STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Address of Reporting Person
   Morgan James C M
   9300 LEE HIGHWAY
   FAIRFAIX VA 22031

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/11/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   03/12/2020

5. Relationship of Reporting Person(s) to Issuer
   X Director
   10% Owner
   Officer (give title below)
   Chief of Business Operations

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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>03/11/2020</td>
<td>M</td>
<td>1,230 A</td>
<td>$0(3)</td>
<td>49,759 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td>03/11/2020</td>
<td>M</td>
<td>538 A</td>
<td>$0(3)</td>
<td>50,297 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td>03/11/2020</td>
<td>F</td>
<td>243 D</td>
<td>$77.3</td>
<td>50,054 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td>03/11/2020</td>
<td>F</td>
<td>555 D</td>
<td>$77.3</td>
<td>49,499 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td>03/12/2020</td>
<td>M</td>
<td>1,419 A</td>
<td>$0(2)</td>
<td>50,918 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common</td>
<td>03/12/2020</td>
<td>F</td>
<td>640 D</td>
<td>$69.09</td>
<td>50,278 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units (i)</td>
<td>03/11/2020</td>
<td>M</td>
<td>538 (3)</td>
<td>Common</td>
<td>538 (1)</td>
<td>19,049 D</td>
<td></td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units (i)</td>
<td>03/11/2020</td>
<td>M</td>
<td>1,230 (3)</td>
<td>Common</td>
<td>1,230 (1)</td>
<td>17,819 D</td>
<td></td>
<td>D</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units (ii)</td>
<td>03/12/2020</td>
<td>M</td>
<td>1,419 (4)</td>
<td>Common</td>
<td>1,419 (3)</td>
<td>16,400 D</td>
<td></td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The exercise price for the restricted stock unit exercise was $77.30.
2. The exercise price for the restricted stock unit exercise was $69.06.
3. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan.
4. Represents the second vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2010 Omnibus Incentive Plan, as amended.

/s/ James E. Daniel, Attorney-in-fact 03/13/2020

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.

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