

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).

1. Name and Address of Reporting Person* <u>Kesavan Sudhakar</u> (Last) (First) (Middle) 9300 LEE HIGHWAY (Street) FAIRFAX VA 22031 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc. [ICFI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2020	
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	12/31/2020		M		52,098	A	\$40.68	283,926	D	
Common	12/31/2020		M		42,900	A	\$0 ⁽¹⁾	326,826	D	
Common	12/31/2020		M		13,801	A	\$27.03	340,627	D	
Common	12/31/2020		M		7,918	A	\$0 ⁽¹⁾	348,545	D	
Common	12/31/2020		M		2,891	A	\$40.68	351,436	D	
Common	12/31/2020		M		211	A	\$27.03	351,647	D	
Common	12/31/2020		S	(2)	211	D	\$74.1471 ⁽³⁾	351,436	D	
Common	12/31/2020		S	(2)	2,891	D	\$74.0858 ⁽⁴⁾	348,545	D	
Common	12/31/2020		F		3,825	D	\$74.33	344,720	D	
Common	12/31/2020		S	(2)	13,801	D	\$73.4068 ⁽⁵⁾	330,919	D	
Common	12/31/2020		F		20,725	D	\$74.33	310,194	D	
Common	12/31/2020		S	(2)	52,098	D	\$73.3713 ⁽⁶⁾	258,096	D	

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						Title
Nonqualified Stock Options	\$40.68	12/31/2020		M			2,891	(7)	03/17/2024	Common	2,891	\$0.0000	52,098	D	
Nonqualified Stock Options	\$40.68	12/31/2020		M			52,098	(7)	03/17/2024	Common	52,098	\$0.0000	0.0000	D	
Nonqualified Stock Options	\$27.03	12/31/2020		M			211	(8)	03/18/2023	Common	211	\$0.0000	13,801	D	
Nonqualified Stock Options	\$27.03	12/31/2020		M			13,801	(8)	03/18/2023	Common	13,801	\$0.0000	0.0000	D	
Restricted Stock Units	(1)	12/31/2020		M			7,918	(9)	(9)	Common	7,918	(1)	42,900	D	
Restricted Stock Units	(1)	12/31/2020		M			42,900	(10)	(10)	Common	42,900	(1)	0.0000	D	

Explanation of Responses:

- The exercise price for the restricted stock unit exercise was \$74.33.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/5/2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.04 to \$74.51, inclusive. The reporting person undertakes to provide to ICF International, Inc., any security holder of ICF International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.90 to \$74.68, inclusive. The reporting person undertakes to provide to ICF

International, Inc., any security holder of ICF International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.92 to \$73.91, inclusive. The reporting person undertakes to provide to ICF International, Inc., any security holder of ICF International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.89 to \$73.87, inclusive. The reporting person undertakes to provide to ICF International, Inc., any security holder of ICF International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

7. 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.

8. Represents options under the terms of the 2010 Omnibus Incentive Plan of which the options vested in three equal annual installments beginning on March 18, 2014.

9. Represents accelerated vesting, due to retirement, of restricted stock units granted pursuant to the 2010 Omnibus Incentive Plan, as amended.

10. Represents accelerated vesting, due to retirement, of restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

/s/ James E. Daniel, Attorney-
in-fact 01/05/2021

** 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.

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