

**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

| 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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Wasson John</u><br><br>(Last) (First) (Middle)<br>1902 RESTON METRO PLAZA<br><br>(Street)<br>RESTON VA 20190<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ICF International, Inc. [ ICFI ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CEO &amp; President</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/20/2025                         |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price              |   |  |   |
| Common                          | 03/20/2025                           |  | M                              |   | 7,386   | A          | \$0 <sup>(1)</sup> | 17,756  | D  |   |
| Common                          | 03/20/2025                           |  | M                              |   | 3,838   | A          | \$0 <sup>(1)</sup> | 21,594  | D  |   |
| Common                          | 03/20/2025                           |  | M                              |   | 3,379   | A          | \$0 <sup>(1)</sup> | 24,973  | D  |   |
| Common                          | 03/20/2025                           |  | F                              |   | 1,524   | D          | \$84.83            | 23,449  | D  |   |
| Common                          | 03/20/2025                           |  | F                              |   | 1,731   | D          | \$84.83            | 21,718  | D  |   |
| Common                          | 03/20/2025                           |  | F                              |   | 3,332   | D          | \$84.83            | 18,386  | D  |   |
| Common                          |                                      |  |                                |   |   |            |                    | 716   | I  | By Spouse   |
| Common                          |                                      |  |                                |   |   |            |                    | 12,739  | I  | John M. Wasson Remainder Trust 2022                   |
| Common                          |                                      |  |                                |   |   |            |                    | 65,748  | I  | John M. Wasson Rev. Trust                             |

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Restricted Stock Units                     | (2)  | 03/20/2025                           |  | A                              |   | 29,246   |       | (3)  | (3)             | Common 29,246   | \$0.0000                                   | 61,661   | D   |  |
| Restricted Stock Units                     | (1)  | 03/20/2025                           |  | M                              |   |  | 3,379 | (4)  | (4)             | Common 3,379  | (1)  | 58,282   | D   |  |
| Restricted Stock Units                     | (1)  | 03/20/2025                           |  | M                              |   |  | 3,838 | (5)  | (5)             | Common 3,838  | (1)  | 54,444   | D   |  |
| Restricted Stock Units                     | (1)  | 03/20/2025                           |  | M                              |   |  | 7,386 | (6)  | (6)             | Common 7,386  | (1)  | 47,058   | D   |  |

**Explanation of Responses:**

- The exercise price for the restricted stock unit exercise was \$84.83.
- Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.
- These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2018 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of three (3) years, at 25% on each of the first two anniversaries of the grant and 50% on the third anniversary from the day of grant.
- Represents the 1st vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
- Represents the 2nd vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

6. Represents the 3rd vesting anniversary (50%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

/s/ James E. Daniel, Attorney-  
in-fact

03/24/2025

\*\* 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).

\*\* 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.**