
**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): December 31, 2011

ICF International, Inc.

(Exact name of registrant as specified in its charter)

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.)

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))
-
-

Item 2.01 Completion of Acquisition or Disposition of Assets

On December 31, 2011, ICF International, Inc. (the "Company"), through its wholly-owned subsidiary ICF Consulting Group, Inc. (the "Purchaser"), completed its acquisition of Ironworks Consulting, LLC, a Virginia limited liability company ("Ironworks") pursuant to a Membership Interest Purchase Agreement (the "Purchase Agreement") with the members (the "Members") of Ironworks dated December 12, 2011. Under the terms of the Purchase Agreement, the Purchaser acquired 100% of the membership interests of Ironworks, for a cash purchase price of \$100 million, subject to a post-closing adjustment based on Ironworks' closing date working capital. The purchase is funded through the Company's existing bank credit line.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement which will be filed as an exhibit to the Company's annual report on Form 10-K for the year ended December 31, 2011.

The Purchase Agreement will provide investors with information regarding its terms and conditions and is not intended to provide any factual information about the Company, the Purchaser, Ironworks or the Members. In particular, the assertions embodied in the representations and warranties contained in the Purchase Agreement are qualified by information in the disclosure schedules provided by the Members to the Purchaser in connection with the signing of the Purchase Agreement. Moreover, certain representations and warranties in the Purchase Agreement were used for the purpose of allocating risk between the Purchaser and the Members, rather than establishing matters as facts. Accordingly, you should not rely on the representations and warranties in the Purchase Agreement as characterizations of the actual state of facts about the Purchaser, Ironworks or the Members.

Item 8.01 Other Events

On January 3, 2012, the Company issued a press release announcing the acquisition of Ironworks. A copy of the release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits**(a) Financial statements of businesses acquired**

As permitted by Item 9.01(a)(4) of Form 8-K, the Company will, if required, file the financial statements required by Item 9.01(a)(1) of Form 8-K pursuant to an amendment to this Current Report on Form 8-K not later than seventy-one (71) calendar days after the date this Form 8-K must be filed.

(b) Pro forma financial information

As permitted by Item 9.01(b)(2) of Form 8-K, the Company will, if required, file the financial information required by Item 9.01(b)(1) of Form 8-K pursuant to an amendment to this Current Report on Form 8-K not later than seventy-one (71) calendar days after the date this Form 8-K must be filed.

(c) Shell company transactions

Not applicable.

(d) Exhibits

99.1 Press Release dated January 3, 2012

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: January 3, 2012

By: /s/ Sandra Murray

Sandra Murray

Senior Vice President & Interim Chief Financial Officer



NEWS RELEASE

ICF International Completes Acquisition of Ironworks Consulting**FOR IMMEDIATE RELEASE****Contact:**

Dr. Douglas Beck, ICF International, 1.703.934.3820

Lynn Morgen, MBS Value Partners, 1.212.750.5800

FAIRFAX, Va. (January 3, 2012) — ICF International (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients, announced today it has closed on the acquisition of Ironworks Consulting, L.L.C., an interactive web development firm that provides customer engagement solutions across web, mobile, and social media platforms to blue chip companies in the health, energy, and financial services industries, as well as to U.S. federal government agencies and nonprofit organizations. The purchase price was approximately \$100 million.

McGrath North Mullin & Kratz, P.C., L.L.O. acted as ICF's legal counsel on the transaction. RSM McGladrey, Inc. conducted financial and tax due diligence for ICF. Signal Hill Capital Group L.L.C. initiated this transaction and acted as sole financial advisor to Ironworks Consulting, L.L.C.

Founded in 2001, Ironworks offers integrated customer engagement applications, including interactive, portal and content management solutions, and business and IT alignment services to a growing roster of Fortune 500 companies and government agencies. The combination of Ironworks with ICF will provide additional implementation services in each of ICF's markets; expand the footprint of ICF's commercial business, including commercial energy; provide ICF entrée into the commercial health market; and create a unique, end-to-end provider in ICF's markets in the rapidly-growing digital/interactive space. Headquartered in Richmond, Va., Ironworks has 250 full-time employees and five offices.

###

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 lifecycle, 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 4,000 employees serve these clients worldwide. ICF's website is <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 statements include those that refer to ICF's current expectations about the acquisition of Ironworks. 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. Although ICF's expectations are based on what management believes to be reasonable assumptions, it cannot assure the expectations reflected in this document will be achieved as they are subject to risks and uncertainties that are difficult to predict and may be outside of ICF's control. Such risks and uncertainties include the possibility that the benefits anticipated from the Ironworks transaction will not be fully realized and other risks in connection with the proposed transaction. 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.