# Statement of Changes in Beneficial Ownership

## Form 4

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

**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

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## 1. Name and Address of Reporting Person

**Williams Michelle A**

- **(Last)**
- **(First)**
- **(Middle)**

**9300 LEE HIGHWAY**

**FAIRFAX**

**VA**

**22031**

## 2. Issuer Name and Ticker or Trading Symbol

ICF International, Inc. [ICFI]

## 3. Date of Earliest Transaction

07/01/2022

## 4. If Amendment, Date of Original Filed

## 5. Relationship of Reporting Person(s) to Issuer

- **X** Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

## 6. Individual or Joint/Group Filing (Check Applicable Line)

- **X** Form filed by One Reporting Person
- 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>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>07/01/2022</td>
<td></td>
<td></td>
<td>A</td>
<td>1,529(1)</td>
<td>A</td>
<td>$0.0000</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>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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## Explanation of Responses:

1. This award of restricted stock units was granted pursuant to ICF International, Inc.’s 2018 Omnibus Incentive Plan, as amended, and represents the Reporting Person’s annual equity award. These restricted stock units will vest in equal quarterly increments (Sept. 1, Dec. 1, Mar. 1 and June 1).

   /s/ James E. Daniel, Attorney-in-fact 07/05/2022

2. **Signature of Reporting Person**

**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.

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