

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form 10-K/A
(Amendment No. 1)**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period From _____ to _____

Commission File Number: 001-33045

ICF INTERNATIONAL, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1902 Reston Metro Plaza
Reston, VA
(Address of principal executive offices)

22-3661438
(IRS Employer
Identification Number)

20190
(Zip Code)

Registrant's telephone number, including area code:
(703) 934-3000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	ICFI	The NASDAQ Global Select Market

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to Section 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$2,309 million based upon the closing price per share of \$124.39, as quoted on the NASDAQ Global Select Market on June 30, 2023. Shares of the outstanding common stock held by each executive officer and director have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 23, 2024, 18,715,376 shares of the registrant's common stock, \$0.001 par value, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

Part III incorporates information by reference from the Proxy Statement for the 2024 Annual Meeting of Stockholders expected to be held in June 2024.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (“Form 10-K/A”) amends the Annual Report on Form 10-K of ICF International, Inc. (the “Company”) for the year ended December 31, 2023, previously filed with the Securities and Exchange Commission (the “SEC”) on February 28, 2024 (“Form 10-K”).

The Form 10-K/A is being filed to replace the consent of Grant Thornton LLP (the “Consent”), filed as Exhibit 23.1 to the Form 10-K, with an updated version of the Consent as Exhibit 23.1 to the Form 10-K/A to include the reference to Form S-8 File No. 333-272833, which was inadvertently omitted in the February 28, 2024 filing.

Pursuant to Rule 12b-15 under the Security Exchange Act of 1934, as amended (the “Exchange Act”), the Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. The Form 10-K/A neither includes financial statements nor amends any disclosures with respect to Items 307 and 308 of Regulation S-K under the Exchange Act, consequently paragraphs 3, 4, and 5 of the certifications have been omitted.

Except as set forth in the Form 10-K/A, no other changes have been made to the Form 10-K. Additionally, the Form 10-K has not been amended or updated to reflect events occurring after February 28, 2024, except as specifically set forth in the Form 10-K/A.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

(3) Exhibits: The following exhibits are included with this Annual Report on Form 10-K/A or incorporated herein by reference.

Exhibit Number	Exhibit
23.1	Consent of Grant Thornton LLP.*
31.1	Certificate of the Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a).*
31.2	Certificate of the Principal Financial Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a).*
104	The cover page from the Company's Annual Report on Form 10-K/A for the year ended December 31, 2023, formatted in Inline XBRL

* Submitted electronically herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

May 28, 2024

ICF INTERNATIONAL, INC.

By: _____ /s/ BARRY BROADUS

Barry Broadus
Chief Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 28, 2024, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of ICF International, Inc. on Form 10-K for the year ended December 31, 2023. We consent to the incorporation by reference of said reports in the Registration Statements of ICF International, Inc. on Form S-3 (File No. 333-161896) and on Forms S-8 (File No. 333-272833, File No. 333-239428, File No. 333-225786, File No. 333-206048, File No. 333-190334, File No. 333-168608, File No. 333-165474, File No. 333-159053, File No. 333-150932, File No. 333-142265, and File No. 333-137975).

/s/ Grant Thornton LLP

Arlington, Virginia
February 28, 2024
