ICF International, Inc. Form 4 July 01, 2015

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Wasson John |            |         | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |  |  |  |
|--|------------|---------|--|--|--|--|--|
|  |            |         | ICF International, Inc. [ICFI]                     | (Check all applicable)                           |  |  |  |
| (Last)   | (First) (M | liddle) | 3. Date of Earliest Transaction                    |  |  |  |  |
|  |            |         | (Month/Day/Year)                                   | Director 10% Owner                               |  |  |  |
| ICF INTERNATIONAL, INC., 9300<br>LEE HIGHWAY           |            |         | 06/30/2015   | X Officer (give title Other (specify             |  |  |  |
|  |            |         |  | below) below) President and COO                  |  |  |  |
|  |            |         |  |  |  |  |  |
|  | (Street)   |         | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check        |  |  |  |
|  |            |         | Filed(Month/Day/Year)                              | Applicable Line)                                 |  |  |  |
|  |            |         |  | _X_ Form filed by One Reporting Person           |  |  |  |
| FAIRFAX, VA 22031                                      |            |         |  | Form filed by More than One Reporting Person     |  |  |  |
| (6:)   | (0 )       | 77.     |  |  |  |  |  |

| (City)                               | (State) (                               | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |        |                  |  |  |   |  |  |
|--------------------------------------|---|--|---|--------|------------------|--|--|---|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |        |                  | 5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) |  | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |
| Common                               |   |  | Code V  | Amount | (A)<br>or<br>(D) | Price  | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |   |  |  |
| Stock (ESPP) (1)                     | 06/30/2015(2)                           |  | A   | 546    | A                | 33.27<br>(3)   | 63,317   | D   |  |  |
| Common<br>Stock                      |   |  |   |        |                  |  | 62,771   | D   |  |  |

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

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SEC 1474

(9-02)

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

| 1. Title of | f 2.         | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc   | cisable and     | 7. Title | e and        | 8. Price of | 9. Nu  |
|-------------|--------------|---------------------|--------------------|-------------------|------------|-----------------|-----------------|----------|--------------|-------------|--------|
| Derivativ   | e Conversion | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration Date |                 | Amou     | nt of        | Derivative  | Deriv  |
| Security    | or Exercise  |                     | any                | Code              | of         | (Month/Day/     | Year)           | Under    | lying        | Security    | Secui  |
| (Instr. 3)  | Price of     |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e               |                 | Securi   | ties         | (Instr. 5)  | Bene   |
|             | Derivative   |                     |                    |                   | Securities |                 |                 | (Instr.  | 3 and 4)     |             | Owne   |
|             | Security     |                     |                    |                   | Acquired   |                 |                 |          |              |             | Follo  |
|             |              |                     |                    |                   | (A) or     |                 |                 |          |              |             | Repo   |
|             |              |                     |                    |                   | Disposed   |                 |                 |          |              |             | Trans  |
|             |              |                     |                    |                   | of (D)     |                 |                 |          |              |             | (Instr |
|             |              |                     |                    |                   | (Instr. 3, |                 |                 |          |              |             |        |
|             |              |                     |                    |                   | 4, and 5)  |                 |                 |          |              |             |        |
|             |              |                     |                    |                   |            |                 |                 |          | Amount       |             |        |
|             |              |                     |                    |                   |            |                 |                 |          | Amount       |             |        |
|             |              |                     |                    |                   |            |                 | Expiration Date |          | or<br>Number |             |        |
|             |              |                     |                    |                   |            |                 |                 |          | of           |             |        |
|             |              |                     |                    | Code V            | (A) (D)    |                 |                 |          | Shares       |             |        |
|             |              |                     |                    | Code v            | (A) (D)    |                 |                 |          | Shares       |             |        |

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Wasson John ICF INTERNATIONAL, INC.

9300 LEE HIGHWAY FAIRFAX, VA 22031

President and COO

### **Signatures**

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

07/01/2015

\*\*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).
- The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the ICF International, Inc. (1) 2006 Employee Stock Purchase Plan (the ESPP), for the ESPP purchase period of January 1, 2015 through June 30, 2015. This
- transaction is also exempt pursuant to Rule 16b-3(c).
- (2) The Offering Period (as defined in the ESPP) ended on June 30, 2015, and the shares were acquired on the last day of the Offering Period.
- In accordance with the ESPP, these shares were purchased at a price not less than ninety-five percent (95%) of the per share fair market value of the Common Shares (as defined in the ESPP) as of June 30, 2015, the last trading day prior to the end of the Offering Period.

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.

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