# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934 (Amendment No. 6)\*

# **ICF International, Inc.**

(Name of issuer)

Common Stock, \$.001 par value (Title of class of securities)

> 44925C 10 3 (CUSIP number)

**December 31, 2009** (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

□ Rule 13d-1(c)

⊠ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 44925C 10 3         1       Names of reporting persons:         Joel R. Jacks         I.R.S. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> </ul> 3       SEC use only:									
Joel R. Jacks         I.R.S. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> </ul> 3       SEC use only:	CU	CUSIP No. 44925C 10 3							
I.R.S. Identification nos. of above persons (entities only):         I.R.S. Identification nos. of above persons (entities only):         (a) □       (b) ⊠         3       SEC use only:         4       Citizenship or place of organization:         USA       I.S. Jole voting power:         139,425       5         shares       6         Shared voting power:       1.39,425         generative ach       7         Sole dispositive power:       1.39,425         139,425       6         Shared voting power:       1.39,425         generative ach       7         Sole dispositive power:       1.39,425         generative ach       7         Sole dispositive power:       1.39,425         generative ach       7         Sole dispositive power:       1.39,425         generative ach       7         generative ach       7         generative ach       1.564,751         9       Aggregate amount beneficially owned by each reporting person:         1,704,176       10         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions): □         11       Percent of class represented by amount in Row (9):	1	Names o	f re	porting persons:					
(a) □       (b) ☑         3       SEC use only:         4       Citizenship or place of organization:         USA       USA         8       Shares         beneficially       5         9       Aggregate amount beneficially owned by each reporting person:         1,704,176         10       Check if the aggregate amount in Row (9):         8.9%         12       Type of reporting person (see instructions):									
4       Citizenship or place of organization:         USA         Number of shares       5       Sole voting power:         139,425       139,425         owned by each       7       Sole dispositive power:         reporting person       1,564,751         8       Shared dispositive power:         139,425       8         8       Shared dispositive power:         1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):	2								
USA         Number of shares beneficially owned by each reporting person with       5       Sole voting power: 139,425         7       Sole dispositive power: 1,564,751         8       Shared dispositive power: 1,564,751         9       Aggregate amount beneficially owned by each reporting person: 1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 8.9%         12       Type of reporting person (see instructions):	3	SEC use	onl	y:					
Number of shares       5       Sole voting power:         139,425       6       Shared voting power:         beneficially       1,564,751         owned by       1,564,751         reporting       7         Sole dispositive power:       139,425         ispositive power:       1,564,751         g       Aggregate amount beneficially owned by each reporting person:         1,704,176       10         Check if the aggregate amount in Row (9) excludes certain shares (see instructions):       11         Percent of class represented by amount in Row (9):       8.9%         12       Type of reporting person (see instructions):       12	4	Citizensl	hip	or place of organization:					
Number of shares       139,425         beneficially       6         shares       1,564,751         vech       7         sole dispositive power:         139,425         7       Sole dispositive power:         139,425         8       Shared dispositive power:         1,564,751         8       Shared dispositive power:         1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11         Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):		USA	L						
shares       6       Shared voting power:         beneficially       1,564,751         each       7       Sole dispositive power:         reporting       139,425         with       8       Shared dispositive power:         1,564,751       1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):			5	Sole voting power:					
beneficially owned by each reporting person with       1,564,751         8       Sole dispositive power: 139,425         8       Shared dispositive power: 1,564,751         9       Aggregate amount beneficially owned by each reporting person: 1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 8.9%         12       Type of reporting person (see instructions):	Nı	umber of							
each reporting person with       7       Sole dispositive power: 139,425         8       Shared dispositive power: 1,564,751         9       Aggregate amount beneficially owned by each reporting person: 1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 8.9%         12       Type of reporting person (see instructions):	bei	neficially	6						
person       139,425         with       8         Shared dispositive power:         1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):		each	7						
0       Shared dispositive power.         1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):		person							
9       Aggregate amount beneficially owned by each reporting person:         1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):		with	8	Shared dispositive power:					
1,704,176         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):									
10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):	9	Aggrega	te a	mount beneficially owned by each reporting person:					
11       Percent of class represented by amount in Row (9):         8.9%         12       Type of reporting person (see instructions):	10								
8.9%       12     Type of reporting person (see instructions):	10	Check if	the	aggregate amount in Row (9) excludes certain shares (see instructions): $\Box$					
12 Type of reporting person (see instructions):	11	Percent	of c	lass represented by amount in Row (9):					
IN	12	Type of a	repo	orting person (see instructions):					
		IN							

CUSIP No. 44925C 10 3         1       Names of reporting persons:         Peter M. Schulte         LRS. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> </ul> 3       SEC use only:					
Peter M. Schulte I.R.S. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> </ul> 3         SEC use only:           4         Citizenship or place of organization: USA           5         Sole voting power: 159,568           6         Shared voting power: 1,564,751           9         Aggregate amount beneficially owned by each reporting person: 1,724,319           10         Check if the aggregate amount in Row (9) excludes certain shares (see instructions): □           11         Percent of class represented by amount in Row (9): 9,0%	CU	SIP No. 4	492	5C 10 3	
I.R.S. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> </ul> 3       SEC use only:	1	1 Names of reporting persons:			
(a) □       (b) ⊠         3       SEC use only:         4       Citizenship or place of organization:         USA       USA         8       5         Sole voting power:       159,568         9       Aggregate amount beneficially owned by each reporting person:         1,724,319       10         10       Check if the aggregate amount in Row (9):         9.0%         12       Type of reporting person (see instructions):					
4       Citizenship or place of organization:         USA         Number of shares       5       Sole voting power:         159,568       159,568         beneficially owned by each reporting person with       6       Shared voting power:         1,564,751       2         Sole dispositive power:       159,568         8       Shared dispositive power:         1,564,751       159,568         8       Shared dispositive power:         1,564,751       1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,724,319       10         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         9.0%       12         12       Type of reporting person (see instructions):	2				
USA         Number of shares       5       Sole voting power:         beneficially owned by each reporting person with       6       Shared voting power:         7       Sole dispositive power:         159,568       159,568         8       Shared dispositive power:         159,568       159,568         8       Shared dispositive power:         1,564,751       1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,724,319       1         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         9.0%       12         12       Type of reporting person (see instructions):	3	SEC use	on	y:	
Number of shares       5       Sole voting power:         159,568       159,568         beneficially       1,564,751         owned by       1,564,751         reporting       7         Sole dispositive power:       159,568         159,568       159,568         8       Shared dispositive power:         1,564,751       159,568         8       Shared dispositive power:         1,564,751       159,568         9       Aggregate amount beneficially owned by each reporting person:         1,724,319       10         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         9.0%       12         12       Type of reporting person (see instructions):	4	Citizens	hip	or place of organization:	
Number of shares beneficially owned by each reporting person with       6       Shared voting power: 1,564,751         7       Sole dispositive power: 159,568         8       Shared dispositive power: 1,564,751         9       Aggregate amount beneficially owned by each reporting person: 1,724,319         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 9.0%         12       Type of reporting person (see instructions):		USA	1		
shares       6       Shared voting power:         beneficially       1,564,751         each       7       Sole dispositive power:         reporting       159,568         with       8       Shared dispositive power:         1,564,751       1,564,751         9       Aggregate amount beneficially owned by each reporting person:         1,724,319       10         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         9.0%       12         12       Type of reporting person (see instructions):			5	Sole voting power:	
beneficially owned by each reporting person with       1,564,751         8       Sole dispositive power: 159,568         8       Shared dispositive power: 1,564,751         9       Aggregate amount beneficially owned by each reporting person: 1,724,319         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 9.0%         12       Type of reporting person (see instructions):	Nι	umber of			
each reporting person with       7       Sole dispositive power: 159,568         8       Shared dispositive power: 1,564,751         9       Aggregate amount beneficially owned by each reporting person: 1,724,319         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 9.0%         12       Type of reporting person (see instructions):	ber	neficially	6		
reporting person with     159,568       8     Shared dispositive power: 1,564,751       9     Aggregate amount beneficially owned by each reporting person: 1,724,319       10     Check if the aggregate amount in Row (9) excludes certain shares (see instructions):       11     Percent of class represented by amount in Row (9): 9.0%       12     Type of reporting person (see instructions):	70	5	7		
with     8     Shared dispositive power: 1,564,751       9     Aggregate     1,564,751       10     1,724,319       10     Check if the aggregate amount in Row (9) excludes certain shares (see instructions):       11     Percent class represented by amount in Row (9):       9.0%					
<ul> <li>9 Aggregate amount beneficially owned by each reporting person:</li> <li>1,724,319</li> <li>10 Check if the aggregate amount in Row (9) excludes certain shares (see instructions):</li> <li>11 Percent of class represented by amount in Row (9):</li> <li>9.0%</li> <li>12 Type of reporting person (see instructions):</li> </ul>		-	8		
1,724,319         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         9.0%         12       Type of reporting person (see instructions):					
10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         9.0%         12       Type of reporting person (see instructions):	9	Aggrega	te a	mount beneficially owned by each reporting person:	
11       Percent of class represented by amount in Row (9):         9.0%         12       Type of reporting person (see instructions):		-			
9.0% 12 Type of reporting person (see instructions):	10	Check if	the	aggregate amount in Row (9) excludes certain shares (see instructions): $\Box$	
12 Type of reporting person (see instructions):	11	Percent	of c	lass represented by amount in Row (9):	
IN	12	Type of	repo	orting person (see instructions):	
		IN			

CU	SIP No. 4	492	5C 10 3		
1	Names o	of re	porting persons:		
	Daniel	Co	lon, Jr.		
			fication nos. of above persons (entities only):		
2			ppropriate box if a member of a group (see instructions):		
	(a) 🗆	(	b) 🖂		
3	SEC use	onl	y:		
4	Citizens	hip	or place of organization:		
	USA	1			
		5	Sole voting power:		
	ımber of shares		4,422		
ber	neficially	6	Shared voting power:		
	vned by each	7	Sole dispositive power:		
re	porting				
	person with	0	4,422		
	with	8	Shared dispositive power:		
9	Aggrega	ite a	mount beneficially owned by each reporting person:		
	4,42	2			
10	,		aggregate amount in Row (9) excludes certain shares (see instructions):		
11	Percent	of c	ass represented by amount in Row (9):		
	*%				
12	12 Type of reporting person (see instructions):				
	IN				
		_			

,					
CU	SIP No. 4	492	5C 10 3		
1	1 Names of reporting persons:				
	Wesley	Z G			
			fication nos. of above persons (entities only):		
2	(a) $\Box$		ppropriate box if a member of a group (see instructions): b) ⊠		
			·		
3	SEC use	onl	y:		
4	Citizens	hip	or place of organization:		
	USA				
	031	<b>\</b>	Sole voting power:		
Nı	umber of				
	shares	6	13,695		
	neficially wned by	6	Shared voting power:		
	each	7	Sole dispositive power:		
	eporting person		13,695		
	with	8	Shared dispositive power:		
9	Aggrega	ite a	mount beneficially owned by each reporting person:		
	13,6	95			
10	Check if	the	aggregate amount in Row (9) excludes certain shares (see instructions):		
11	Percent	of c	lass represented by amount in Row (9):		
	*%				
12		reno	orting person (see instructions):		
		. cpc			
	IN				
	ac than 1				

CU	CUSIP No. 44925C 10 3							
1	Names o	f re	porting persons:					
	CM Eq	mit	y Partners, L.P.					
	I.R.S. Id	enti	fication nos. of above persons (entities only):					
2	Check th	10.21	ppropriate box if a member of a group (see instructions):					
2	(a) □		b) 🗵					
3	SEC use	on	y:					
4	Citizensl	hip	or place of organization:					
	USA							
		5	Sole voting power:					
	imber of shares	6	Shared voting power:					
ber	neficially	-						
	wned by	-	570,264					
	each porting	7	Sole dispositive power:					
I	person	8	Shared dispositive power:					
	with		570,264					
9	Aggrega	te a	mount beneficially owned by each reporting person:					
10	570,		aggregate amount in Row (9) excludes certain shares (see instructions):					
10	CHECK II	uie						
11	Percent	of c	lass represented by amount in Row (9):					
	3.0%	'n						
12			orting person (see instructions):					
	DN							
	PN							

CU	SIP No. 4	492	5C 10 3			
1	Names c	of re	porting persons:			
	CMEP	Сс	p-Investment ICF, L.P.			
	I.R.S. Id	fication nos. of above persons (entities only):				
2			ppropriate box if a member of a group (see instructions):			
	(a) 🗆	(	b) $\boxtimes$			
3	SEC use	onl	y:			
4	Citizens	hip	or place of organization:			
	USA	1				
		5	Sole voting power:			
	mber of shares	6	Shared voting power:			
ber	neficially					
	vned by each	7	677,415 Sole dispositive power:			
re	porting	<i>,</i>				
	oerson with	8	Shared dispositive power:			
			677,415			
9	Aggrega	te a	mount beneficially owned by each reporting person:			
	677,	415				
10			aggregate amount in Row (9) excludes certain shares (see instructions):			
11	Percent	ofc	lass represented by amount in Row (9):			
12	3.5%       12     Type of reporting person (see instructions):					
12						
	PN					

CU	CUSIP No. 44925C 10 3							
1	Names o	of re	porting persons:					
	CM Ec	mit	y Partners II, L.P.					
			fication nos. of above persons (entities only):					
2	Check th	ב מו	ppropriate box if a member of a group (see instructions):					
2	(a) □		b) 🛛					
3	SEC use	on						
3	SEC use	OIII	y.					
4	Citizens	hip	or place of organization:					
	USA							
		5	Sole voting power:					
	umber of	6	Shared voting power:					
	shares neficially	0						
0	wned by	_	289,779					
re	each eporting	7	Sole dispositive power:					
	person	8	Shared dispositive power:					
	with		289,779					
9	Aggrega	te a	mount beneficially owned by each reporting person:					
10	289, Check if		aggregate amount in Row (9) excludes certain shares (see instructions):					
10								
11	Percent	of c	lass represented by amount in Row (9):					
	1.5%	6						
12	Type of reporting person (see instructions):							
	PN							
	E IN							

CUS	SIP No. 4	492	5C 10 3
1	Names c	of re	porting persons:
	CM Ec	mit	y Partners II Co-Investors, L.P.
			fication nos. of above persons (entities only):
2	Check th	10.21	ppropriate box if a member of a group (see instructions):
2	(a) []		b) 🗵
3	SEC use	onl	
3	SEC use	OIII	y.
4	Citizens	hip	or place of organization:
	USA	1	
		5	Sole voting power:
	mber of shares	6	Shared voting power:
	eficially	0	
	vned by	_	27,293
	each porting	7	Sole dispositive power:
I	person	8	Shared dispositive power:
	with		27,293
9	Aggrega	te a	mount beneficially owned by each reporting person:
	27,2	03	
10			aggregate amount in Row (9) excludes certain shares (see instructions):
11	Percent	ot c.	ass represented by amount in Row (9):
	*%		
12	Type of	repo	rting person (see instructions):
	PN		
	ss than 1	-	

CUSIP No. 44925C 10 3         1       Names of reporting persons:         CMLS GP, L.P.         LR.S. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> <li>3</li> <li>SEC use only:</li> <li>4</li> <li>Citizenship or place of organization:</li> <li>USA</li> <li>6</li> <li>Shared voting power:</li> <li>1,247,679</li> <li>7</li> <li>Sole dispositive power:</li> <li>1,247,679</li> <li>9</li> <li>Aggregate amount beneficially owned by each reporting person:</li> <li>1,247,679</li> <li>9</li> <li>Aggregate amount beneficially owned by each reporting person:</li> <li>1,247,679</li> <li>10</li> <li>Check if the aggregate amount in Row (9) excludes certain shares (see instructions): □</li> <li>11</li> <li>Percent of class represented by amount in Row (9):</li> <li>6.5%</li> <li>12</li> <li>Type of reporting person (see instructions):</li> <li>PN</li> </ul>	-							
CMLS GP, L.P.         I.R.S. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> </ul> 3       SEC use only:	CUS	CUSIP No. 44925C 10 3						
I.R.S. Identification nos. of above persons (entities only):         2       Check the appropriate box if a member of a group (see instructions): <ul> <li>(a) □</li> <li>(b) ⊠</li> </ul> 3       SEC use only:	1	Names o	f re	porting persons:				
(a) □       (b) Ø         3       SEC use only:         4       Citizenship or place of organization:         USA         Number of shares       6         6       Shared voting power:         1,247,679         9       Aggregate amount beneficially owned by each reporting person:         1,247,679         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11         Percent of class represented by amount in Row (9):         6.5%         12         Type of reporting person (see instructions):								
4       Citizenship or place of organization:         USA         Number of shares       5       Sole voting power:         6       Shared voting power:         6       Shared voting power:         9       Aggregate amount beneficially owned by each reporting person:         1,247,679         9       Aggregate amount beneficially owned by each reporting person:         1,247,679         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         6.5%         12       Type of reporting person (see instructions):								
USA         Number of shares         6         9         Aggregate amount beneficially owned by each reporting person:         1,247,679         9         Aggregate amount beneficially owned by each reporting person:         1,247,679         10         Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11         Percent of class represented by amount in Row (9):         6.5%         12	3	SEC use	onl	y:				
Number of shares beneficially owned by       5       Sole voting power:         6       Shared voting power:         9       Aggregate amount beneficially owned by each reporting person: 1,247,679         9       Aggregate amount beneficially owned by each reporting person: 1,247,679         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 6.5%         12       Type of reporting person (see instructions):	4		-	or place of organization:				
shares       6       Shared voting power:         beneficially       1,247,679         each       7       Sole dispositive power:         reporting       8       Shared dispositive power:         with       1,247,679         9       Aggregate amount beneficially owned by each reporting person:         1,247,679         9       Aggregate amount beneficially owned by each reporting person:         1,247,679         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         6.5%         12       Type of reporting person (see instructions):	Nu			Sole voting power:				
each reporting person with       7       Sole dispositive power: shared dispositive power: 1,247,679         9       Aggregate amount beneficially owned by each reporting person: 1,247,679         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9): 6.5%         12       Type of reporting person (see instructions):	s ben	hares eficially	6					
with     1,247,679       9     Aggregate amount beneficially owned by each reporting person:       1,247,679       10     Check if the aggregate amount in Row (9) excludes certain shares (see instructions):       11       Percent of class represented by amount in Row (9):       6.5%       12       Type of reporting person (see instructions):		each	7	Sole dispositive power:				
9       Aggregate amount beneficially owned by each reporting person:         1,247,679         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         6.5%         12       Type of reporting person (see instructions):	-		8					
1,247,679         10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions): □         11       Percent of class represented by amount in Row (9):         6.5%         12       Type of reporting person (see instructions):	9	Aggrega	te a					
10       Check if the aggregate amount in Row (9) excludes certain shares (see instructions):         11       Percent of class represented by amount in Row (9):         6.5%         12       Type of reporting person (see instructions):		1 7 4	7 0	70				
6.5%       12     Type of reporting person (see instructions):	10	-						
12 Type of reporting person (see instructions):	11	Percent	of c	ass represented by amount in Row (9):				
PN	12	12 Type of reporting person (see instructions):						
		PN						

CUSIP No. 44925C 10 3         1       Names of reporting persons:         CMLS General Partner, LLC	
CMLS General Partner, LLC	
I.R.S. Identification nos. of above persons (entities only):	
2 Check the appropriate box if a member of a group (see instructions):	
(a) $\Box$ (b) $\boxtimes$	
3 SEC use only:	
4 Citizenship or place of organization:	
USA	
5 Sole voting power:	
Number of shares     6     Shared voting power:	
beneficially owned by 1,247,679	
owned by     1,247,679       each     7       Sole dispositive power:	
reporting	
person 8 Shared dispositive power: with	
1,247,679	
9 Aggregate amount beneficially owned by each reporting person:	
1,247,679	
10 Check if the aggregate amount in Row (9) excludes certain shares (see instructions):	
11     Percent of class represented by amount in Row (9):	
6.5%	
0.5%       12     Type of reporting person (see instructions):	
PN	

,							
CUS	CUSIP No. 44925C 10 3						
1	Names o	of re	porting persons:				
	Lynx II I.R.S. Id	I G enti	P, L.P. fication nos. of above persons (entities only):				
	Check th (a) □		opropriate box if a member of a group (see instructions): b) ⊠				
3	SEC use	onl	y:				
4			or place of organization:				
	USA	5	Sole voting power:				
Nu	mber of	5	Sole voung power.				
s	hares	6	Shared voting power:				
	eficially ned by		289,779				
	each porting	7	Sole dispositive power:				
р	erson	8	Shared dispositive power:				
	with		289,779				
9	Aggrega	te a	mount beneficially owned by each reporting person:				
	289,	770					
10	,		aggregate amount in Row (9) excludes certain shares (see instructions):				
11	Percent	of c	ass represented by amount in Row (9):				
	1.5%						
12	12 Type of reporting person (see instructions):						
	PN						

CU	CUSIP No. 44925C 10 3							
1	Names o	of re	porting persons:					
	LPE II							
	I.R.S. Id	enti	fication nos. of above persons (entities only):					
2			ppropriate box if a member of a group (see instructions):					
	(a) 🗆	(	b) 🖂					
3	SEC use	on	***					
5	SEC use	OII	y.					
4	Citizens	hip	or place of organization:					
		г						
	USA	1						
		5	Sole voting power:					
Nu	umber of							
	shares	6	Shared voting power:					
	neficially							
01	wned by		289,779					
	each	7	Sole dispositive power:					
	eporting	0						
]	person with	8	Shared dispositive power:					
	with		289,779					
9	Aggroga	to a	mount beneficially owned by each reporting person:					
9	Aggrega	le a	mount beneficiary owned by each reporting person.					
	289,	779						
10			aggregate amount in Row (9) excludes certain shares (see instructions):					
10	Gircen II							
11	11 Percent of class represented by amount in Row (9):							
	1.5%	ó						
12	2 Type of reporting person (see instructions):							
	PN							

CUSIP No. 44925C 10 3							
1	Names o	Names of reporting persons:					
	I DE II	C	-Investors, LLC				
	I.R.S. Id	enti	fication nos. of above persons (entities only):				
2			ppropriate box if a member of a group (see instructions):				
	(a) 🗆	(	b) $\boxtimes$				
3	SEC use only:						
4 Citizenship or place of organization:			or place of organization:				
	USA	1					
		5	Sole voting power:				
	umber of	0					
	shares neficially	6	Shared voting power:				
	wned by		27,293				
	each eporting	7	Sole dispositive power:				
	person	8	Shared dispositive power:				
	with						
9	Aggrogo	to a	27,293 mount beneficially owned by each reporting person:				
9	Aggrega	le d	mount beneficiary owned by each reporting person.				
	27,2						
10	Check if the aggregate amount in Row (9) excludes certain shares (see instructions):						
11	Percent of class represented by amount in Row (9):						
	*%						
12	Type of reporting person (see instructions):						
	PN						
ale T	oss than 1						

Item 1.	(a)	Name of Issuer
		ICF International, Inc.
	(b)	Address of Issuer's Principal Executive Offices
		9300 Lee Highway Fairfax, Virginia 22031
Item 2.	(a)	Name of Person Filing
		This Schedule 13G/A is filed on behalf of each the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"):
		Joel R. Jacks (" <u>Jacks</u> "),
		Peter M. Schulte (" <u>Schulte</u> "),
		Daniel Colon, Jr. (" <u>Colon</u> "),
		Wesley Gaus (" <u>Gaus</u> "),
		CM Equity Partners, L.P.,
		CMEP Co-Investment ICF, L.P.,
		CM Equity Partners II, L.P.,
		CM Equity Partners II Co-Investors, L.P.,
		CMLS GP, L.P.,
		CMLS General Partner, LLC,
		Lynx II GP, L.P.,
		LPE II, LLC and
		LPE II Co-Investors, LLC.
		(collectively, the " <u>Reporting Persons</u> ").
		The Reporting Persons may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Exchange Act. The

The Reporting Persons may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Exchange Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this statement. Jacks and Schulte expressly disclaim beneficial ownership of securities not held directly except to the extent of their respective pecuniary interests therein.

#### (b) Address of Principal Business Office or, if none, Residence

The business address of each Reporting Person is 900 Third Avenue, 33rd Floor, New York, NY 10022.

#### (c) Citizenship

Each of Jacks, Schulte, Colon and Gaus is a citizen of the United States. Each of CM Equity Partners, L.P., CMEP Co-Investment ICF, L.P., CM Equity Partners II, L.P., CM Equity Partners II Co-Investors, L.P., CMLS GP, L.P. and Lynx II GP, L.P. is a Delaware limited partnership. Each of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC is a Delaware limited liability company.

#### (d) Title of Class of Securities

Common Stock, \$0.001 par value per share ("<u>Common Stock</u>").

#### (e) CUSIP Number

44925C 10 3

#### Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

#### NOT APPLICABLE

- (a) 🛛 Broker or dealer registered under section 15 of the Act (15 U.S.C. 780).
- (b)  $\Box$  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  $\Box$  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) 🛛 Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  $\Box$  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (h) 🛛 A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  $\Box$  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

#### Item 4. Ownership.

The responses of each of the Reporting Persons with respect to rows 5, 6, 7, 8, 9 and 11 of the cover pages to this Schedule 13G/A are incorporated herein by reference. The percent of the Common Stock shown as beneficially owned by each Reporting Person is based on 19,131,237 shares of Common Stock, which includes (i) the 15,566,237 shares outstanding on October 30, 2009 reported on the Issuer's Form 10-Q filed on November 6, 2009, plus (ii) the 3,565,000 shares issued and sold in connection with the Issuer's public offering that closed on December 16, 2009.

Each of CM Equity Partners, L.P., CMEP Co-Investment ICF, L.P., CM Equity Partners II, L.P. and CM Equity Partners II Co-Investors, L.P. is the record holder of the shares of Common Stock set forth on this Schedule 13G/A as beneficially owned by them. CMLS GP, L.P. is the general partner of CM Equity Partners, L.P. and CMEP Co-Investment ICF, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by them, but is not the record holder of any shares of Common Stock. CMLS General Partner, LLC is the general partner of CMLS GP, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by it, but is not the record holder of any shares of Common Stock. Lynx II GP, L.P. is the general partner of CM Equity Partners II, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by it, but is not the record holder of any shares of Common Stock. LPE II, LLC is the general partner of Lynx II GP, L.P. and may be deemed to be the beneficial owner of the shares beneficially owned by it, but is not the record holder of any shares of Common Stock. Jacks and Schulte are the managing members of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC and may be deemed to be the beneficial owner of the shares beneficially owned by such entities, but are the record holders and hold sole voting and dispositive power, as individuals, of only 138,975 shares of Common Stock and 159,076 shares of Common Stock, respectively. In addition to being limited partners of CM Equity Partners, L.P., CMEP Co-Investment ICF, L.P., CM Equity Partners II, L.P. and CM Equity Partners II Co-Investors, L.P., Colon and Gaus work directly with portfolio companies of such partnerships. As such, Colon's and Gaus' direct holdings are included for purposes of this group disclosure.

#### Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

- Item 9. Notice of Dissolution of Group.
  - Not applicable.
- Item 10. Certification.

Not applicable.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2010

JOEL F	JOEL R. JACKS				
By:	/s/ Joel R. Jacks				
Name:	Joel R. Jacks				
PETER	M. SCHULTE				
By:	/s/ Peter M. Schulte				
Name:	Peter M. Schulte				
DANIE	EL COLON, JR.				
By:	/s/ Daniel Colon, Jr.				
Name:	Daniel Colon, Jr.				
WESLI	EY GAUS				
By:	/s/ Wesley Gaus				
Name:	Wesley Gaus				
CM EQ	UITY PARTNERS, L.P.				
By:	CMLS GP, L.P.				
	its general partner				
	By: CMLS General Partner, LLC, its general partner				
By:	/s/ Peter M. Schulte				
Ū.	Peter M. Schulte, Managing Member				
CMEP	CO-INVESTMENT ICF, L.P.				
By:	CMLS GP, L.P.				
-	its general partner				
	By: CMLS General Partner, LLC, its general partner				

By: /s/ Peter M. Schulte Peter M. Schulte, Managing Member

#### CM EQUITY PARTNERS II, L.P.

By: LYNX II GP, L.P. its general partner

> By: LPE II, LLC, its general partner

By: /s/ Peter M. Schulte Peter M. Schulte, Managing Member

#### CM EQUITY PARTNERS II CO-INVESTORS, L.P.

- By: LPE II CO-INVESTORS, LLC its general partner
- By: /s/ Peter M. Schulte Peter M. Schulte, Managing Member

CMLS GP, L.P.

- By: CMLS General Partner, LLC, its general partner
- By: /s/ Peter M. Schulte Peter M. Schulte, Managing Member

# CMLS GENERAL PARTNER, LLC

By: /s/ Peter M. Schulte Peter M. Schulte, Managing Member

LYNX II GP, L.P.

- By: LPE II, LLC, its general partner
- By: /s/ Peter M. Schulte
  Peter M. Schulte, Managing Member

LPE II, LLC

By: /s/ Peter M. Schulte
Peter M. Schulte, Managing Member

## LPE II CO-INVESTORS, LLC

By: /s/ Peter M. Schulte

Peter M. Schulte, Managing Member

# EXHIBIT INDEX

Exhibit <u>Number</u>	Description
99.1	Joint Filing Agreement (incorporated by reference to Exhibit 99.1 to Schedule 13G/A filed January 31, 2008)
99.2	Joint Filing Agreement for Colon and Gaus (incorporated by reference to Exhibit 99.2 to Schedule 13G/A filed November 26, 2008)
99.3	Joel R. Jacks Power of Attorney (incorporated by reference to Exhibit 99.2 to Schedule 13G filed February 13, 2007)
99.4	Peter M. Schulte Power of Attorney (incorporated by reference to Exhibit 99.3 to Schedule 13G filed February 13, 2007)
99.5	CM Equity Partners, L.P. Power of Attorney (incorporated by reference to Exhibit 99.4 to Schedule 13G filed February 13, 2007)
99.6	CMEP Co-Investment ICF, L.P. Power of Attorney (incorporated by reference to Exhibit 99.5 to Schedule 13G filed February 13, 2007)
99.7	CM Equity Partners II, L.P. Power of Attorney (incorporated by reference to Exhibit 99.6 to Schedule 13G filed February 13, 2007)
99.8	CM Equity Partners II Co-Investors, L.P. Power of Attorney (incorporated by reference to Exhibit 99.7 to Schedule 13G filed February 13, 2007)
99.9	CMLS GP, L.P. Power of Attorney (incorporated by reference to Exhibit 99.8 to Schedule 13G filed February 13, 2007)
99.10	CMLS General Partner, LLC Power of Attorney (incorporated by reference to Exhibit 99.9 to Schedule 13G filed February 13, 2007)
99.11	Lynx II GP, L.P. Power of Attorney (incorporated by reference to Exhibit 99.10 to Schedule 13G filed February 13, 2007)
99.12	LPE II, LLC Power of Attorney (incorporated by reference to Exhibit 99.11 to Schedule 13G filed February 13, 2007)
99.13	LPE II Co-Investors, LLC Power of Attorney (incorporated by reference to Exhibit 99.12 to Schedule 13G filed February 13, 2007)
99.14	Daniel Colon, Jr. Power of Attorney (incorporated by reference to Exhibit 99.14 to Schedule 13G/A filed November 26, 2008)
99.15	Wesley Gaus Power of Attorney (incorporated by reference to Exhibit 99.15 to Schedule 13G/A filed November 26, 2008)