## Edgar Filing: ICF International, Inc. - Form 4/A

ICF Internation Form 4/A July 08, 2008	nal, Inc.										
							-	OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND E Washington, D.C.										3235-0287	
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed pursu ue. Section 17(a)	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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								January 31 Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type Rea	sponses)										
1. Name and Address of Reporting Person <u></u> JACKS JOEL R			2. Issuer Name <b>and</b> Ticker or Trading Symbol ICF International, Inc. [icfi]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of (Month/Da 9300 LEE HIGHWAY 07/08/20 (Street) 4. If Amer			3. Date of Earliest Transaction (Month/Day/Year) 07/08/2008					(Check all applicable)			
								X_ DirectorX_ 10% Owner Officer (give title Other (specify below) below)			
			Amendment, Date Original (Month/Day/Year) 3/2008				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
FAIRFAX, V	A 22031							Person	viore than One Ro	eporung	
(City)	(State) (Z	Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ace	quired, Disposed o	f, or Beneficial	lly Owned	
	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) o of (D	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock					- Infount		The	7,233,613	I	See Footnote $(1)$	
Common Stock								14,883	D		
Common Stock	07/01/2008			А	740 (2)	А	\$0	15,623	D		

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

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#### number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	S	Relationships						
1	Director	10% Owner	Officer	Other				
JACKS JOEL R 9300 LEE HIGHWAY FAIRFAX, VA 22031	Х	Х						
Signatures								
/s/ Judith B. Kassel	07/08/2008							
<u>**</u> 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).

Joel R. Jacks is a managing member of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC, which serve as the

- (1) general partners of entities that serve as the general partner of entities that own shares of Issuer's common stock. Joel R. Jacks disclaims beneficial ownership of the shares of the Issuer's common stock beneficially owned by each of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC except to his proportionate pecuniary interest therein.
- (2) 740 shares issued in lieu of cash for director retainer.

### **Remarks:**

This amendment is being filed to reflect the total amount of indirect beneficial ownership which was previously omitted.

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.