STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person
CM Equity Partners, L.P.

   (Last)   (First)   (Middle)
900 THIRD AVENUE, 33RD FLOOR

   (Street)      (City)    (State)    (Zip)
NEW YORK       NY         10022-4775

2. Issuer Name and Ticker or Trading Symbol
ICF International, Inc. [ICFI]

3. Date of Earliest Transaction
   (Month/Day/Year)
09/28/2006

4. If Amendment, Date of Original Filed
   (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   Officer (give title below) X
   10% Owner
   Other (specify below)
   Member of Group 10% Owner

6. Individual or Joint/Group Filing
   (Check Applicable Line)
   Form filed by One Reporting Person X
   Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code</th>
<th>Amount (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>363,758</td>
<td>D $ 12</td>
<td>2,636,242</td>
<td>D</td>
<td>See Footnote (1)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>432,107</td>
<td>D $ 12</td>
<td>3,131,586</td>
<td>D</td>
<td>See Footnote (2)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>184,843</td>
<td>D $ 12</td>
<td>1,339,603</td>
<td>D</td>
<td>See Footnote (3)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>17,411</td>
<td>D $ 12</td>
<td>126,182</td>
<td>D</td>
<td>See Footnote (4)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>795,865</td>
<td>D $ 12</td>
<td>5,767,828</td>
<td>I</td>
<td>See Footnote (5)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>795,865</td>
<td>D $ 12</td>
<td>5,767,828</td>
<td>I</td>
<td>See Footnote (6)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>17,411</td>
<td>D $ 12</td>
<td>126,182</td>
<td>I</td>
<td>See Footnote (7)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>184,843</td>
<td>D $ 12</td>
<td>1,339,603</td>
<td>I</td>
<td>See Footnote (8)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/28/2006</td>
<td>S</td>
<td>184,843</td>
<td>D $ 12</td>
<td>1,339,603</td>
<td>I</td>
<td>See Footnote (9)</td>
<td></td>
</tr>
<tr>
<td>1. Title of Derivative Security (Instr. 3)</td>
<td>2. Conversion or Exercise Price of Derivative Security</td>
<td>3. Transaction Date (Month/Day/Year)</td>
<td>3A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td>4. Transaction Code (Instr. 8)</td>
<td>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</td>
<td>6. Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</td>
<td>8. Price of Derivative Security (Instr. 5)</td>
</tr>
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<td>-----------------------------------------</td>
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</tr>
</tbody>
</table>

**1. Name and Address of Reporting Person**
CM Equity Partners, L.P.

(Last) (First) (Middle)
900 THIRD AVENUE, 33RD FLOOR

(Street) NEW YORK NY 10022-4775

(City) (State) (Zip)

**1. Name and Address of Reporting Person**
CMEP Co-Investment ICF, L.P.

(Last) (First) (Middle)
900 THIRD AVENUE, 33RD FLOOR

(Street) NEW YORK NY 10022-4775

(City) (State) (Zip)

**1. Name and Address of Reporting Person**
CM Equity Partners II Co-Investors, L.P.

(Last) (First) (Middle)
900 THIRD AVENUE, 33RD FLOOR

(Street) NEW YORK NY 10022-4775

(City) (State) (Zip)

**1. Name and Address of Reporting Person**
LPE II, LLC

(Last) (First) (Middle)
900 THIRD AVENUE, 33RD FLOOR

(Street) NEW YORK NY 10022-4775

(City) (State) (Zip)

1. Name and Address of Reporting Person
<table>
<thead>
<tr>
<th>Name and Address of Reporting Person</th>
<th>Address Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lynx II GP, L.P.</td>
<td>900 THIRD AVENUE, 33RD FLOOR</td>
</tr>
<tr>
<td>LPE II Co-Investors, LLC</td>
<td>900 THIRD AVENUE, 33RD FLOOR</td>
</tr>
<tr>
<td>CM Equity Partners II, L.P.</td>
<td>900 THIRD AVENUE, 33RD FLOOR</td>
</tr>
<tr>
<td>CMLS GP, L.P.</td>
<td>900 THIRD AVENUE, 33RD FLOOR</td>
</tr>
<tr>
<td>CMLS General Partner, LLC</td>
<td>900 THIRD AVENUE, 33RD FLOOR</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. These shares represent the remaining shares owned directly by CM Equity Partners, L.P., which sold 363,758 shares in Issuer's initial public offering.
2. These shares represent the remaining shares owned directly by CMEP Co-Investment ICF, L.P., which sold 432,107 shares in Issuer's initial public offering.

3. These shares represent the remaining shares owned directly by CM Equity Partners II, L.P., which sold 184,843 shares in Issuer's initial public offering.

4. These shares represent the remaining shares owned directly by CM Equity Partners II Co-Investors, L.P., which sold 17,411 shares in Issuer's initial public offering.

5. These shares represent the remaining shares indirectly owned by CMLS GP, L.P., which is the general partner of CM Equity Partners, L.P. and CMEP Co-Investment ICF, L.P.

6. These shares represent the remaining shares indirectly owned by CMLS General Partner, LLC, which is the general partner of CMLS GP, L.P.

7. These shares represent the remaining shares indirectly owned by LPE II Co-Investors, LLC, which is the general partner of CM Equity Partners II Co-Investors, L.P.

8. These shares represent the remaining shares indirectly owned by Lynx II GP, L.P., which is the general partner of CM Equity Partners II, L.P.

9. These shares represent the remaining shares indirectly owned by LPE II, LLC, which is the general partner of Lynx II GP, L.P.


** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.