

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 5, 2015

**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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**Item 7.01 Regulation FD Disclosure**

ICF International, Inc. (the “Company”) has prepared an investor presentation with information about the Company. The Company intends to use the presentation as part of investor non-deal road show presentations. A copy of the investor presentation to be used by management for such road shows, as released on November 5, 2015, is furnished herewith as Exhibit 99.1.

The information contained in this report, including Exhibit 99.1 attached hereto, is considered to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that Section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such 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:

<u>Exhibit No.</u>	<u>Description</u>
99.1	ICF International, Inc.’s non-deal road show investor presentation, released on November 5, 2015

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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: November 5, 2015

By: /s/ James E. Daniel  
James E. Daniel  
*Senior Vice President and General Counsel*



ICF International

November 2015

The background of the slide features a blue grid pattern. Overlaid on this are several white line graphs showing fluctuating trends. In the foreground, there are several 3D-style arrows pointing upwards and to the right, colored in shades of blue and gold. A dark blue horizontal bar is positioned across the middle of the slide, containing the text "Investor Presentation" in white.

# 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.

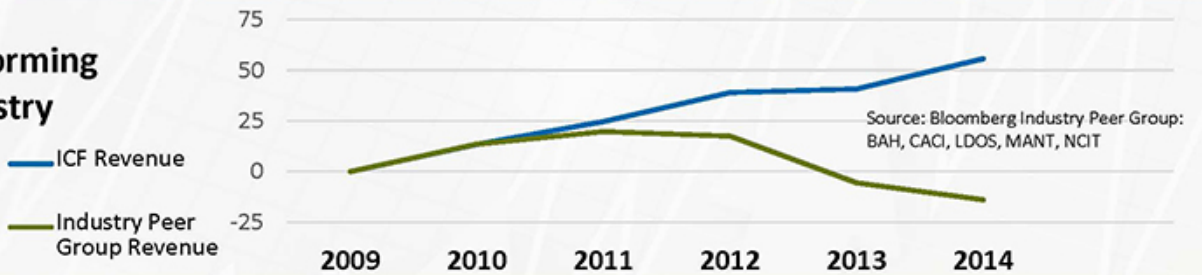
## Introducing ICF

A Business Services firm focused on:

- Specialty consulting
- Digital marketing, communications, and IT services
- Business process and operations management

# ICF's Track Record

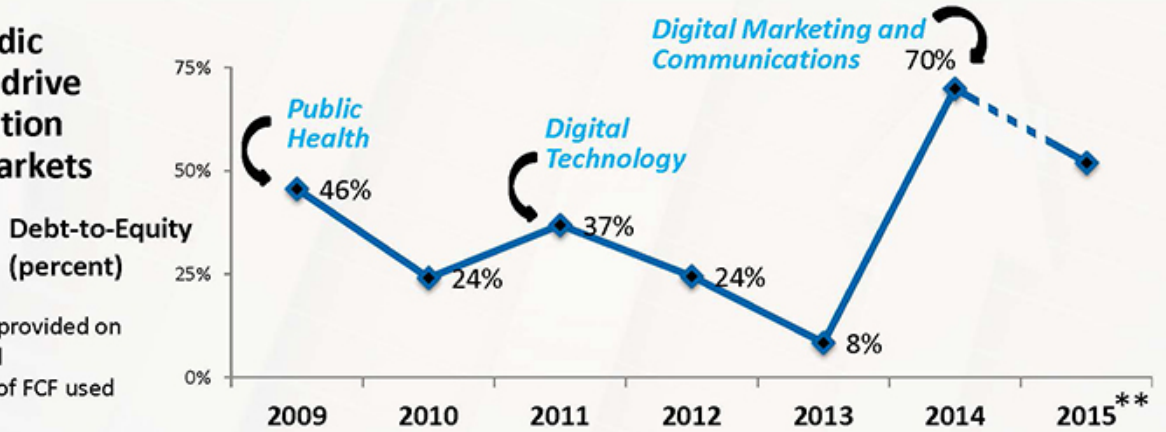
## Outperforming the industry



## Driving free cash flow generation

Year	2010	2011	2012	2013	2014	2015(F)*
FCF per share	\$3.10	\$2.47	\$3.69	\$3.30	\$3.31	\$3.65*

## Using periodic leverage to drive the corporation into new markets



\*Revised guidance as provided on 10/29/15 earnings call

\*\*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 \$2.0 billion backlog*

### Engagement

*Competitive scale in IT and digital engagement 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*



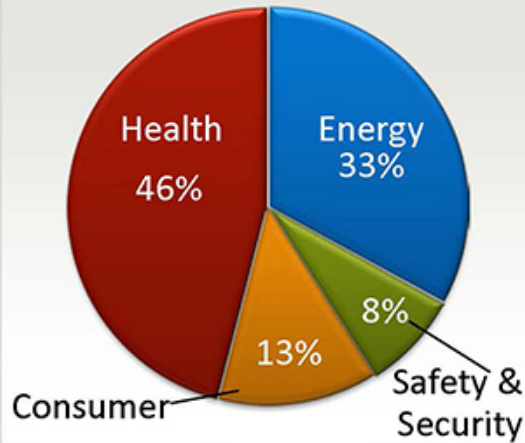
# ...Thanks to a Balanced Portfolio by Market...

## Health and Social Programs

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

## Revenue Sources by Market

YTD September 30, 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

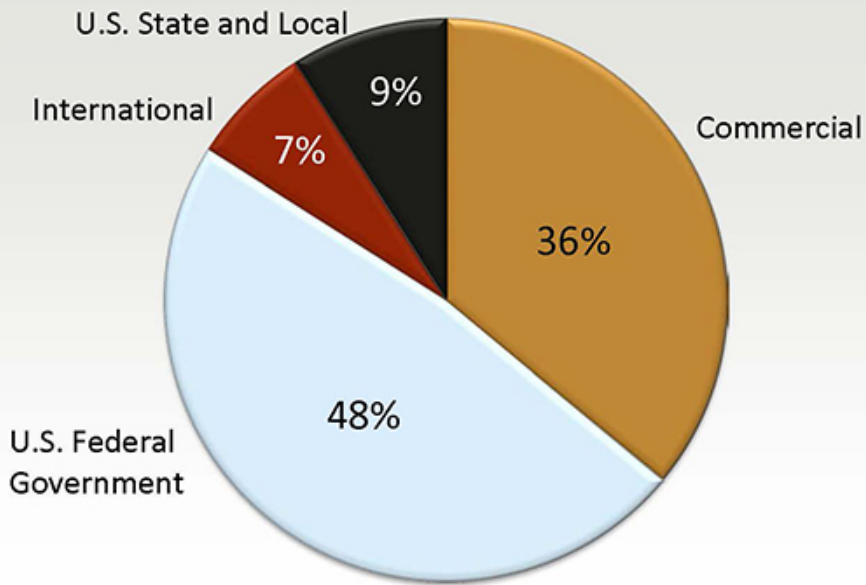
## Safety and Security

- Federal Civilian and Defense Departments
- European Commission

## ...And By Client Category

### Revenue by Client

YTD September 30, 2015



**Minimal client concentration – largest contract accounted for <3% of 2014 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

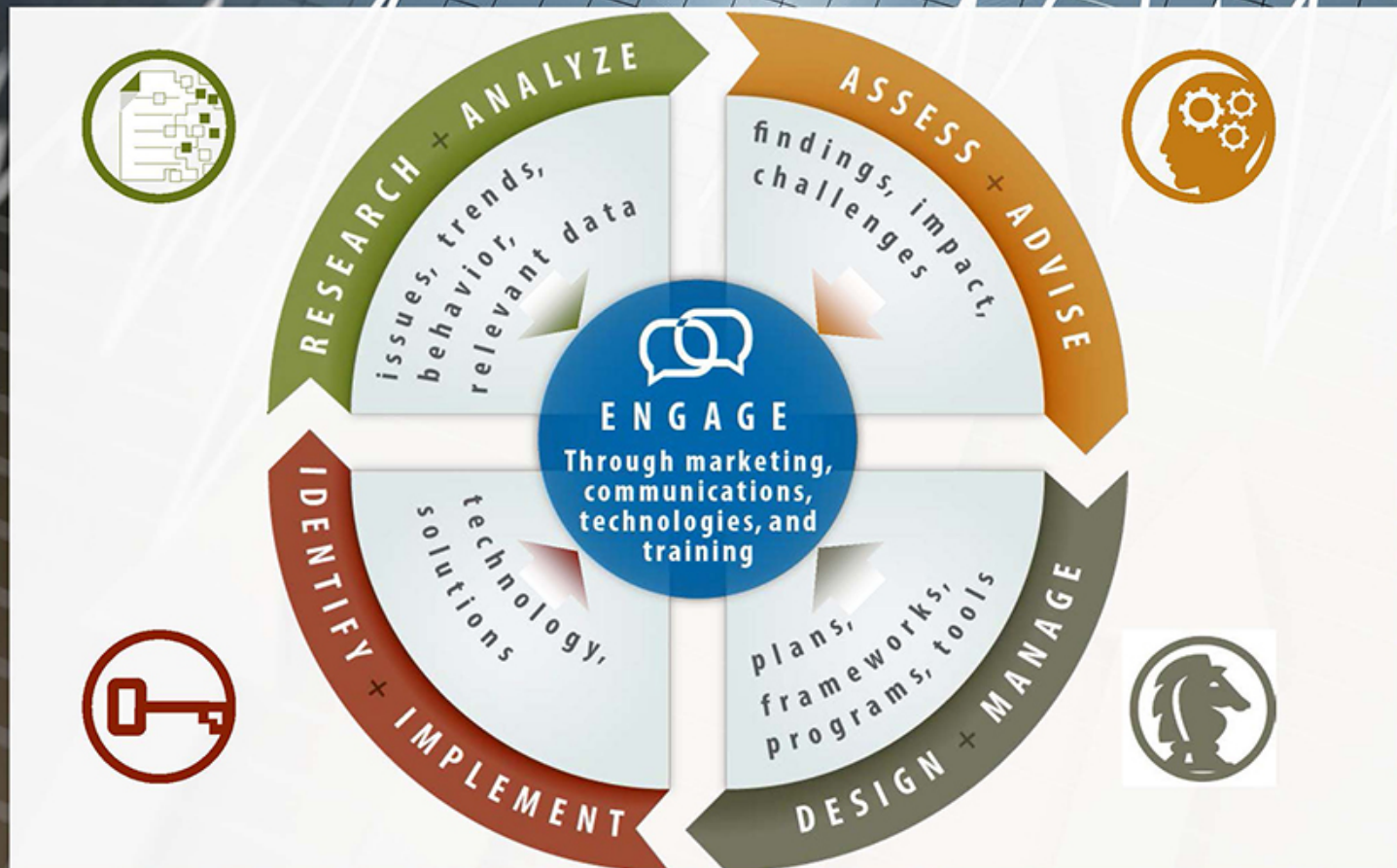
#### Energy, Environment, and Infrastructure

- 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

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

\*Rounded to nearest \$5 million

*ICF's Acquisition Program Has Been Highly Targeted*

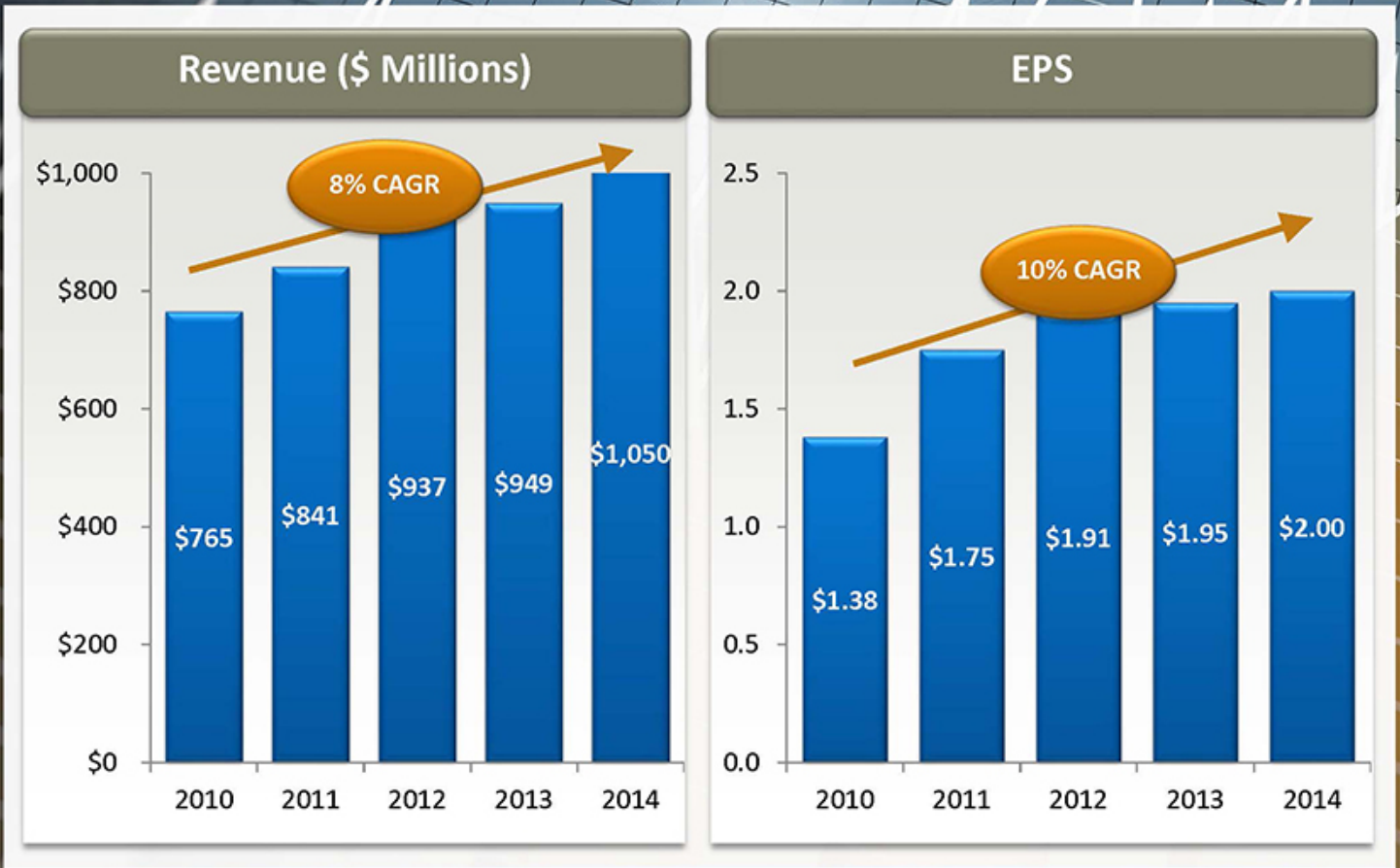


The background of the slide is a composite image. The top half shows a dark blue grid with several white line graphs trending upwards, with some peaks highlighted by bright light flares. The bottom half shows several large, 3D-style orange arrows pointing upwards and to the right, set against a lighter orange background with horizontal white lines.

## Financial Performance



## EPS Growth Has Outperformed Revenue Growth



## Q3 Highlights and 2015 Guidance

### Q3 Highlights

- Revenue \$289M, 9.1% growth over 2014
- Adjusted EBITDA \$31.1M
- Contract awards YTD \$1.1 Billion, 6% increase over Q3 YTD 2014

### Adjusted 2015 Guidance (as of and provided on 10/29/15 earnings call)

- Full year revenue<sup>1</sup> **\$1.14 Billion (9% growth)**
- Non-GAAP Diluted Adjusted EPS<sup>2</sup> **\$2.65 - \$2.70 (7% growth<sup>3</sup>)**
- GAAP Diluted EPS **\$2.10 - \$2.15 (6% growth<sup>3</sup>)**
- Cash Flow From Operations **\$90+ Million**

1. Includes estimated impact of foreign exchange translations and revenues lost as a result of international office closures of approximately \$20 million.
2. Excludes \$17 million amortization of intangibles, which equates to \$0.54 of diluted earnings per share.
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
Total Assets	\$694.6	\$709.7	\$700.9	\$1,110.3
Long-Term Debt	\$145.0	\$105.0	\$40.0	\$350.1
Operating Cash Flow	\$59.5	\$87.2	\$80.8	\$79.2

## In Summary – Business Services For the 21<sup>st</sup> 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 \$2.0 billion backlog*

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