
**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 12, 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))
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Item 1.01 Entry into a Material Definitive Agreement

On December 12, 2011, ICF International, Inc. (the “Company”), through its wholly-owned subsidiary ICF Consulting Group, Inc. (the “Purchaser”), entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”) with the members (the “Members”) of Ironworks Consulting, LLC, a Virginia limited liability company (“Ironworks”). By the terms of the Purchase Agreement, which contain customary representations and warranties, the Purchaser will acquire 100% of the membership interests of Ironworks, for a cash purchase price of \$100 million, subject to a post-closing adjustment based on Ironwork’s closing date working capital (the “Ironworks Acquisition”).

The completion of the Ironworks Acquisition is subject to certain conditions, including, among others, (i) the expiration or termination of the waiting period imposed by the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended; (ii) subject to certain materiality exceptions, the representations and warranties made by the Purchaser and the Members, respectively, are true and correct; and (iii) the Purchaser, Ironworks and the Members are in compliance in all material respects with their respective Purchase Agreement obligations.

At the closing of the Ironworks Acquisition, the Purchaser will pay: \$15 million of the purchase price into an escrow account that will be used as security for the Members’ indemnity obligations relating to breaches of representations and warranties, covenants and certain other expressly enumerated matters; and \$2 million of the purchase price into an escrow account for the post-closing adjustment to the purchase price. The Purchaser also agrees to indemnify the Members for damages incurred by its breach or default of covenants, warranties and representations as specified in the Purchase Agreement.

The Purchaser and the Members may terminate the Purchase Agreement upon mutual written agreement, or either party may terminate the Purchase Agreement if the transaction has not closed on or before December 31, 2011 (provided that each of the Purchaser and the Members may extend the date under certain circumstances to February 28, 2012 upon written notice to the other). Either the Purchaser or the Members may also terminate the Purchase Agreement if (i) there is a permanent injunction or ruling by a governmental entity preventing the transaction; or (ii) the other party is in material breach of any of the representations, warranties or covenants in the Purchase Agreement which is either not curable or, if curable, is not cured within 30 days after written notice. The Purchaser may also terminate if a material adverse change has occurred.

The purchase will be 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 December 12, 2011, the Company issued a press release announcing the signing of the Purchase Agreement. A copy of the release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated December 12, 2011

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: December 15, 2011

By: /s/ Sandra Murray

Sandra Murray

Senior Vice President & Interim Chief Financial Officer



NEWS RELEASE

ICF International to Acquire Ironworks Consulting

- *Increases Breadth and Depth of ICF's Implementation Services in Its Key Markets*
- *Brings Attractive Balance of Commercial and Government Clients*
- *Creates Substantial Cross-Selling Potential and Entrée into Commercial Health Market*
- *Builds ICF's Presence in Fast-Growing Interactive Digital Services Market*
- *Acquisition is Expected to Be Accretive in 2012*

FOR IMMEDIATE RELEASE**Contact:**

Dr. Douglas Beck, ICF International, 1.703.934.3820

Lynn Morgen/Betsy Brod, MBS Value Partners, 1.212.750.5800

FAIRFAX, Va. (December 12, 2011) - ICF International (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients, announced today that it has signed a definitive agreement to purchase Ironworks Consulting, L.L.C. Ironworks is 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. For 2011, Ironworks is expected to have revenues of \$57 million and an operating income margin of greater than 20 percent. The cash purchase price will be \$100 million, prior to the net present value of a tax benefit of approximately \$23 million. The purchase will be funded through ICF's existing bank credit line.

Founded in 2001, Ironworks offers integrated customer-facing 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. Commercial business is expected to account for approximately 65 percent of Ironworks' 2011 revenues, representing its work for companies in the health; energy; nonprofit; financial services; and manufacturing, retail, and distribution markets. In the government arena, Ironworks's clients include Centers for Disease Control and Prevention, Department of Veterans Affairs, and National Science Foundation, among others.

"This transaction is emblematic of ICF's strategy – to continuously expand our range of implementation service offerings in our markets," said ICF International Chairman and CEO Sudhakar Kesavan. "Ironworks is an excellent strategic fit for ICF, adding complementary capabilities and clients across several of our key markets. With its record of sustained growth and deep client relationships in similar verticals, it strengthens our position in the fast-growing interactive digital services space."

“We are pleased to be joining ICF, which we see as an excellent platform to support our future growth,” said Ironworks Chief Executive Officer Scott Walker. “Our priority markets, emphasis on long-term client relationships, and ‘go-to-market’ strategies are consistent, and both of our firms have entrepreneurial cultures that value collaborative work environments.”

The combination of Ironworks with ICF creates value in several ways:

- **Leverages Ironworks’ Attractive Balance of Commercial and Government Verticals.** Ironworks, like ICF, has grown rapidly by serving vertical segments in both the commercial and government markets. Its complementary services provide new selling opportunities for ICF in the federal, commercial energy, and nonprofit space, while offering additional opportunities in the financial and commercial health segments for ICF services.
- **Provides Entrée into Commercial Health Market and Additional Implementation Services in Commercial Energy.** The transaction also represents ICF’s first substantive entrance into the commercial health/IT market, where Ironworks has a number of long-standing relationships with major payers and providers. Ironworks also extends ICF’s ability to provide customer-facing applications in the commercial energy market.
- **Creates a Unique, End-to-End Provider in ICF’s Markets in the Rapidly-Growing Digital/Interactive Space.** This transaction combines ICF’s strong capabilities in strategic communications and systems integration with Ironworks’ expertise around digital/interactive media, mobile technologies, social media, and portal and content management to provide end-to-end customer experience management services. The increased scale and range position ICF as one of the leaders in the high-growth digital/interactive market for both government and commercial clients.

Conference Call Information

ICF’s management will host a conference call today, December 12, at 5:30 p.m. Eastern Time to discuss the Ironworks acquisition. To participate in the conference call, please call one of the following numbers approximately 10 to 15 minutes prior to the scheduled call:

U.S. Participants	1.877.317.6789
Global Toll	1.412.317.6789

A playback of the call will be available from one hour after the call until 5 p.m. on December 19, 2011, and may be accessed by dialing:

U.S. Participants	1.877.344.7529
Global Toll	1.412.317.0088
Conference Number	10007608

To participate in the webcast, register at <http://investor.icfi.com> at least 15 minutes prior to the webcast and download and install any necessary software. An archive of the webcast will be available for one year following the live event.

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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, the possibility the transaction may not close, 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.