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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 4, 2011

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-33045
**(Commission
File Number)**

22-3661438
**(I.R.S. Employer
Identification Number)**

9300 Lee Highway, Fairfax, Virginia
(Address of principal executive offices)

22031
(Zip Code)

Registrant's telephone number, including area code: (703) 934-3000

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 4, 2011, ICF International, Inc. (the "Company") issued a news release announcing that Ronald P. Vargo is resigning from his position as Executive Vice President and Chief Financial Officer of the Company. Mr. Vargo's resignation will be effective May 11, 2011.

The Company also announced that Sandra B. Murray will succeed Mr. Vargo as interim Chief Financial Officer effective May 11, 2011. Ms. Murray, age 55, is currently the Company's Senior Vice President of Administration and Contracts. Prior to joining the Company in 2009, Ms. Murray served as Senior Vice President-Finance and Business Operations for Science Applications International Corporation (SAIC), a leading provider of scientific, engineering, systems integration and technical services and solutions, and from 2005 to 2006 was SAIC's Senior Vice President-Research, Development, Test & Evaluation Group Controller. From 2004-2005 she served as Vice President of Finance of ARINC, Inc., a supplier of aviation air/ground communications and technology to the U.S. government, and from 1998 to 2004 was Chief Financial Officer/Vice President of Finance for Honeywell Technology Solutions Inc., a services subsidiary of Honeywell International. Ms. Murray holds an MBA in Finance from Loyola College and a BS in Accounting from the University of Baltimore and is a Certified Public Accountant. Ms. Murray's compensation as interim Chief Financial Officer has not yet been determined. The Company will file a Current Report on Form 8-K Report with respect to her compensation arrangements when they have been agreed upon.

The press release containing this announcement is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated April 4, 2011

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ICF International, Inc.

Date: April 4, 2011

By: /s/ Sudhakar Kesavan
Sudhakar Kesavan
Chief Executive Officer



NEWS RELEASE

ICF International Announces CFO Transition for Personal Reasons

— Sandra Murray Named Interim CFO —

FOR IMMEDIATE RELEASE

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or

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FAIRFAX, Va. (April 4, 2011) – ICF International (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients, announced that Ron Vargo, chief financial officer, plans to leave the company for personal reasons effective May 11, 2011, and will relocate out of the Washington, D.C., area.

Sandra Murray, senior vice president of administration and contracts for ICF International, will succeed Mr. Vargo as interim CFO effective May 11, 2011. Ms. Murray joined ICF in 2009 in her current position. Prior to joining ICF, she was senior vice president for finance and business operations at Science Applications International Corporation, and earlier was CFO and vice president of finance for Honeywell Technology Solutions, a substantial services subsidiary of Honeywell International. Ms. Murray holds an MBA in finance from Loyola College, a B.S. in accounting from the University of Baltimore, and is a certified public accountant.

“We appreciate the contributions that Ron made during the time he has been with us, and on a personal level, we wish him the best,” said ICF International Chairman and CEO Sudhakar Kesavan. “We are fortunate in having in place a senior executive with Sandra’s experience, as well as an established financial team. Sandra has played major roles in a number of finance-related functions at ICF and will be able to step in as interim CFO to ensure a seamless transition.”

ICF International plans to engage an executive search firm to conduct a search for a new CFO.

ICF reaffirms its guidance for first quarter and full year 2011 financial results contained in its earnings release of March 2, 2011.

ICF International will report first quarter 2011 financial results on Thursday, May 5, 2011.

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About ICF International

ICF International (NASDAQ:ICFI) partners with government and commercial clients to deliver professional services and technology solutions in the energy, environment and transportation; health, education, and social programs; and homeland security and defense markets. The firm combines passion for its work with industry expertise and innovative analytics to produce compelling results throughout the entire program life cycle, from research and analysis through implementation and improvement. Since 1969, ICF has been serving government at all levels, major corporations, and multilateral institutions. More than 3,700 employees serve these clients worldwide. ICF’s Web site is <http://www.icfi.com>.

Caution Concerning Forward-looking Statements

Statements that are not historical facts and involve known and unknown risks and uncertainties are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Such statements may concern our current expectations about our future results, plans, operations and prospects and involve certain risks, including those related to the government contracting industry generally; our particular business, including our dependence on contracts with U.S. federal government agencies; and our ability to acquire and successfully integrate businesses. These and other factors that could cause our actual results to differ from those indicated in forward-looking statements are included in the “Risk Factors” section of our securities filings with the Securities and Exchange Commission. The forward-looking statements included herein are only made as of the date hereof, and we specifically disclaim any obligation to update these statements in the future.