SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and A Chadha R	orting Person [*]	2. Date of Requiring (Month/Day 04/01/20	Statement y/Year)	3. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc.</u> [ICFI]						
(Last) 1902 REST	ast) (First) (Middle) 902 RESTON METRO PLAZA				4. Relationship of Reporting Issuer (Check all applicable) Director X Officer (give title below) VP & Principal Acc	10% O Other (wner 6. I	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) RESTON	•		-			below) counting O	Off. X	X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
, (2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.	
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	5)		
Restricted S	tock Units		(1)	(1)	Common	468 ⁽²⁾	0.0000	D		

Explanation of Responses:

1. These acquired cash-settled restricted stock units were granted pursuant to ICF International, Inc.'s 2018 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of three (3) years, at 25% on each of the first two anniversaries of the grant and 50% on the third anniversary from the day of grant.

2. These shares are cash-settled restricted stock units paid out in cash per the vesting schedule noted in footnote 1.

<u>/s/ James E. Daniel,</u> <u>Attorney-in-fact</u>

04/03/2023

** Signature of Reporting

Date

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Person

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

 \ast If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.