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

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 9, 2016

ICF International, Inc.
(Exact name of registrant as specified in its charter)

Delaware 001-33045 22-3661438
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

9300 Lee Highway, Fairfax, Virginia 22031
(Aдрес of principal executive offices) (Zip Code)

Registrant’s telephone number, including area code: (703) 934-3000

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
This Amendment No. 1 to the Current Report on Form 8-K amends Item 7.01 of the Current Report on Form 8-K filed on March 9, 2016 (the “Original Form 8-K”) solely to correct errors in the investor presentation furnished as Exhibit 99.1 thereto (the “Exhibit”), which has been corrected on Exhibit 99.1 to this Amendment No. 1. No other changes have been made to the Original Form 8-K.

**Item 7.01 Regulation FD Disclosure**

The Exhibit 99.1 attached hereto is a replacement of the presentation of the Exhibit furnished on the Original Form 8-K. The foregoing information is furnished pursuant to Item 7.01 Regulation FD Disclosure and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing or document.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibits are being furnished with this Current Report on Form 8-K/A:

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tbody>
<tr>
<td>99.1</td>
<td>ICF International, Inc.’s non-deal road show investor presentation</td>
</tr>
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</table>
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ICF International, Inc.

Date: March 11, 2016
By: /s/ James C. Morgan

James C. Morgan
Chief Financial Officer
Cautionary Statement

Certain statements made by us in this presentation that are not historical facts or that relate to future plans, events, or performances are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially from those expressed in any forward-looking statements made by us. All statements made by us in this presentation are qualified in all respects by the information disclosed in our filings with the Securities and Exchange Commission and specifically, the risks described therein under the heading “Risk Factors.” We are under no duty to update or revise any forward-looking statements pursuant to actual results or events, and do not intend to do so.
Introducing ICF

A Business Services firm focused on:

- Specialty consulting
- Digital marketing, communications, and IT services
- Business process and operations management
ICF’s Track Record

- **Driving free cash flow generation**
  
<table>
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<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>FCF per share</td>
<td>$3.18</td>
<td>$2.56</td>
<td>$3.81</td>
<td>$3.42</td>
<td>$3.43</td>
<td>$3.24</td>
<td>$3.59</td>
</tr>
</tbody>
</table>

- **Using periodic leverage to drive the corporation into new markets**

  Debt-to-Equity (percent)

  - **Public Health**: 46%, 24%
  - **Digital Technology**: 37%, 24%
  - **Digital Marketing and Communications**: 70%

  - 60% in 2014
  - 45%* in 2016

*Assuming majority of FCF used to pay down debt
Competitive Strengths Provide a Unique Business Advantage...

**Deep Domain Expertise**

*Recognized subject matter experts on critical long-term issues and trends in key markets of health, energy, environment, and consumer engagement*

**Balanced Portfolio**

*Increasing mix of higher margin commercial business while retaining visibility of a $1.8 billion backlog*

**Engagement**

*Competitive scale in IT, digital marketing and communications services to implement client programs and drive customer and stakeholder engagement*

**Agile Leadership Team**

*Demonstrated track record of anticipating and responding to market conditions and creating value as an acquisition platform*
Thanks to a Balanced Portfolio by Market...

**Health and Social Programs**
- Federal Health Departments and Agencies
- Federal Civilian Departments
- European Commission
- Commercial Healthcare Payers and Providers

**Revenue Sources by Market 2015**
- Health: 45%
- Energy: 34%
- Consumer: 13%
- Safety & Security: 8%

**Energy, Environment, and Infrastructure**
- Utilities
- Amtrak
- Federal & State Transportation Agencies
- Federal Energy and Environment
- Airlines and Airports
- UK Government
- European Commission

**Consumer/Financial**
- Retail and consumer goods
- Travel and Hospitality
- Food and Personal Care
- Financial services

**Safety and Security**
- Federal Civilian and Defense Departments
- European Commission
...And By Client Category

Revenue by Client 2015

- U.S. State and Local: 48%
- International: 7%
- Commercial: 35%
- U.S. Federal Government: 10%

Minimal client concentration – largest contract accounted for <4% of 2015 revenue

Primary commercial sectors:
- Digital marketing and communications
- Energy
- Aviation
- Healthcare
Our Strategy...

- Expand our commercial businesses
- Continue to leverage advisory work into full lifecycle solutions
- Make engagement and technology integral across businesses
- Replicate our business model geographically
- Pursue strategic acquisitions
...Leverages Long-Term Growth Drivers...

**Technology Revolutions**
- Analytics, Data Management, Interactive and Cloud Applications, Cybersecurity

**Marketing Revolutions**
- Individual Tailoring/Targeting, Multichannel Communications

**Engagement**

**Health and Social Programs**
- Disease prevention, obesity, mental health
- Healthcare reform, patient engagement
- Immigration
- Education reform

**Consumer/Financial**
- Digital commerce
- Social media
- Mobile engagement
- ROI-driven marketing

**Energy, Environment, and Infrastructure**
- Efficiency and clean power
- Consumerization of energy
- Climate change
- Infrastructure needs
- Natural gas/tight oil

**Safety and Security**
- Cybersecurity
- Critical infrastructure protection
- Disaster recovery
- Reputation management
...And Symbiotic Offerings To Create Value

Engage
Through marketing, communications, technologies, and training
ICF’s Growing International Presence

55 Offices in US, >10 Beyond US Worldwide

North America
- Fairfax, VA
- New York, NY
- Atlanta, GA
- San Francisco, CA
- Chicago, IL
- Minneapolis, MN
- Toronto, ON
- Austin, TX
- Richmond, VA
- Cambridge, MA

Europe and Asia
- London
- Brussels
- Birmingham
- Hong Kong
- Beijing
- New Delhi
- Bangalore

Replicating our business model geographically in similar markets
## Recent Strategic Acquisitions

<table>
<thead>
<tr>
<th>Date</th>
<th>Rev* (yr)</th>
<th>Target</th>
<th>Digital Marketing &amp; Communications</th>
<th>European Presence</th>
</tr>
</thead>
</table>
| Dec 2011 | $60M (2011) | Ironworks Consulting   | • Customer engagement solutions  
• Next generation media platforms                                                        |                                                                                  |
| Mar 2012 | $30M (2011) | GHK Holdings Ltd.      |                                                                                  | • Strengthen ICF’s European presence  
• Services similar to ICF US                                                       |
| Feb 2014 | $40M (2013) | Mostra S.A.            | • Leading European Commission communications provider  
• Full service strategic communications                                                    | • Strengthens European offerings  
• Services in 24 languages and all 28 EU countries                                      |
| Mar 2014 | $15M (2013) | CITYTECH, Inc.         | • Enhance ICF’s content management and managed services offerings                              |                                                                                  |
| Nov 2014 | $125M (2013) | Olson                 | • Award-winning digital marketing with advisory/creative services and technology solutions          |                                                                                  |

*Rounded to nearest $5 million

ICF’s Acquisition Program Has Been Highly Targeted

Passion. Expertise. Results.
Financial Performance
2015 Highlights and 2016 Guidance

FY 2015 Highlights
- Revenue $1,132M, 7.8% growth over 2014
- Contract awards $1.3 Billion, 2.4% increase over 2014
- Adjusted EBITDA $110.7M, 12.3% growth over 2014

FY 2016 Guidance (as of March 7, 2016)
- Full year revenue\(^1\) $1.17 Billion (3% growth\(^3\))
- Non-GAAP EPS\(^2\) $2.79 - $2.94 (9% growth\(^3\))
- GAAP Diluted EPS $2.40 - $2.55 (24% growth\(^3\))
- Cash Flow From Operations $85 – 95 Million

1. Reflects midpoint of guidance
2. Excludes approximately $12.3 – 12.8 million amortization of intangibles, which equates to approximately $0.39 – 0.40 of diluted EPS
3. Growth reflects midpoint of guidance range
## Balance Sheet Highlights

<table>
<thead>
<tr>
<th></th>
<th>12/31/2011 Actual</th>
<th>12/31/2012 Actual</th>
<th>12/31/2013 Actual</th>
<th>12/31/2014 Actual</th>
<th>12/31/2015 Actual</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Assets</td>
<td>$694.6</td>
<td>$709.7</td>
<td>$700.9</td>
<td>$1,110.3</td>
<td>$1,083.2</td>
</tr>
<tr>
<td>Long-Term Debt</td>
<td>$145.0</td>
<td>$105.0</td>
<td>$40.0</td>
<td>$350.1</td>
<td>$311.5</td>
</tr>
<tr>
<td>Operating Cash Flow</td>
<td>$59.5</td>
<td>$87.8</td>
<td>$80.8</td>
<td>$79.2</td>
<td>$76.3</td>
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</tbody>
</table>

**Strong cash generation provides flexibility for deleveraging and/or strategic investments**
In Summary – Business Services For the 21st Century

**Deep Domain Expertise**
Recognized subject matter experts on critical long-term issues and trends in key markets of health, energy, environment, and consumer engagement

**Balanced Portfolio**
Increasing mix of higher margin commercial business while retaining visibility of a $1.8 billion backlog

**Engagement**
Competitive scale in IT, digital marketing and communications services to implement client programs and drive customer and stakeholder engagement

**Agile Leadership Team**
Demonstrated track record of anticipating and responding to market conditions and creating value as an acquisition platform