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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 16, 2009**

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**ICF International, Inc.**

**(Exact name of registrant as specified in its charter)**

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**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)**

**22031**  
**(Zip Code)**

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

**Not Applicable**

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

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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))
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**Item 8.01 Other Events**

On December 16, 2009, ICF International, Inc. issued a press release announcing the closing of its 3,565,000 common share offering, which included 465,000 shares sold following exercise by the underwriters of their over-allotment option to purchase additional shares. A copy of the release is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated December 16, 2009

**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: December 16, 2009

By: \_\_\_\_\_ /s/ ALAN STEWART  
Alan Stewart  
Corporate Secretary



NEWS RELEASE

**ICF International Announces Completion of Public Offering  
of Common Stock**

FAIRFAX, Va. (Dec. 16, 2009)—ICF International, Inc. (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients, today announced the closing of its public offering of 3,565,000 shares of common stock at a price of \$24.56 per share. The offering includes 465,000 shares sold following exercise by the underwriters of their over-allotment option to purchase additional shares. All of the shares in the offering were sold by the Company. Total net proceeds to the Company were approximately \$83.3 million.

The Company intends to use the net proceeds from the offering for future growth, including possible acquisitions. The Company will do this by applying the net proceeds to repayment of outstanding borrowings incurred under its revolving credit facility. Such debt repayment will provide the Company with debt capacity for growth initiatives.

William Blair & Company, L.L.C. and Stifel, Nicolaus & Company, Incorporated served as joint bookrunners, and Canaccord Adams Inc., Stephens Inc., and BB&T Capital Markets were co-managers.

Copies of the final prospectus for the offering can be obtained from William Blair & Company, L.L.C., Attention: Prospectus Department, 222 West Adams Street, Chicago, Illinois 60606, or by telephone to (800) 621-0687; or Stifel, Nicolaus & Company, Incorporated, Attention: Prospectus Department, One South Street, 15th Floor, Baltimore, Maryland 21202, or by telephone to (443) 224-1988.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities. There shall be no sale of these securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About ICF International**

ICF International (NASDAQ:ICFI) partners with government and commercial clients to deliver professional services and technology solutions in the energy and climate change; environment and infrastructure; health, human services, and social programs; and homeland security and defense markets. The firm combines passion for its work with industry expertise and innovative analytics to produce compelling results throughout the entire program life cycle, from research and analysis through implementation and improvement. Since 1969, ICF has been serving government at all levels, major corporations, and multilateral institutions. More than 3,500 employees serve these clients worldwide. ICF's Web site is [www.icfi.com](http://www.icfi.com).

**FOR IMMEDIATE RELEASE**

**Douglas Beck**

**ICF International**

**1.703.934.3820**

**Lynn Morgen / Betsy Brod**

**MBS Value Partners**

**1.212.750.5800**

***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. These and other factors that could cause our actual results to differ from those indicated in forward-looking statements 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.*