**FORM 4**

United States Securities and Exchange Commission
Washington, D.C. 20549

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

1. Name and Address of Reporting Person:
   Kesavan Sudhakar
   9300 LEE HIGHWAY
   FAIRFAX VA 22031

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

3. Date of Earliest Transaction (Month/Day/Year):
   03/20/2019

4. If Amendment, Date of Original Filed (Month/Day/Year):

5. Relationship of Reporting Person(s) to Issuer:
   
   X Director
   X Officer (give title below)
   Chairman & CEO

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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>03/20/2019</td>
<td>M</td>
<td>4,986</td>
<td>A</td>
<td>$0(1)</td>
<td>195,288</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2019</td>
<td>M</td>
<td>3,685</td>
<td>A</td>
<td>$0(1)</td>
<td>198,973</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2019</td>
<td>F</td>
<td>1,773</td>
<td>D</td>
<td>$75.21</td>
<td>197,200</td>
<td>D</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2019</td>
<td>F</td>
<td>2,399</td>
<td>D</td>
<td>$75.21</td>
<td>194,801</td>
<td>D</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>03/20/2019</td>
<td>M</td>
<td>3,685</td>
<td>(2)</td>
<td>(2)</td>
<td>Common, 3,685, (1) 80,660</td>
<td>D</td>
<td>** Signature of Reporting Person In-fact</td>
<td>03/21/2019</td>
<td></td>
</tr>
</tbody>
</table>

Explanations of Responses:

1. The exercise price for the restricted stock unit exercise was $75.21.

2. Represents the second vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2010 Omnibus Incentive Plan, as amended.

/s/ James E. Daniel, Attorney-in-fact

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).


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.