

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): June 25, 2026

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-33045

22-3661438

(State or other jurisdiction of
incorporation or organization)

(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.

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock	ICFI	The NASDAQ Global Select Market

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 7.01 Regulation FD Disclosure

On June 25, 2026, ICF International, Inc. (the "Company") issued a press release announcing that the Company's Board of Directors approved a \$100 million increase (the "Additional Authorization") to the Company's existing share repurchase program, increasing the aggregate authorization under the program from \$300 million to \$400 million. The Company is active in the market and has repurchased approximately 435,000 shares year to date, for total consideration of \$29 million. After giving effect to the Additional Authorization and purchases made under the share repurchase program during calendar year 2026, approximately \$165 million of repurchase authority would be available under the program. Under the repurchase program, repurchases of the Company's outstanding common stock, par value \$0.001 per share ("Common Stock") will be made in accordance with applicable securities laws and may be made at management's discretion within parameters set by the Board from time to time in open market transactions, privately negotiated transactions or by other methods. The share repurchase program may be changed, suspended or discontinued by the Board at any time, does not obligate the Company to repurchase any particular amount of Common Stock, and does not have a specified expiration date.

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) Exhibits

99.1	Press Release dated June 25, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 25, 2026

By: /s/ James Morgan
James Morgan
Chief Operating and Financial Officer



ICF Announces \$100 Million Increase to Share Repurchase Authorization

Total Repurchase Authority Now Stands At \$165 Million

\$100 Million Increase Underscores Board & Management Confidence in Long-Term Prospects

Year to Date, ICF has Repurchased Approximately 435,000 Shares

RESTON, Va. (June 25, 2026) — ICF (NASDAQ:ICFI), a leading global solutions and technology provider, today announced the board approved an expansion to its repurchase authorization. The additional \$100 million repurchase authorization expands on the prior program, which had \$65 million remaining. The company is active in the market and has repurchased approximately 435,000 shares year to date for total consideration of \$29 million.

“The increased authorization underscores our confidence in our long-term business prospects, supported by a substantial backlog and robust new business development pipeline,” noted John Wasson, ICF chair and chief executive officer. “We will use the share repurchase program, together with our strong cash flow, to both return additional capital to shareholders via share repurchases and maintain our dividend payments, and continue to execute on our other capital allocation priorities, namely organic investments and pursuing strategic acquisitions.”

###

About ICF

ICF is a leading global solutions and technology provider. 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](https://www.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; and our ability to acquire and successfully integrate businesses; and various risks and uncertainties related to health epidemics, pandemics, and similar outbreaks. 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.

Investor Contacts:

Lynn Morgen, AdvisIRy Partners, lynn.morgen@advisiry.com, +1.212.750.5800

or

David Gold, AdvisIRy Partners, david.gold@advisiry.com, +1.212.750.5800

Company Information Contact:

Lauren Dyke, ICF, lauren.dyke@icf.com, +1.571.373.5577