1. Name and Address of Reporting Person

Morgan James C M

1902 RESTON METRO PLAZA

RESTON VA 20190

2. Issuer Name and Ticker or Trading Symbol

ICF International, Inc. [ ICFI ]

5. Relationship of Reporting Person(s) to Issuer

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Chief of Business Operations

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

11/05/2023

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

11/05/2023

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)

5. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>11/05/2023</td>
<td>M</td>
<td>1,515</td>
<td>A</td>
<td>$0(1)</td>
<td>41,258</td>
</tr>
<tr>
<td>Common</td>
<td>11/05/2023</td>
<td>F</td>
<td>684</td>
<td>D</td>
<td>$125.48</td>
<td>40,574</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>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>11/05/2023</td>
<td>M</td>
<td>1,515</td>
<td>(2) (2) Common 1,515 (1)</td>
<td>14,512</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The exercise price for the restricted stock unit exercise was $125.48.
2. Represents the 2nd vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

Attest: Matthew Selander, Attorney-in-fact 11/07/2023

** 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.

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.