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:
   Wasson John
   1902 RESTON METRO PLAZA
   RESTON VA 20190

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/20/2023

4. If Amendment, Date of Original Filed
   03/20/2023

5. Relationship of Reporting Person(s) to Issuer
   CEO & President

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>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>4A. Number of 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 or Disposition (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>M</td>
<td>6,157</td>
<td>A</td>
<td>$0(1)</td>
<td>15,449</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>M</td>
<td>3,693</td>
<td>A</td>
<td>$0(1)</td>
<td>19,142</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>M</td>
<td>3,147</td>
<td>A</td>
<td>$0(1)</td>
<td>22,289</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>M</td>
<td>1,798</td>
<td>A</td>
<td>$0(1)</td>
<td>24,087</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>F</td>
<td>811</td>
<td>D</td>
<td>$107.28</td>
<td>23,276</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>F</td>
<td>1,420</td>
<td>D</td>
<td>$107.28</td>
<td>21,856</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>F</td>
<td>1,666</td>
<td>D</td>
<td>$107.28</td>
<td>20,190</td>
</tr>
<tr>
<td>Common</td>
<td>03/20/2023</td>
<td>F</td>
<td>2,777</td>
<td>D</td>
<td>$107.28</td>
<td>17,413</td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>716</td>
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<tr>
<td>Common</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>48,800</td>
</tr>
<tr>
<td>Common</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>26,740</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>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>(2)</td>
<td>03/20/2023</td>
<td>A</td>
<td>15,353</td>
<td>(3) (3)</td>
<td>Common 15,353</td>
<td>$0.0000</td>
<td>47,521</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>03/20/2023</td>
<td>M</td>
<td>1,798</td>
<td>(4) (4)</td>
<td>Common 1,798</td>
<td>45,723</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>03/20/2023</td>
<td>M</td>
<td>3,147</td>
<td>(5) (5)</td>
<td>Common 3,147</td>
<td>42,576</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>03/20/2023</td>
<td>M</td>
<td>3,693</td>
<td>(6) (6)</td>
<td>Common 3,693</td>
<td>38,083</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>03/20/2023</td>
<td>M</td>
<td>6,157</td>
<td>(4) (4)</td>
<td>Common 6,157</td>
<td>32,726</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The exercise price for the restricted stock unit exercise was $107.28.
2. Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.’s Common Stock.
3. These acquired restricted stock units were granted pursuant to ICF International, Inc.’s 2018 Omnibus Incentive Plan, as amended. 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.

4. Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.’s Common Stock.

5. The exercise price for the restricted stock unit exercise was $107.28.

6. The exercise price for the restricted stock unit exercise was $107.28.

7. The exercise price for the restricted stock unit exercise was $107.28.

8. The exercise price for the restricted stock unit exercise was $107.28.

9. The exercise price for the restricted stock unit exercise was $107.28.

10. The exercise price for the restricted stock unit exercise was $107.28.

11. The exercise price for the restricted stock unit exercise was $107.28.

Estimated average burden hours per response: 0.5
4. Represents the third vesting anniversary (50%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
5. Represents the second vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
6. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

/s/ James E. Daniel, Attorney-in-fact
03/22/2023

** 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 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.