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)

1902 Reston Metro Plaza, Reston, Virginia 20190
(Address 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.)

Securities registered pursuant to Section 12(b) of the Act.

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbols(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>ICFI</td>
<td>The NASDAQ Global Select Market</td>
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</tbody>
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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ 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 13(a) of the Exchange Act.
On November 7, 2023, Ms. Anne Choate was granted a special retention grant in recognition of her role, performance and contributions to the Company in the amount of 3,921 restricted stock units pursuant to the Company’s Amended and Restated 2018 Omnibus Incentive Plan (the “Incentive Plan”).

The grant, which was approved by the Human Capital Committee (the “Committee”) of the Board of Directors of ICF International, Inc. (the “Company”) was determined by dividing $500,000 by the average closing price per share of the Company’s common stock as reported on Nasdaq for the twenty (20) trading days up to and including November 7, 2023. The restricted stock units have a three (3) year vesting term and are otherwise subject to all of the requirements of the Incentive Plan and Ms. Choate’s execution of a Restricted Stock Unit Award Agreement (the “Agreement”).

The full terms of the Agreement and the Incentive Plan have previously been filed, on June 1, 2018, and April 21, 2023, respectively.
ICF International, Inc.

Date: November 10, 2023

By: /s/ James E. Daniel
James E. Daniel
Executive Vice President