

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): May 27, 2021

**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)

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

**22031**

(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report.)

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

| Title of each class | Trading Symbols(s) | Name of each exchange on which<br>registered |
|---------------------|--------------------|--|
| Common Stock        | ICFI               | NASDAQ                                       |

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.

## Item 5.07 Submission of Matters to a Vote of Security Holders

The 2021 Annual Meeting of Stockholders of ICF International, Inc. (the “Company”) was held on Thursday, May 27, 2021.

Set forth below are the matters acted upon by the Company’s stockholders at the Annual Meeting, and the final voting results of each such matter.

1. Election of three (3) directors to serve for a term expiring at the Company’s annual meeting in 2024:

| <u>Name</u>         | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> | <u>Total</u> |
|---------------------|------------------|-----------------------|-------------------------|--------------|
| Ms. Cheryl W. Grisé | 15,782,916       | 513,800               | 1,169,389               | 17,466,105   |
| Mr. Randall Mehl    | 16,194,501       | 102,215               | 1,169,389               | 17,466,105   |
| Mr. Scott Salmirs   | 16,258,997       | 37,719                | 1,169,389               | 17,466,105   |

The press release containing the announcement of Mr. Salmir’s addition to the Board is filed as Exhibit 99.1.

2. Non-binding advisory say on pay vote regarding the Company’s overall pay-for-performance named executive officer compensation program (“Say on Pay” vote):

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes<sup>1</sup></u> | <u>Total</u> |
|------------------|----------------------|--------------------|-------------------------------------|--------------|
| 9,654,725        | 6,528,079            | 113,912            | 1,169,389                           | 17,466,105   |

3. Ratification of the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for fiscal year 2021:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes<sup>1</sup></u> | <u>Total</u> |
|------------------|----------------------|--------------------|-------------------------------------|--------------|
| 17,095,546       | 358,720              | 11,839             | (0)                                 | 17,466,105   |

## Item 9.01 Financial Statements and Exhibits

- (d) Exhibits

99.1 [Press Release dated May 27, 2021](#)  
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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<sup>1</sup> A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to the item and has not received voting instructions from the beneficial owner of the shares it holds. Broker non-votes are counted when determining whether the necessary quorum of stockholders is present or represented at each annual meeting

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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: May 27, 2021

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

**NEWS RELEASE  
FOR IMMEDIATE RELEASE****Contact: Lauren Dyke, [lauren.dyke@ICF.com](mailto:lauren.dyke@ICF.com), +1.571.373.5577****ICF Appoints ABM Industries CEO Scott Salmirs to Board of Directors  
*Fortune 500 Executive Brings Experience in Leading a Large Diversified Services Business***

FAIRFAX, Va., May 27, 2021 – ICF (NASDAQ: ICFI), a global consulting and digital services provider, has appointed Scott Salmirs, president and chief executive officer of ABM Industries Inc., to its board of directors.

A recognized industry leader, Salmirs brings extensive experience in initiating and maintaining business growth through transformative strategies and operations. Under his leadership, ABM has become one of the world's largest facility services and solutions providers listed on the New York Stock Exchange. With operations across the U.S. and the U.K., the Fortune 500 Company's mission of enabling healthy, safe and efficient spaces has been made ever more critical by the COVID-19 pandemic.

"Scott is a great fit for us," said John Wasson, ICF president, chief executive officer and chairman of the board. "He brings deep proficiency in leading a large, diversified services business across high-profile industries that ICF is very familiar with, including technology, health, education, aviation and energy. We look forward to gaining Scott's insight on a broad range of issues as we continue on our growth path."

"I am impressed by ICF's strategically diversified portfolio and leading capabilities in critical areas such as IT modernization, public health, climate, resilience, energy and more," said Salmirs. "ICF is in a unique position to provide its clients with both advisory and program implementation services around these front-burner issues. It's an exciting time to join the board of directors."

Prior to joining ABM in 2003, Salmirs held leadership positions at Goldman Sachs, Lehman Brothers and CBRE.

Salmirs currently serves on the business advisory council for the State University of New York College at Oneonta and is a recipient of the Beta Gamma Sigma's Business Achievement Award. Highly active in community service, he is a founding board member of Donate Eight, a group focused on increasing the number of organ donors in New York State. He also sits on the board of the Outreach Project, an organization dedicated to helping adolescents rehabilitate from substance abuse. Salmirs is also the recipient of the United Hospital Fund's Distinguished Community Award.

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**About ICF**

ICF is a global consulting services company with over 7,000 full- and part-time employees, but we are not your typical consultants. At ICF, business analysts and policy specialists work together with digital strategists, data scientists and creatives. We combine unmatched industry expertise with cutting-edge engagement capabilities to help organizations solve their most complex challenges. Since 1969, public and private sector clients have worked with ICF to navigate change and shape the future. Learn more at [icf.com](http://icf.com).

**Caution Concerning Forward-looking Statements**

*Statements that are not historical facts and involve known and unknown risks and uncertainties are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements may concern our current expectations about our future results, plans, operations and prospects and involve certain risks, including those related to the government contracting industry generally; our particular business, including our dependence on contracts with U.S. federal government agencies; our ability to acquire and successfully integrate businesses; and the effects of the novel coronavirus disease (COVID-19) and related federal, state and local government actions and reactions on the health of our staff and that of our clients, the continuity of our and our clients' operations, our results of operations and our outlook. These and other factors that could cause our actual results to differ from those indicated in forward-looking statements that are included in the "Risk Factors" section of our securities filings with the Securities and Exchange Commission. The forward-looking statements included herein are only made as of the date hereof, and we specifically disclaim any obligation to update these statements in the future.*