**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**
Lee Rodney Mark Jr.

1902 RESTON METRO PLAZA
RESTON VA 20190

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

**3. Date of Earliest Transaction (Month/Day/Year)**
11/08/2023

**4. If Amendment, Date of Original Filed**
11/08/2023

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

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

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

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

<table>
<thead>
<tr>
<th>Security</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>11/08/2023</td>
<td>M</td>
<td>1,200</td>
<td>A</td>
<td>$0(1)</td>
<td>6,338</td>
</tr>
<tr>
<td>Common</td>
<td>11/08/2023</td>
<td>F</td>
<td>362</td>
<td>D</td>
<td>$132.19</td>
<td>5,976</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. The exercise price for the restricted stock unit exercise was $132.19.
2. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

**Signature of Reporting Person**
Matthew Selander, Attorney-in-fact
11/09/2023

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

<table>
<thead>
<tr>
<th>Security</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>Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1) 11/08/2023</td>
<td>M</td>
<td>1,200</td>
<td>(2) (2) Common</td>
<td>1,200</td>
<td>(1) 10,466</td>
<td>10,466</td>
<td>D</td>
</tr>
</tbody>
</table>

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Note: If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


**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.**