

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

(State or other jurisdiction of
incorporation)

001-33045

(Commission File Number)

22-3661438

(I.R.S. Employer
Identification Number)

9300 Lee Highway, Fairfax, Virginia

(Address of principal executive offices)

22031

(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))
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Explanatory Note

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:

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
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99.1	ICF International, Inc.’s non-deal road show investor presentation
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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



ICF International

March 2016

The background of the slide features a 3D graphic of several large, upward-pointing arrows in shades of blue and gold, set against a dark blue grid pattern. A white line graph with multiple peaks and valleys is overlaid on the grid, suggesting financial data or market trends. A bright light source creates a lens flare effect in the upper center of the grid.

Investor Presentation

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

Year	2010	2011	2012	2013	2014	2015	2016*F
FCF per share	\$3.18	\$2.56	\$3.81	\$3.42	\$3.43	\$3.24	\$3.59

- Using periodic leverage to drive the corporation into new markets



*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

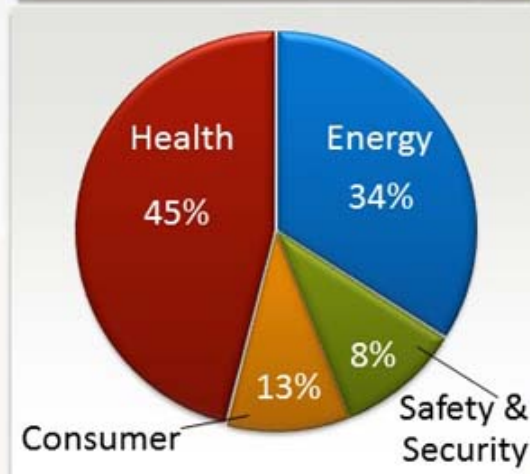
Demonstrated track record of anticipating and responding to market conditions and creating value as an acquisition platform

...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



Energy, Environment, and Infrastructure

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

Consumer/Financial

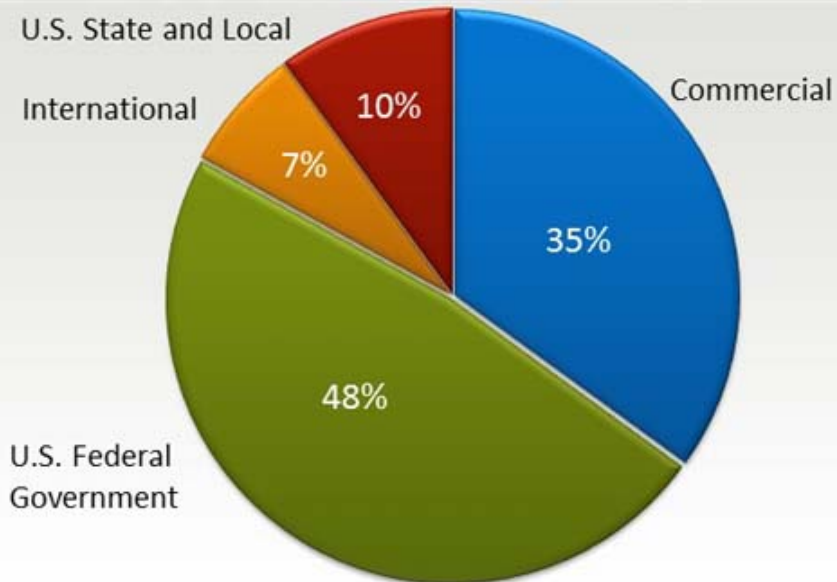
- Retail and consumer goods
- Travel and Hospitality
- Food and Personal Care
- Financial services

Safety and Security

- Federal Civilian and Defense Departments
- European Commission

...And By Client Category

Revenue by Client
2015



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

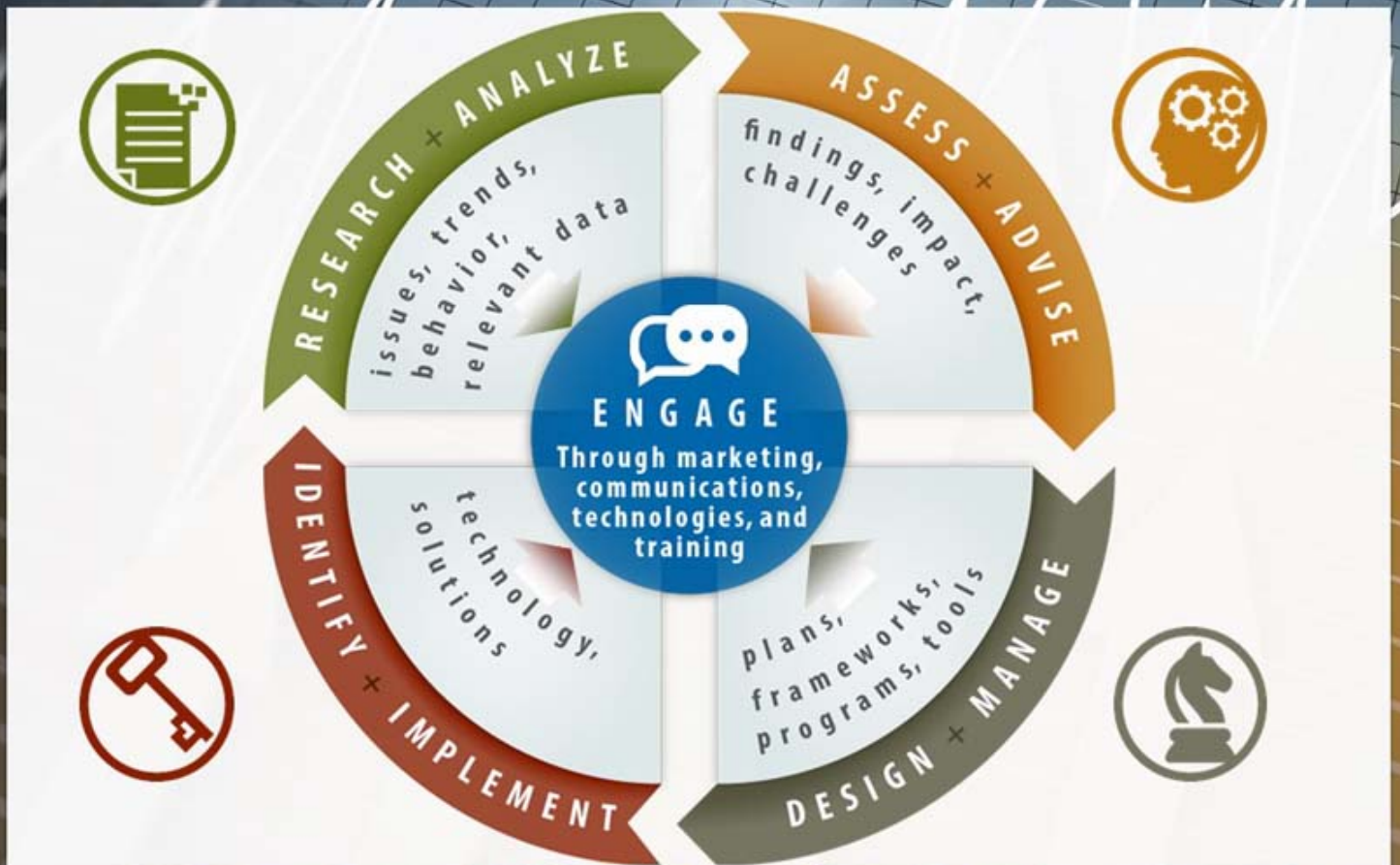
Energy, Environment, and Infrastructure

- 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



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

Date	Rev* (yr)	Target	Digital Marketing & Communications	European Presence
Dec 2011	\$60M (2011)	Ironworks Consulting	<ul style="list-style-type: none"> • Customer engagement solutions • Next generation media platforms 	
Mar 2012	\$30M (2011)	GHK Holdings Ltd.		<ul style="list-style-type: none"> • Strengthen ICF's European presence • Services similar to ICF US
Feb 2014	\$40M (2013)	Mostra S.A.	<ul style="list-style-type: none"> • Leading European Commission communications provider • Full service strategic communications 	<ul style="list-style-type: none"> • Strengthens European offerings • Services in 24 languages and all 28 EU countries
Mar 2014	\$15M (2013)	CITYTECH, Inc.	<ul style="list-style-type: none"> • Enhance ICF's content management and managed services offerings 	
Nov 2014	\$125M (2013)	Olson	<ul style="list-style-type: none"> • Award-winning digital marketing with advisory/creative services and technology solutions 	

*Rounded to nearest \$5 million

ICF's Acquisition Program Has Been Highly Targeted





Financial Performance

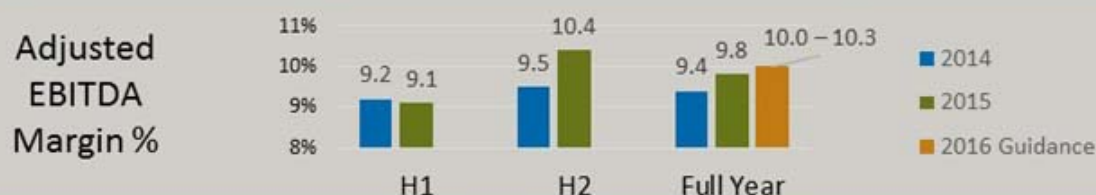
Revenue and EPS Growth



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 revenue¹ \$1.17 Billion (3% growth³)
- Non-GAAP EPS² \$2.79 - \$2.94 (9% growth³)
- GAAP Diluted EPS \$2.40 - \$2.55 (24% growth³)
- 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

(\$ Millions)	12/31/2011 Actual	12/31/2012 Actual	12/31/2013 Actual	12/31/2014 Actual	12/31/2015 Actual
Total Assets	\$694.6	\$709.7	\$700.9	\$1,110.3	\$1,083.2
Long-Term Debt	\$145.0	\$105.0	\$40.0	\$350.1	\$311.5
Operating Cash Flow	\$59.5	\$87.8	\$80.8	\$79.2	\$76.3

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