

ICF International, Inc.
Form 3
September 21, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ostria Sergio J | | (Month/Day/Year) | ICF International, Inc. [ICFI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 09/18/2015 | | |
| 9300 LEE HIGHWAY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| FAIRFAX, VA | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,601 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 814 | \$ (1) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 942 | \$ (1) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 678 | \$ (1) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 1,854 | \$ (1) | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 03/19/2022 | Common Stock | 2,817 | \$ 25.66 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 03/18/2023 | Common Stock | 6,794 | \$ 27.03 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 03/17/2024 | Common Stock | 5,665 | \$ 40.68 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ostria Sergio J 9300 LEE HIGHWAY FAIRFAX, VA 22031 | Â | Â | Â Executive Vice President | Â |

Signatures

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

09/21/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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. Common Stock.
These acquired restricted stock units were granted on March 19, 2012, 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. The first three installments vested on March 19, 2013, March 19, 2014 and March 19, 2015, respectively.
 - (2) These acquired restricted stock units were granted on March 18, 2013, 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. The first two installments vested on March 18, 2014 and March 18, 2015, respectively.
 - (3) These acquired restricted stock units were granted on March 17, 2014, 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. The first installment vested on March 17, 2015.
 - (4) These acquired restricted stock units were granted on March 16, 2015, 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.
 - (5)

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(6) This option award was granted on March 19, 2012 for 8,451 options, pursuant to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended. The option award vested over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. At the time of this filing, the option award was entirely vested, and 5,634 options have been exercised.

(7) This option award was granted on March 18, 2013 for 10,191 options, pursuant to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended. The option award vests over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. The first two installments vested on March 18, 2014 and March 18, 2015, respectively, and 3,397 options have been exercised.

(8) This option award was granted on March 17, 2014 for 5,665 options, pursuant to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended. The option award vests over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. The first installment vested on March 17, 2015, and no options have been exercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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