

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): March 6, 2019

**ICF International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**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 (see General Instructions A.2 below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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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**

(b) ICF International, Inc. (the “Company”) announced today that Ms. Ellen Glover, Executive Vice President and a named executive officer of the Company, advised the Company on March 6, 2019 that she plans to retire from full-time employment on May 3, 2019, after nearly 15 years of service to the Company. Mr. Mark Lee will succeed Ms. Glover in the role of Health, Environment, Analytics, Resilience and Social Policy (“HEARS”) Group Leader. Mr. Lee has been with the Company for over twenty (20) years and has reported to Ms. Glover for the past three (3) years. They have worked closely together on the Company’s environmental health sciences business, disaster management work and business development.

A copy of the press release regarding this announcement is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 [Press Release dated March 6, 2019](#)

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## 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: March 6, 2019

By: /s/ James C. Morgan  
James C. Morgan  
*Executive Vice President & Chief Financial Officer*

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release dated March 6, 2019

**NEWS RELEASE  
FOR IMMEDIATE RELEASE****Contact: Lauren Dyke, [lauren.dyke@ICF.com](mailto:lauren.dyke@ICF.com), +1.571.373.5577****ICF Appoints Mark Lee to Lead Public Sector Group***Lee Succeeds Ellen Glover Who Will Retire After Nearly 15 Years with ICF*

FAIRFAX, Va. (March 6, 2019) — ICF (NASDAQ:ICFI), a global consulting and digital services provider, announced today that Mark Lee will succeed Ellen Glover as the new leader of the company's public sector group, which supports U.S. government clients. Glover, an executive vice president, will retire on May 3<sup>rd</sup> after nearly 15 years with the company.

Lee, a Senior Vice President, joined ICF in 1999 and has held a variety of key leadership positions during his 20-year tenure. Most recently, he has served as Business Development leader for the Group and as leader of ICF's fast-growing Disaster Management division. In his new role, Lee will oversee ICF's support for federal and state and local agencies in areas including health, disaster recovery and resilience, environment, technology, cyber security, communications and social programs.

"Mark has excelled throughout his tenure at ICF and has been a key contributor to the growth of our U.S. public sector group," said Sudhakar Kesavan, chairman and CEO of ICF. "Under his leadership, we will continue to stay ahead of shifting client needs and provide services that make meaningful impact to federal and state and local agencies. We are very pleased to have such a well-respected and trusted leader step into this position."

Kesavan added, "Ellen has been instrumental in driving major growth for ICF, delivering important outcomes for our clients and developing a talented and diverse cadre of leaders. She has served as a strong and inspiring role model for her team as well as for leaders across our company. Additionally, Ellen has held key leadership roles in the professional services industry and has been an influential advocate through her positions as chair of the Professional Services Council and the American Council for Technology-Industry Advisory Council."

Glover joined ICF in 2005 and has over 40 years of experience in the technology market. Prior to ICF, Glover held executive positions at Advanced Technology Systems, Impact Innovations Group, and Dynamics Research Corporation. She has received numerous industry honors, including the Federal 100 Eagle Award and the Janice K. Mendenhall Spirit of Leadership Award, the highest honor given by American Council for Technology and the Industry Advisory Council.

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**About ICF**

*ICF (NASDAQ:ICFI) is a global consulting services company with over 5,500 specialized experts, but we are not your typical consultants. At ICF, business analysts and policy specialists work together with digital strategists, data scientists and creatives. We combine unmatched industry expertise with cutting-edge engagement capabilities to help organizations solve their most complex challenges. Since 1969, public and private sector clients have worked with ICF to navigate change and shape the future. Learn more at [icf.com](http://icf.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.*