams Inc., Stephens Inc., and BB&T Capital Markets will be co-managers.

The Company intends to use the net proceeds from the offering for future growth, including possible acquisitions. The Company will do this by applying the net proceeds it receives to repayment of outstanding borrowings incurred under its revolving credit facility. Such debt repayment will provide the Company with debt capacity for growth initiatives.

The Company has filed a registration statement (including a base prospectus) with the Securities and Exchange Commission, or SEC, for an offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and related prospectus supplement and other documents that the Company has filed or will file with the SEC for more complete information about the Company and this offering. Electronic copies of these documents are available for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, you may obtain a preliminary prospectus supplement and accompanying prospectus from William Blair & Company L.L.C., Attention: Prospectus Department, 222 West Adams Street, Chicago, Illinois 60606, or by telephone to (800) 621-0687; or Stifel, Nicolaus & Company, Incorporated, Attention: Prospectus Department, One South Street, 15th Floor, Baltimore, Maryland 21202, or by telephone to (443) 224-1988.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities. There shall be no sale of these securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About ICF International

ICF International (NASDAQ:ICFI) partners with government and commercial clients to deliver professional services and technology solutions in the energy and climate change; environment and infrastructure; health, human services, and social programs; and homeland security and defense 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 research and analysis through implementation and improvement. Since 1969, ICF has been serving government at all levels, major corporations, and multilateral institutions.

FOR IMMEDIATE RELEASE

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ICF International

Douglas Beck

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Caution Concerning Forward-looking Statements

This press release contains “forward-looking statements,” which are not historical facts and involve known and unknown risks and uncertainties. The Company’s actual results and the timing of events could differ materially from those anticipated in such forward-looking statements. There can be no assurance that the Company will be able to complete the public offering on the anticipated terms, or at all, as a result of these risks and uncertainties. Such risks and uncertainties include, without limitation, risks and uncertainties related to market conditions and the satisfaction of customary closing conditions related to the public offering; and those risks related to the government contracting industry generally, our particular business, including our dependence on contracts with U.S. federal government agencies, and our ability to acquire and successfully integrate businesses. Additional risks and uncertainties relating to the Company and its business and the offering can be found in the preliminary prospectus supplement (and accompanying base prospectus) related to the proposed offering filed with the SEC on November 30, 2009, which may be accessed via EDGAR at www.sec.gov. The forward-looking statements included herein are only made as of the date hereof, and we specifically disclaim any obligation to update these statements in the future.