

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): May 27, 2020

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.)

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

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock	ICFI	NASDAQ

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))

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.
-

Item 7.01 Regulation FD Disclosure

ICF International, Inc. (the “Company”) announced its participation as a presenter at the Baird 2020 Virtual Global Consumer Technology & Services Conference (the “Conference”) on June 2, 2020. A copy of the investor presentation to be used at the Conference is furnished herewith as Exhibit 99.1.

The information contained in this report, including Exhibit 99.1 attached hereto, is considered to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that Section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibit is being furnished with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	ICF International, Inc. investor presentation dated June 2, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 1, 2020

By: /s/ James E. Daniel
James E. Daniel
Executive Vice President

ICF Investor Presentation

Baird 2020 Global Consumer, Technology
& Services Conference

June 2, 2020



Cautionary Statement

Certain statements made by us in this presentation that are not historical facts or that relate to future plans, events, or performances are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially from those expressed in any forward-looking statements made by us. All statements made by us in this presentation are qualified in all respects by the information disclosed in our filings with the Securities and Exchange Commission and specifically, the risks described therein under the heading "Risk Factors". We are under no duty to update or revise any forward-looking statements pursuant to actual results or events, and do not intend to do so.

ICF: A professional + technology services firm

Serve a roster of government clients, energy utilities + commercial clients

Leverage deep domain expertise to achieve superior results for clients

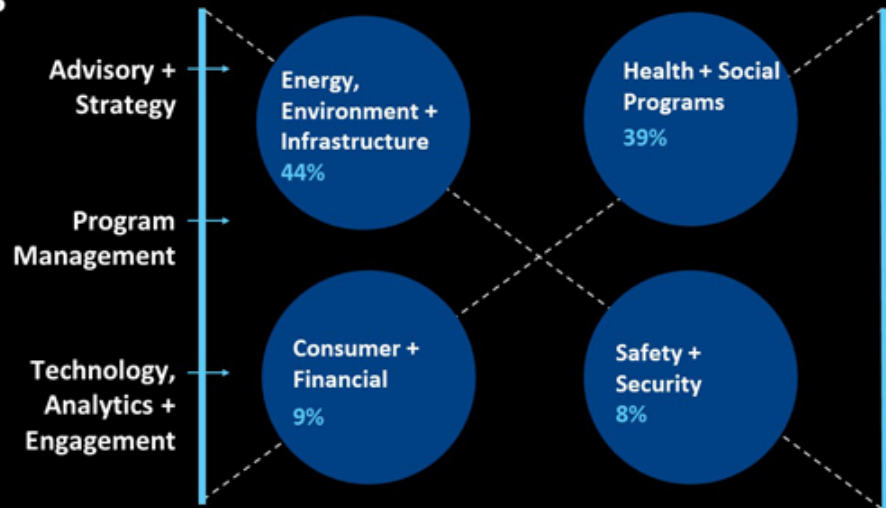
Deliver strong cross-cutting capabilities in technology + engagement

Benefit from visibility of a substantial backlog + growth profile of commercial revenues

A growth platform combining organic initiatives + acquisitions



Synergy in markets + capabilities



Revenue percentages are based on Q1 2020 TTM financial performance released on May 5, 2020

Track record of strong
revenue + EPS growth



Revenue:
5-year CAGR
7.1%



GAAP EPS:
5-year CAGR
12.4%

COVID-19 impact

Impact on Q1 2020 revenue ~\$4M

Due to program cancellations in commercial marketing services and postponed events for international government clients

Expect short-term impact to be more than offset by medium- to long-term opportunities

COVID-19 opportunities

Increased spending on public health at federal agencies that are existing clients

Pandemic response and recovery spending under President's national emergency declaration

\$2T government stimulus spending across public health, infrastructure, disaster recovery and resilience

ITG acquisition

ITG is a unique IT consulting firm delivering application modernization and business transformation for U.S. federal government clients

Key business statistics

\$90M

2019 Revenue

+\$100M

revenue run-rate

92%

prime contract revenue



EBITDA
margin
than ICF's

350

Digital transformation consultants

65+

CSM & SAFe certifications

Key tech partners

servicenow



Appian



Representative systems ITG builds

Case Management

Purchasing+ Acquisitions

Grants Management

Asset Management

Contract Writing

Content Management

Financial Management

Audit Tracking

Inspections

Workforce Management

Healthcare Compliance

Emergency Management



Meaningful joint growth opportunities

ICF's Domain Expertise + Client Relationships

ICF's Robust Business Development Engine

ICF's Best-in-Class Contract Vehicles

Selective Insourcing

ITG's Qualifications

ITG brings a substantial business development pipeline and a backlog that provides visibility

Combination of ICF's deep domain expertise and broad client base with ITG's IT modernization skills will allow us to identify "new-new" opportunities

ICF has a large number of net new opportunities in its pipeline for which ITG enhances our win potential

Opportunity also exists to bring inhouse the revenues historically subcontracted out by ITG



Catalysts for long-term organic growth

Federal Government

- Civilian agency spending
- Public health
- IT modernization
- Citizen engagement

Electric Utilities

- Energy efficiency outsourcing in California
- Distributed energy resources
- Resilience planning

State + Local Government

- Disaster management: recovery + mitigation
- Infrastructure spending

Digital Transformation

- Personalization/loyalty platforms
- Data convergence
- Data analytics
- CRM systems

ICF culture: a source of competitive advantage

Purpose

To build a more prosperous and resilient world for all.

Values

Interact with integrity
Bring your passion
Embrace differences
Challenge assumptions
Work together
Be greater than

Drivers of long-standing client relationships

— Institutional memory of government and utility programs

— Workforce of long-time industry experts

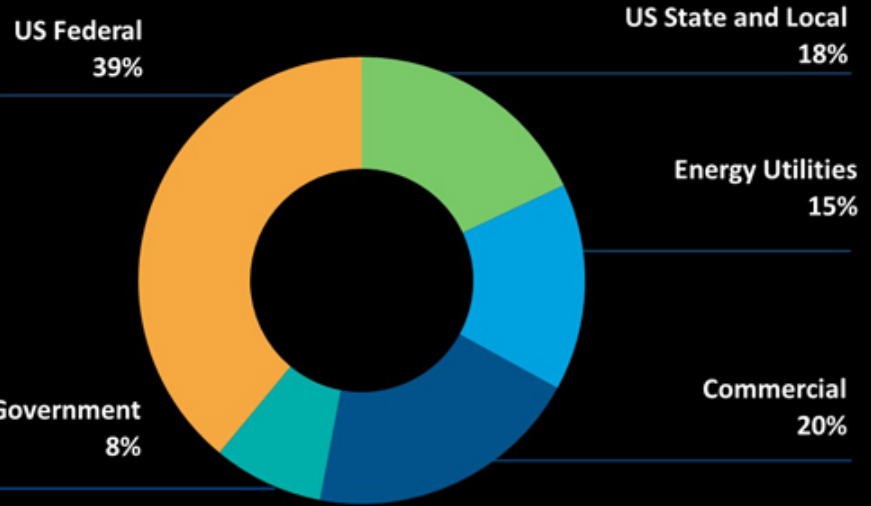
— Long-term contract vehicles with government and utility clients

— Proprietary IP/loyalty programs

We serve a roster of government clients, energy utilities + commercial clients*

>80% of revenues from government clients + energy utility clients

Provides significant opportunities for expansion



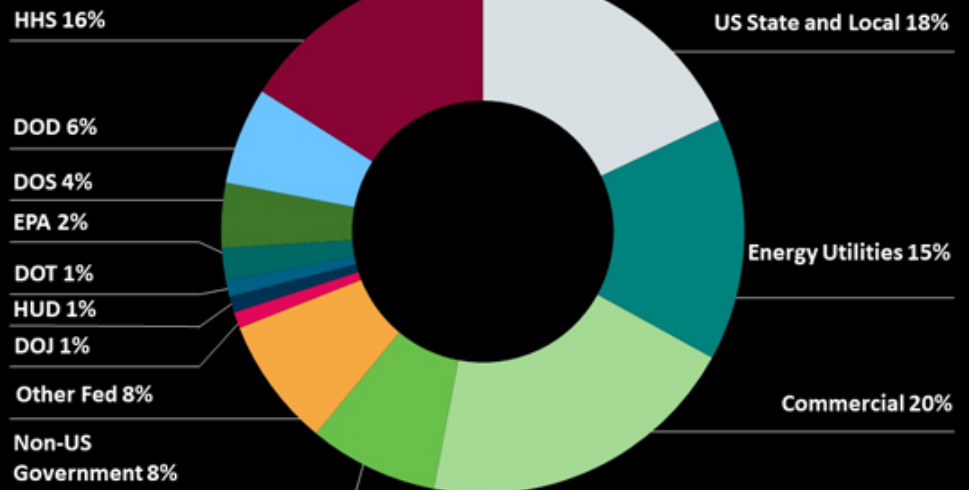
*Based on Q1 2020 TTM financial performance released on May 5, 2020



We work with a broad array of government clients

Government revenues 65% of total revenues*

US federal revenues primarily from civilian agencies



*Based on Q1 2020 TTM financial performance released on May 5, 2020

Utility industry clients

Energy efficiency programs for utilities:
State-mandated

Utility transformation:
distributed energy +
grid modernization

Majority long-term contracts

ICF's go-to-market brand for digital transformation services

ICF
next+



Technology

Combines creativity of an agency with deep domain expertise of a consultancy



Analytics

Designs solutions that drive real participation with customers, citizens, colleagues



Engagement



Strategy

Built specifically to realize the benefits of an integrated model



Loyalty

Financial Performance

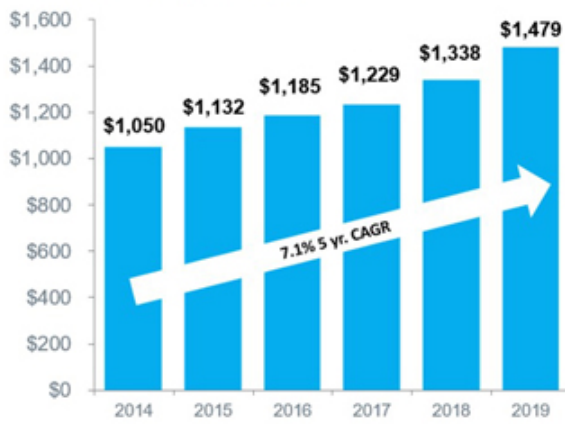


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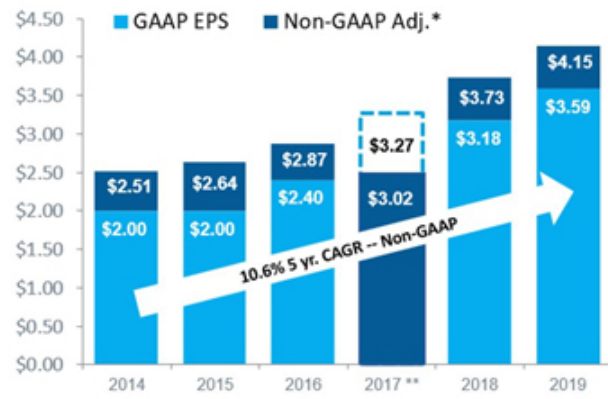
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Track record of consistent revenue + earnings growth

Revenue (\$ Millions)



EPS



*Non-GAAP EPS: GAAP EPS plus tax-affected impact of acquisition-related charges, special charges, and amortization of intangibles

**2017 Non-GAAP EPS excludes the one-time benefit of a Deferred Tax Liability (DTL) revaluation for 2017, as a result of the 2017 Tax Reform Act

2020 guidance

Revenue \$1.450B - \$1.510B

EBITDA \$126.0M - \$136.0M

GAAP EPS \$2.85 - \$3.15*

Non-GAAP EPS \$3.50 - \$3.80

Operating Cash Flow ~\$110M

Reflects lower YoY revenues in commercial marketing and events work for international government clients due to COVID-19

Anticipates a progressive return to more normalized business conditions in H2

Assumes no material new revenues in H2 associated with COVID-19 opportunities or other meaningful opportunities in our pipeline

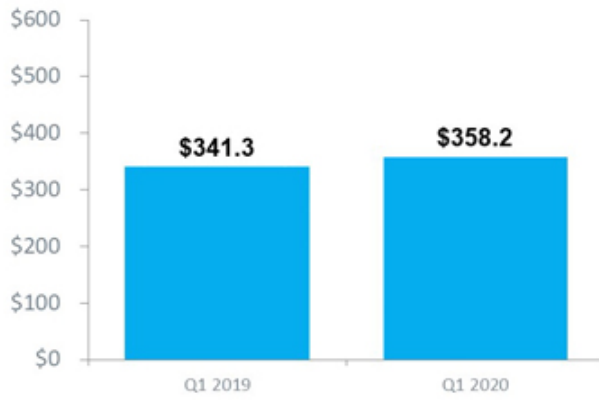
* Exclusive of special charges



Revenue + EPS, Q1 2020

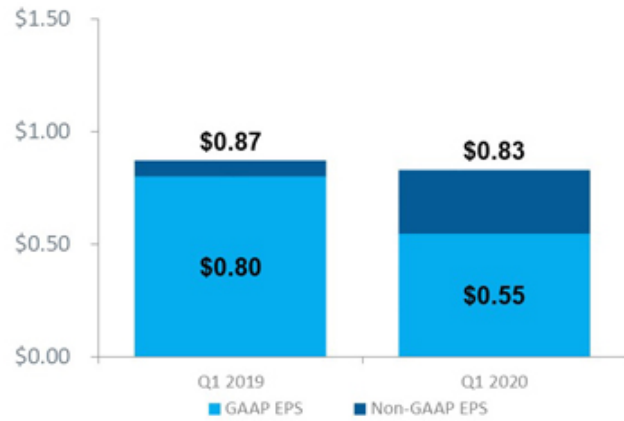
Revenue (\$ Millions)*

Q-o-Q Growth: 5.0%



EPS*

Non-GAAP EPS** Q-o-Q Growth: -4.6%



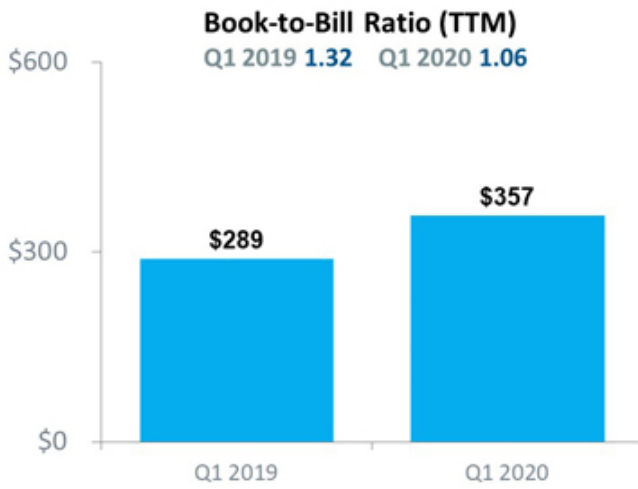
*Based on Q1 2020 financial performance released on May 5, 2020

**Non-GAAP EPS: GAAP EPS plus tax-affected impact of acquisition-related charges, special charges, and amortization of intangibles

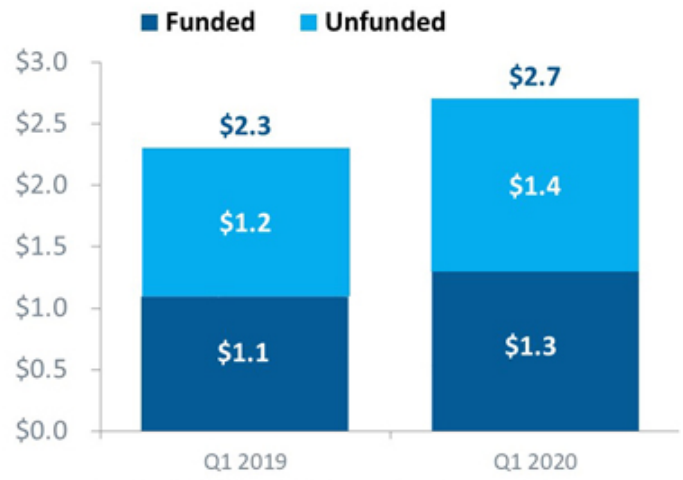


Contract awards + backlog

Contract Awards (\$ Millions)*

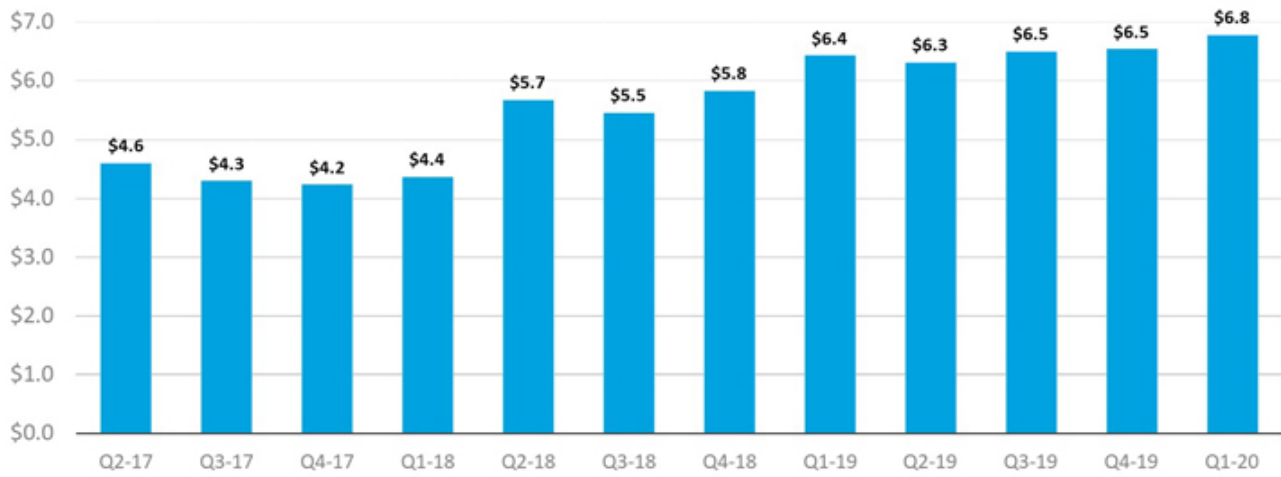


Backlog (\$ Billions)*



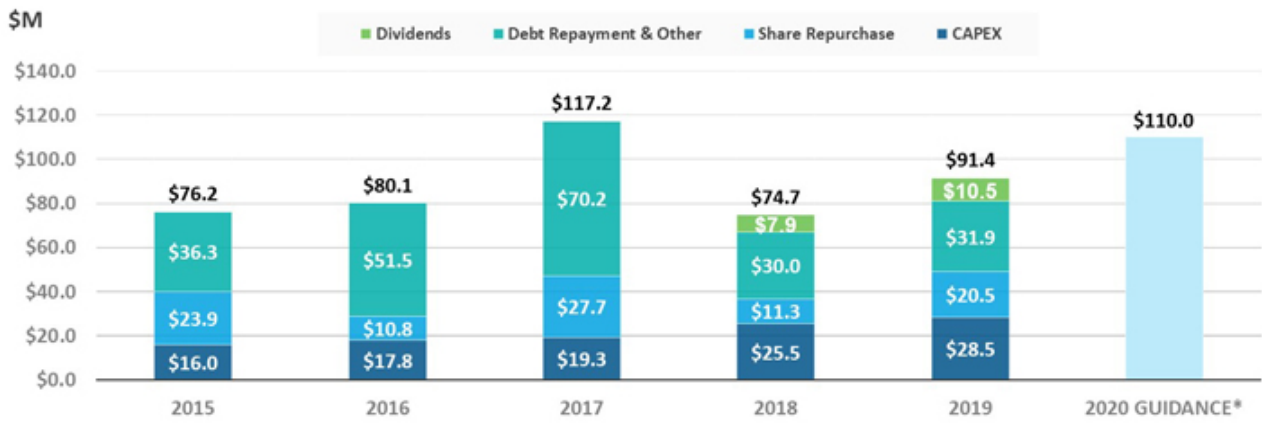
*Based on Q1 2020 financial performance released on May 5, 2020

Pipeline (\$B)



Increasing pipeline of qualified opportunities, the majority of which relate to U.S. federal clients

Operating cash flow, 2015 - 2020



Net Debt	\$303.8	\$253.3	\$194.4	\$188.7	\$159.0
Debt/ EBITDA**	2.64x	2.15x	1.73x	1.57x	1.17x

*Based on Q1 2020 financial performance released on May 5, 2020

**As defined by banking agreement

Corporate citizenship – it matters

Investing in Our People

Provided opportunities for all employees to develop + advance.

56%

female leaders

29%

female board members

Gender Pay Equity

no meaningful disparity across genders in the same roles*

Lower Turnover

16.5% voluntary turnover rate, as compared to 18.6% benchmark

Making a Sustainable Commitment

Made progress on our carbon reduction goal + remained carbon neutral.



100%

net renewable electricity for global operations—via renewable energy certificates



31%

reduction in greenhouse gas emissions per employee since baseline 2013



Zero

net zero carbon status since 2006 due to investments in high-quality carbon offsets

Supporting Important Causes

Donated to causes important to our employees + communities.

\$473,000

corporate cash donations

\$140,000

employee donations through our giving program

1 to 1

ICF-matched employee donations

*Annual audit concluded no statistically significant disparities across genders for comparable incumbents in the same roles.

In summary — ICF

Distinctive expertise in high-growth sectors of government, energy utility industry + digital transformation

Established long-term client and contract relationships

Substantial contract backlog – robust business development pipeline and track record of high win rates

All leading to substantial organic growth opportunities + the potential for accretive acquisitions



The image features a blue background with a halftone dot pattern. Several light blue arrows are scattered across the frame, pointing in various directions. A dotted line also winds through the background. The text "Thank you" is prominently displayed in white, bold, sans-serif font in the upper left quadrant.

Thank you



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ICF (NASDAQ:ICF) is a global consulting services company with over 7,000 full- and part-time employees, 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](https://www.icf.com).