**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
   **Wasson John**
   9300 LEE HIGHWAY
   FAIRFAX VA 22031

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

3. Date of Earliest Transaction (Month/Day/Year)
   **07/12/2019**

4. If Amendment, Date of Original Filed (Month/Day/Year)
   **07/15/2019**

5. Relationship of Reporting Person(s) to Issuer
   Director 10% Owner
   **President & COO**

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   X Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>07/12/2019</td>
<td>M</td>
<td>4</td>
<td>A</td>
<td>14,468</td>
<td>$40.68</td>
</tr>
<tr>
<td>Common</td>
<td>07/12/2019</td>
<td>S(1)</td>
<td>4</td>
<td>D</td>
<td>14,468</td>
<td>$80.7624</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Title of Derivative Security (Instr. 5)</th>
<th>Price of Derivative Security (Instr. 6)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 7)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 8)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nonqualified Stock Options</td>
<td>$40.68</td>
<td>07/12/2019</td>
<td>M</td>
<td>14,468</td>
<td>(2)</td>
<td>Common</td>
<td>$0.0000</td>
<td>0.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 8/17/2018.
2. Represents options under the terms of the 2010 Omnibus Incentive Plan of which the options vested in three equal annual installments beginning on March 17, 2015.

/s/ James E. Daniel, Attorney-in-fact
07/15/2019

**Signature of Reporting Person** **Date**

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).


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.