

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ICF INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-3661438
(I.R.S. Employer
Identification No.)

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

22031
(Zip Code)

ICF International, Inc. 2018 Omnibus Incentive Plan, as amended
(Full title of the plan)

James E. Daniel
Executive Vice President and General Counsel
ICF INTERNATIONAL, INC.
9300 Lee Highway
Fairfax, Virginia 22031
(Name and address of agent for service)

(703) 934-3000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or

Revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Copy to:

James J. Maiwurm, Esq.
Squire Patton Boggs (US) LLP
2550 M Street NW
Washington, DC 20037

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount to be Registered ¹	Proposed Maximum Offering Price per Share ²	Proposed Maximum Aggregate Offering Price ²	Amount of Registration Fee
Common Stock, par value \$0.001 per share	415,000	\$62.45	\$25,916,750.00	\$3,363.99

- ¹ This Registration Statement registers the issuance of 415,000 shares of common stock, par value \$.001 per share (the "Common Stock") of ICF International, Inc. ("ICF" or the "Registrant"), which may be issued pursuant to the terms and conditions of the ICF International, Inc. 2018 Omnibus Incentive Plan, as amended May 28, 2020 (the "2018 Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also includes an indeterminable number of shares of ICF's Common Stock that becomes issuable under the 2018 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.
- ² Estimated solely for the purpose of calculating the aggregate offering price and the registration fee computed in accordance with Securities Act Rule 457(c) and 457(h), based on the average of the high and low prices of the Registrant's Common Stock on June 15, 2020 as reported on The Nasdaq Global Select Market.
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Explanatory Note

This Registration Statement on Form S-8 (the “Registration Statement”) registers an additional 415,000 shares of ICF Common Stock, issuable by ICF under the 2018 Plan, for which a previously filed registration statement on Form S-8 relating to the 2018 Plan is effective. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 (Registration No. 333-225786) filed by the Registrant on June 21, 2018, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein or therein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement will be sent or given to participants in the 2018 Plan as specified by Rule 428 (b)(1) under the Securities Act. In accordance with the rules and regulations of the SEC and the instructions to Form S-8, such documents need not be filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019 filed with the SEC on February 28, 2020.
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2020, filed with the SEC on May 6, 2020.
- (c) The Registrant’s Current Reports on Form 8-K filed on [January 13, 2020](#), [January 14, 2020](#), [January 31, 2020](#), [February 4, 2020](#), [February 27, 2020](#), [February 27, 2020](#), [March 5, 2020](#), [March 24, 2020](#), [April 8, 2020](#), [May 5, 2020](#), [May 29, 2020](#), and [June 1, 2020](#).
- (d) The description of the Registrant’s Common Stock which is contained in a registration statement on [Form 8-A](#) filed with the Commission on September 25, 2006 (File No. 001-33045) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents; provided that documents or information deemed to have been “furnished” and not “filed” in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the accompanying Exhibit Index, which Exhibit Index is incorporated herein by this reference.

EXHIBIT INDEX

Exhibit Number	Exhibit
4.1	<u>Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Company's Form S-1/A (File No. 333-134018), filed September 12, 2006)</u>
4.2	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q, filed August 3, 2017)</u>
4.3	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, filed on June 2, 2017)</u>
4.4	<u>ICF International, Inc. 2018 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit A of the Proxy Statement on Schedule 14A, filed with the SEC on April 17, 2020, relating to the Registrant's Annual Meeting of Stockholders held on May 28, 2020)</u>
5.1	<u>Opinion of Squire Patton Boggs (US) LLP</u>
23.1	<u>Consent of Squire Patton Boggs (US) LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Grant Thornton LLP</u>
24.0	<u>Power of Attorney (see signature page)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairfax, Virginia, on June 25, 2020

ICF INTERNATIONAL, INC.

By: _____ /s/ John M. Wasson

John M. Wasson
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sudhakar Kesavan, John M. Wasson and James E. Daniel and each of them, his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the registrant on June 25, 2020 and in the capacities indicated.

Signature	Title
/s/ Sudhakar Kesavan Sudhakar Kesavan	Executive Chairman and Director
/s/ John M. Wasson John M. Wasson	President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ Bettina Walsh Bettina Walsh	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Eileen O'Shea Auen Eileen O'Shea Auen	Director
/s/ Dr. Srikant M. Datar Dr. Srikant M. Datar	Director
/s/ Cheryl Grisé Cheryl Grisé	Director
/s/ Randall Mehl Randall Mehl	Director
/s/ Peter M. Schulte Peter M. Schulte	Director
/s/ Michael Van Handel Michael Van Handel	Director

June 25, 2020

Amended 2018 Incentive Plan

Board of Directors
ICF International, Inc.
9300 Lee Highway
Fairfax, VA 22031

Ladies and Gentlemen:

We have acted as counsel to ICF International, Inc., a Delaware corporation (the “Company”), and are delivering this opinion in connection with the amended Registration Statement on Form S-8 of the Company (together with all exhibits thereto, the “Amended Registration Statement”) being filed with the Securities and Exchange Commission on the date hereof, relating to the registration by the Company of an additional 415,000 shares (the “Additional Plan Shares”) of common stock, par value \$0.001 per share, authorized for issuance pursuant to the Company’s 2018 Omnibus Incentive Plan as amended by the amendment approved by the Company’s stockholders on May 28, 2020 (the “Amended 2018 Plan”).

In connection with this opinion, we have examined copies (in each case signed, certified or otherwise proven to our satisfaction to be genuine) of the Registration Statement, the Amended and Restated Certificate of Incorporation of the Company, the Amended and Restated Bylaws of the Company, minutes and other instruments evidencing actions taken by its directors, and the Amended 2018 Plan and have examined such other documents as we have deemed necessary or appropriate for purposes of this opinion. With respect to such examination, we have assumed the following: actions taken by the Company’s directors in respect of the Amended 2018 Plan have been in accordance with the Amended 2018 Plan; the genuineness of all signatures on all documents reviewed by us; the authenticity of all documents submitted to us as originals; the conformity to authentic originals of all documents submitted to us as copies; and the due execution and delivery of all documents by the parties thereto. We have also considered such legal matters as we have deemed necessary and relevant as the basis for this opinion. Insofar as this opinion relates to the Additional Plan Shares to be issued in the future, we have assumed that all applicable laws, rules and regulations in effect at the time of issuance are the same as such laws, rules and regulations in effect as of the date hereof and that there will be available at the time of the issuance of the Additional Plan Shares a sufficient number of authorized and unissued shares of common stock of the Company.

Based upon and subject to the foregoing, and subject to the qualifications set forth below, we are of the opinion that the Additional Plan Shares under the Amended 2018 Plan have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Amended 2018 Plan, will be validly issued, fully paid and nonassessable.

The opinions set forth herein are rendered as of the date hereof and are based solely upon the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws. Any such opinions are based upon our reasonable familiarity with the General Corporation Law of the State of Delaware as a result of our reading of standard published compilations of such laws and annotations thereto.

We hereby consent to the reference to our firm wherever appearing in the Amended Registration Statement and to the inclusion of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder.

This opinion is furnished to you in connection with the filing of the Amended Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose, except as expressly provided in the preceding paragraph. This opinion is given as of the effective date of the Amended Registration Statement, and we assume no obligation to update or supplement the opinions contained herein to reflect any facts or circumstances which may hereafter come to our attention or any changes in laws which may hereafter occur.

Very truly yours,

/s/ Squire Patton Boggs (US) LLP

Squire Patton Boggs (US) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 28, 2020, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of ICF International, Inc. on Form 10-K for the year ended December 31, 2019, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

Brent Thornton LLP

Arlington, Virginia
June 25, 2020