SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| <u>GOLINVAUX THERESA D</u>   |         |       | 2. Date of Event<br>Requiring Statement<br>Month/Day/Year)<br>05/30/2019 |  |  |  |  |  |   |
|--|---------|-------|--|--|--|--|--|--|---|
| (Last) (First) (Middle)<br>9300 LEE HIGHWAY  |         |       |  | 4. Relationship of Reporting Perso<br>(Check all applicable)<br>Director | n(s) to Issue<br>10% Owne  | (Mo                                    | 5. If Amendment, Date of Original Filed (Month/Day/Year) |  |   |
| (Street)<br>FAIRFAX VA 22031   |         | 22031 |  |  | X Officer (give title<br>below)<br>SVP & Principal Acc   | Other (spe<br>below)<br>t. Officer     | App  | <ul> <li>6. Individual or Joint/Group Filing (Check<br/>Applicable Line)</li> <li>X Form filed by One Reporting Person<br/>Form filed by More than One<br/>Reporting Person</li> </ul> |   |
| (City)   | (State) | (Zip) |  |  |  |  |  |  |   |
| Table I - Non-Derivative Securities Beneficially Owned   |         |       |  |  |  |  |  |  |   |
| 1. Title of Security (Instr. 4)  |         |       |  |  | 2. Amount of Securities<br>Beneficially Owned (Instr. 4)<br>Grand Construction<br>Source of the security<br>Source of the security |  | t (D) (Insti   | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)   |   |
| Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities) |         |       |  |  |  |  |  |  |   |
| 1. Title of Derivative Security (Instr. 4)   |         |       | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)           |  | 3. Title and Amount of Securities<br>Underlying Derivative Security (Instr. 4)   |  | 4.<br>Conversion<br>or Exercise                          | 5.<br>Ownership<br>Form:<br>Direct (D)   | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|  |         |       | Date<br>Exercisable  | Expiration<br>Date   | n Title  | Amount<br>or<br>Number<br>of<br>Shares | Price of<br>Derivative<br>Security                       | Direct (D)<br>or Indirect<br>(I) (Instr. 5)  |   |
| Restricted Stock Units   |         |       | (1)  | (1)  | Common   | 1,306(2)                               | 0.0000   | D  |   |

Explanation of Responses:

1. These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2018 Omnibus Incentive Plan. 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.

2. 653 shares are cash-settled restricted stock units paid out in cash and 653 shares are restricted stock units vesting per the vesting schedule noted in footnote 1.

<u>/s/ James E. Daniel, Attorney-</u> <u>in-fact</u> <u>06/05/2019</u>

\*\* 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 5 (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.