ICF International, Inc. Form 4 July 06, 2016

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue. See Instruction 1(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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person **
Gupta Sanjay

(First) (Middle)

9300 LEE HIGHWAY

(Last)

(Street)

ICF International, Inc. [ICFI]

3. Date of Earliest Transaction

Symbol

(Month/Day/Year) 07/01/2016

treet) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X Director _____10% Owner Officer (give title _____Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

FAIRFAX, VA 22031

| (City) | (State) | (Zip) Table | e I - Non-D | erivative Secu | rities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---|----------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities Annual (A) or Dispose (Instr. 3, 4 annual (A) or Amount (D) | ed of (D) d 5) | 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 | 07/01/2016 | | A | 735 <u>(1)</u> A | \$ 40.79 | 2,964 | D | |
| Common Stock | 07/01/2016 | | A | 441 <u>(2)</u> A | \$ 40.79 | 3,405 | D | |
| Common Stock | | | | | | 2,229 | 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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|------------|--------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | onNumber | Expiration D | | Amount | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | _ | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (IIISti |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | A | mount | | |
| | | | | | | D. | E | 01 | r | | |
| | | | | | | Date | Expiration | Title N | umber | | |
| | | | | | | Exercisable D | Date | 01 | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| Gupta Sanjay | | | | | | | |
| 9300 LEE HIGHWAY | X | | | | | | |
| FAIRFAX VA 22031 | | | | | | | |

Signatures

/s/ James J. Maiwurm, 07/06/2016 Attorney-in-fact

**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).
- Shares received by the Reporting Person pursuant to such Reporting Person's election to receive restricted stock in lieu of the Reporting Person's annual cash retainer (paid in quarterly installments) for serving as a member of the Board of Directors of ICF International, Inc.
- (2) 441 shares issued in lieu of cash for director quarterly retainer.

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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