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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): June 3, 2011**

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(d) On June 3, 2011, the Board of Directors of ICF International Inc. (the “Company”) appointed Dr. Ernest J. Moniz to fill a vacancy on the Board of Directors of the Company (the “Board”). Dr. Moniz shall serve as a Class II director to serve until the Company’s annual meeting of shareholders in 2014, subject to his prior death, resignation or removal from office as provided by law.

Dr. Moniz is the Cecil and Ida Green Professor of Physics and Engineering Systems, Director of the Energy Initiative, and Director of the Laboratory for Energy and Environment at the Massachusetts Institute of Technology, where he has served on the faculty since 1973. Dr. Moniz served as Under Secretary of the Department of Energy (“DOE”) from October 1997 until January 2001. He is a member of President Obama’s Council of Advisors on Science and Technology (“PCAST”) and of the DOE Blue Ribbon Commission on America’s Nuclear Future.

There is no arrangement or understanding between Dr. Moniz and any other person pursuant to which he was appointed as a director of the Company. In connection with his service, Dr. Moniz will receive the Company’s standard compensation package. Dr. Moniz does not have any other material arrangements or transactions with related persons to be disclosed pursuant to Item 404(a) of Regulation S-K.

The press release containing this announcement is filed as Exhibit 99.1.

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

The 2011 Annual Meeting of Stockholders of the Company was held on Friday, June 3, 2011.

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 one director to serve for a term expiring at the Company’s annual meeting in 2014:**

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes <sup>(1)</sup></u>	<u>Total</u>
Dr. Edward H. Bersoff	14,761,291	1,290,455	1,495,581	17,547,327

**2. Ratification of the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for fiscal year 2011:**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes <sup>(1)</sup></u>	<u>Total</u>
17,514,877	21,764	10,686	—	17,547,327

**3. Non-binding advisory vote regarding the Company’s overall pay-for-performance executive compensation program:**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes <sup>(1)</sup></u>	<u>Total</u>
14,260,298	1,243,034	548,414	1,495,581	17,547,327

4. Non-binding advisory vote on frequency of say-on-pay votes:

<u>Annually</u>	<u>Every Two Years</u>	<u>Every Three Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes <sup>(1)</sup></u>	<u>Total</u>
11,307,750	8,595	4,197,251	538,150	1,495,581	17,547,327

Based on these results, the Board has determined that the Company will hold an advisory vote on executive compensation annually. The Board may reevaluate this determination after the next stockholder advisory vote on the frequency of the advisory vote on executive compensation.

- (1) 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.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated June 3, 2011

**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 3, 2011

By: /s/ Sudhakar Kesavan  
Sudhakar Kesavan  
*Chief Executive Officer*



## NEWS RELEASE

**ICF International Appoints Ernest J. Moniz to Board of Directors****FOR IMMEDIATE RELEASE**

**Contact: Steve Anderson, [steve.anderson@icfi.com](mailto:steve.anderson@icfi.com), +1.703.934.3847**

**FAIRFAX, Va. (June 3, 2011)** – ICF International (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients, has appointed Dr. Ernest J. Moniz to its board of directors. Dr. Moniz brings a tremendous knowledge of the energy and environmental markets worldwide, as well as a long history of serving on the boards of both public and private companies.

“Dr. Moniz’s experience in other board rooms, professional organizations and the federal government will enable him to bring a valuable perspective to ICF and to our board,” said ICF International Chairman and CEO Sudhakar Kesavan. “His deep understanding in the areas of energy and the environment, both key strategic areas of business for ICF, makes him an ideal addition.”

Dr. Moniz replaces David C. Lucien on the ICF board. Mr. Lucien advised ICF earlier this year that he would not stand for re-election when his current term expired. Mr. Lucien had been a member of the ICF board of directors since 2004.

A scholar and professor, Dr. Moniz is the Cecil and Ida Green professor of physics and engineering systems, director of the Energy Initiative, and director of the Laboratory for Energy and the Environment at the Massachusetts Institute of Technology (MIT). Dr. Moniz also served as undersecretary of the Department of Energy (DOE) from 1997 to 2001. In that role, he had programmatic oversight responsibility for the Offices of Science; Fossil Energy; Energy Efficiency and Renewable Energy; Nuclear Energy, Science and Technology; Environmental Management; and Civilian Radioactive Waste Management. Dr. Moniz also served from 1995 to 1997 as associate director for science in the Office of Science and Technology Policy in the Executive Office of the President, where his responsibilities spanned the physical, life, and social and behavioral sciences, science education, and university-government partnerships. He is a member of President Obama’s Council of Advisors on Science and Technology, the DOE Blue Ribbon Commission on America’s Nuclear Future, and of the Department of Defense Threat Reduction Advisory Committee.

A member of the MIT faculty since 1973, Dr. Moniz has served as head of the Department of Physics and as director of the Bates Linear Accelerator Center, a DOE user facility. His research focuses on energy technology and policy studies.

Dr. Moniz holds a bachelor’s degree in physics from Boston College, a doctorate in theoretical physics from Stanford University, and honorary doctorates from the University of Athens, the University of Erlangen-Nuremburg, and Michigan State University. Dr. Moniz is a Fellow of the American Association for the Advancement of Science, the Humboldt Foundation, and the American Physical Society and a member of the Council on Foreign Relations. He received the 1998 Seymour Cray HPCC Industry

Recognition Award for vision and leadership in advancing scientific simulation and, in 2008, the Grand Cross of the Order of Makarios III for contributions to development of research and education in Cyprus and the wider region. He serves on the boards of directors or as an advisor to several energy and security companies.

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**For more information:**

- **ICF International:** <http://www.icfi.com>
- **ICF Investor info.:** <http://investor.icfi.com/phoenix.zhtml?c=201331&p=irol-IRHome>
- **ICF Board of Directors:** <http://investor.icfi.com/phoenix.zhtml?c=201331&p=irol-govBoard>

**About ICF International**

ICF International (NASDAQ:ICFI) partners with government and commercial clients to deliver professional services and technology solutions in the energy, environment and transportation; health, education, 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 3,700 employees serve these clients worldwide. ICF's Web site is [www.icfi.com](http://www.icfi.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. 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.*