
**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): September 13, 2012

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) On September 13, 2012, the Board of Directors of ICF International, Inc. (the “Company”) appointed Cheryl W. Grisé to fill a vacancy on the Board of Directors of the Company (the “Board”). Ms. Grisé shall serve as a Class III director to serve until the Company’s annual meeting of stockholders in 2015, subject to her prior death, resignation or removal from office as provided by law. Ms. Grisé has been designated a member of the Compensation Committee of the Board.

Ms. Grisé was executive vice president of Northeast Utilities, a public utility holding company, from December 2005 until her retirement in July 2007. Ms. Grisé served in various senior management positions at Northeast Utilities, after her employment in 1980, including President-Utility Group and chief executive officer of all Northeast Utilities operating subsidiaries. Ms. Grisé was a director of Dana Corporation (now known as Dana Holding Corporation) from December 2002 until January 2008 and she currently serves on the boards of MetLife, Inc. (NYSE: MET), a major multi-line insurance carrier (where she is lead director), PulteGroup, Inc. (formerly known as Pulte Homes, Inc.) (NYSE: PHM), a large commercial home builder, and Pall Corporation (NYSE: PLL), a manufacturer of fluid purification devices. She is also a member of the board of Kingswood-Oxford School and a trustee emeritus of the University of Connecticut Foundation. Ms. Grisé received her B.A. in Education from the University of North Carolina and her J.D. from Thomas Jefferson School of Law and completed the Executive Management Program at Yale University School of Organization and Management.

There is no arrangement or understanding between Ms. Grisé and any other person pursuant to which she was appointed as a director of the Company. In connection with her service, Ms. Grisé will receive the Company’s standard director’s compensation package. Ms. Grisé does not have any other material arrangements or transactions with related persons to be disclosed pursuant to Item 404(a) of Regulation S-K.

The press release containing this announcement is filed as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated September 18, 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: September 14, 2012

By: /s/ Sudhakar Kesavan
Sudhakar Kesavan
Chief Executive Officer



NEWS RELEASE

ICF International Appoints Cheryl W. Grisé to Board of Directors**FOR IMMEDIATE RELEASE****Contact: Erica Eriksdotter, erica.eriksdotter@icfi.com, +1.703.934.3668**

FAIRFAX, Va. (Sept. 18, 2012) – ICF International (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients, has appointed Cheryl W. Grisé to its board of directors. Ms. Grisé brings decades of executive level experience and substantial expertise in the energy and utility sector to ICF, as well as a long history of serving on boards of public companies.

“Ms. Grisé’s experience in other board rooms and professional organizations will add valuable perspective to ICF and to our board,” said ICF International Chairman and CEO Sudhakar Kesavan. “Her knowledge of the energy and utilities areas makes her an ideal addition to the ICF board.”

Ms. Grisé was executive vice president of Northeast Utilities, a public utility holding company, from December 2005 until her retirement in July 2007. First joining Northeast Utilities in 1980, she served in various senior management positions, including president of the company’s Utility Group and chief executive officer of all Northeast Utilities operating subsidiaries. Ms. Grisé started her career as an attorney for the Hartford Insurance Group in 1979.

Ms. Grisé is a board member of MetLife, Inc., a major multi-line insurance carrier; PulteGroup, Inc., a large commercial home builder; and Pall Corporation, a manufacturer of fluid purification devices. She is a board member of Kingswood-Oxford School and a trustee emeritus of the University of Connecticut Foundation. She served on the board of Dana Holding Corporation from 2002 to 2008.

Ms. Grisé holds a bachelor’s degree in education from the University of North Carolina, and a Juris Doctor degree from Thomas Jefferson School of Law. She completed the Executive Management Program at Yale University School of Organization and Management.

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For More Information

- [ICF Investor Relations](#)
- [ICF Board of Directors](#)

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 infrastructure; health, social programs, and consumer/financial; and public safety 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 4,500 employees serve these clients from more than 50 offices 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 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.