

ICF International, Inc.  
Form 4/A  
June 20, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kesavan Sudhakar

2. Issuer Name and Ticker or Trading Symbol  
ICF International, Inc. [ICFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
9300 LEE HIGHWAY  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/21/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

FAIRFAX, VA 22031  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
03/22/2016

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/21/2016	A	38,859 (3)					(2)	(2)	Common Stock	38,859

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kesavan Sudhakar 9300 LEE HIGHWAY FAIRFAX, VA 22031	X		Chairman and CEO	

## Signatures

/s/ James J. Maiwurm,  
Attorney-in-fact

06/20/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.
- (2) These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2010 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of 4 years at 25% per year beginning one year from the date of grant.  
Mr. Kesavan's most recent Form 4 (filed on March 22, 2016) incorrectly stated that he was awarded 16,136 restricted stock units (RSUs) on March 21, 2016. Mr. Kesavan's aggregate award was 38,859 RSUs: (i) 16,136 RSUs granted as a bonus and (ii) 22,723 RSUs granted as a portion of his annual equity incentive award. This amendment accurately reflects both components of Mr. Kesavan's RSU award on March 21, 2016.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.