

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 17, 2015

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 17, 2015, the Board of Directors (the “Board”) of ICF International, Inc. (the “Company”) increased the size of the Company’s Board from seven (7) to eight (8) members and appointed Sanjay Gupta to the Board. Mr. Gupta shall serve as a Class I director to serve until the Company’s annual meeting of stockholders in 2016, subject to his prior death, resignation or removal from office as provided by law. Mr. Gupta has been designated a member of the Audit Committee of the Board.

Mr. Gupta is currently an executive with Allstate Corporation (NYSE: ALL) (“Allstate”). Allstate is the largest publicly held personal lines insurer in the United States. Since January 2013, he has served as the Executive Vice President of Marketing, Innovation, and Corporate Relations for Allstate. From 2008 to 2012, he served as the Chief Marketing Officer of Ally Financial Services (previously GMAC, Inc.). From 2001 to 2008, he served as Senior Vice President for Bank of America Corporation, and from 1999 to 2001, he served as Chief Marketing Officer of SciQuest.com, Inc. Mr. Gupta received his B.A. in Electrical Engineering from the University of Mumbai, and his M.B.A. from the University of Texas at Austin.

There is no arrangement or understanding between Mr. Gupta and any other person pursuant to which he was appointed as a director of the Company. In connection with his service, Mr. Gupta will receive the Company’s standard director’s compensation package for 2015 received by the Company’s current non-employee directors, as discussed in the Company’s Proxy Statement filed on April 24, 2015, prorated for the time he serves during 2015. Mr. Gupta does not have any other current or proposed 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 17, 2015

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 17, 2015

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



NEWS RELEASE

**ICF International Appoints Senior Marketing Executive
Sanjay Gupta to Board of Directors****FOR IMMEDIATE RELEASE****Contact: Erica Eriksdotter, erica.eriksdotter@icfi.com, +1.703.934.3668**

FAIRFAX, Va. (September 17, 2015) – ICF International (NASDAQ:ICFI), a leading provider of consulting services and technology solutions to government and commercial clients globally, has appointed Sanjay Gupta to its board of directors. Mr. Gupta brings to ICF vast senior marketing executive level experience and substantial and comprehensive expertise in digital marketing and communications capabilities for global and Fortune 500 companies.

“As ICF shapes a comprehensive suite of capabilities to meet the needs of both commercial and public sector clients in the U.S. and globally, Sanjay Gupta’s insight and perspective will be most valuable,” said [ICF International Chairman and CEO Sudhakar Kesavan](#). “He brings deep knowledge of the rapidly evolving customer needs in the digital marketing space, and his broader experience in guiding companies through significant growth phases will add value across the full spectrum of board-related matters.”

Gupta is currently executive vice president of marketing, innovation and corporate relations for Allstate, the largest publicly held personal lines insurer in the U.S., where he drives engagement of customers, consumers, employees, agency owners and other key stakeholders via advertising and sponsorships, corporate communications, innovative products, digital marketing and corporate responsibility initiatives. Between 2008 and 2012, Gupta was chief marketing officer for Ally Financial Services (previously GMAC, Inc.). From 2001 to 2008, he held a number of marketing and e-commerce positions at Bank of America. Between 1999 and 2001, Gupta was chief marketing officer for SciQuest.com. Prior to joining SciQuest.com, he held several marketing positions at Federal Express Corporation.

Gupta was previously a board member of docBeat, a privately held, HIPAA-compliant, cloud-based secure messaging solution which offers healthcare professionals a simple way to communicate.

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For More Information

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

ICF International (NASDAQ:ICFI) provides professional services and technology solutions that deliver beneficial impact in areas critical to the world's future. ICF is fluent in the language of change, whether driven by markets, technology, or policy. Since 1969, we have combined a passion for our work with deep industry expertise to tackle our clients' most important challenges. We partner with clients around the globe—advising, executing, innovating—to help them define and achieve success. Our more than 5,000 employees serve government and commercial clients from more than 70 offices worldwide. ICF's website is 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.