







**ICF INTERNATIONAL, INC.**

**QUARTERLY REPORT ON FORM 10-Q FOR THE  
PERIOD ENDED SEPTEMBER 30, 2016**

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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****ICF International, Inc. and Subsidiaries****CONSOLIDATED BALANCE SHEETS**

(in thousands, except share and per share amounts)

	<b>September 30, 2016</b>	<b>December 31, 2015</b>
	<i>(Unaudited)</i>	
Current Assets:		
Cash and cash equivalents	\$9,647	\$7,747
Contract receivables, net	273,298	256,965
Prepaid expenses and other	13,163	10,032
Income tax receivable	2,960	—
Total current assets	299,068	274,744
Total property and equipment, net of accumulated depreciation of \$82,855 and \$71,203 as of September 30, 2016 and December 31, 2015, respectively	42,996	45,425
Other assets:		
Goodwill	684,793	687,404
Other intangible assets, net	49,296	58,899
Restricted cash	1,327	1,362
Other assets	14,586	12,456
Total Assets	\$1,092,066	\$1,080,290
Current Liabilities:		
Accounts payable	\$57,429	\$63,738
Accrued salaries and benefits	61,973	43,118
Accrued expenses and other current liabilities	47,536	43,001
Deferred revenue	30,472	30,523
Income tax payable	—	2,604
Total current liabilities	197,410	182,984
Long-term Liabilities:		
Long-term debt	281,194	311,532
Deferred rent	15,716	15,785
Deferred income taxes	37,287	33,326
Other	10,010	13,387
Total Liabilities	541,617	557,014
Commitments and Contingencies (Note 4)		

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Stockholders' Equity:		
Preferred stock, par value \$.001 per share; 5,000,000 shares authorized; none issued	—	—
Common stock, par value \$.001 per share; 70,000,000 shares authorized; 21,599,751 and 21,313,472 issued; and 18,963,288 and 19,032,054 outstanding as of September 30, 2016 and December 31, 2015, respectively	22	21
Additional paid-in capital	289,828	280,113
Retained earnings	359,217	325,306
Treasury stock	(88,019 )	(74,673 )
Accumulated other comprehensive loss	(10,599 )	(7,491 )
Total Stockholders' Equity	550,449	523,276
Total Liabilities and Stockholders' Equity	\$ 1,092,066	\$ 1,080,290

*The accompanying notes are an integral part of these consolidated financial statements.*

**ICF International, Inc. and Subsidiaries****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

(in thousands, except per share amounts)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Revenue	\$306,520	\$288,951	\$895,538	\$851,427
Direct Costs	191,310	177,864	562,697	520,684
Operating costs and expenses:				
Indirect and selling expenses	84,193	81,011	250,393	249,626
Depreciation and amortization	4,130	4,316	12,233	12,058
Amortization of intangible assets	3,111	4,263	9,387	12,866
Total operating costs and expenses	91,434	89,590	272,013	274,550
Operating income	23,776	21,497	60,828	56,193
Interest expense	(2,407 )	(2,674 )	(7,312 )	(7,727 )
Other income (expense)	732	(52 )	950	(1,473 )
Income before income taxes	22,101	18,771	54,466	46,993
Provision for income taxes	8,664	7,226	20,555	18,374
Net income	\$13,437	\$11,545	\$33,911	\$28,619
Earnings per Share:				
Basic	\$0.71	\$0.60	\$1.79	\$1.47
Diluted	\$0.70	\$0.59	\$1.75	\$1.45
Weighted-average Shares:				
Basic	18,965	19,316	18,989	19,413
Diluted	19,329	19,556	19,345	19,743
Other comprehensive loss:				
Foreign currency translation adjustments, net of tax	(165 )	(3,900 )	(3,108 )	(4,489 )
Comprehensive income, net of tax	\$13,272	\$7,645	\$30,803	\$24,130

*The accompanying notes are an integral part of these consolidated financial statements.*





**ICF International, Inc. and Subsidiaries****CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(in thousands)

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash Flows from Operating Activities</b>		
Net income	\$33,911	\$28,619
Adjustments to reconcile net income to net cash provided by operating activities:		
Non-cash equity compensation	7,674	8,466
Depreciation and amortization	21,620	24,924
Other adjustments, net	5,254	(1,255 )
Changes in operating assets and liabilities, net of the effect of acquisitions:		
Contract receivables, net	(18,286 )	(13,713 )
Prepaid expenses and other assets	(4,875 )	(2,030 )
Accounts payable	(4,387 )	(6,904 )
Accrued salaries and benefits	18,921	(10,258 )
Accrued expenses and other current liabilities	3,779	(1,722 )
Deferred revenue	160	3,440
Income tax receivable and payable	(5,567 )	11,233
Other liabilities	(386 )	2,101
<b>Net Cash Provided by Operating Activities</b>	<b>57,818</b>	<b>42,901</b>
<b>Cash Flows from Investing Activities</b>		
Capital expenditures for property and equipment and capitalized software	(10,654 )	(9,789 )
Payments for business acquisitions, net of cash received	—	(1,818 )
<b>Net Cash Used in Investing Activities</b>	<b>(10,654 )</b>	<b>(11,607 )</b>
<b>Cash Flows from Financing Activities</b>		
Advances from working capital facilities	360,947	300,150
Payments on working capital facilities	(391,285)	(318,047)
Payments on capital expenditure obligations	(3,030 )	(2,405 )
Proceeds from exercise of options	2,104	572
Tax benefits of stock option exercises and award vesting	—	1,261
Net payments for stockholder issuances and buybacks	(13,408 )	(17,739 )
<b>Net Cash Used in Financing Activities</b>	<b>(44,672 )</b>	<b>(36,208 )</b>
Effect of exchange rate changes on cash	(592 )	(1,486 )
<b>Increase (Decrease) in Cash and Cash Equivalents</b>	<b>1,900</b>	<b>(6,400 )</b>
<b>Cash and Cash Equivalents, Beginning of Period</b>	<b>7,747</b>	<b>12,122</b>

<b>Cash and Cash Equivalents, End of Period</b>	\$9,647	\$5,722
<b>Supplemental Disclosure of Cash Flow Information</b>		
Cash paid during the period for:		
Interest	\$6,085	\$7,729
Income taxes	\$15,137	\$13,015
Non-cash investing and financing transactions:		
Capital expenditure obligations	\$—	\$11,680

*The accompanying notes are an integral part of these consolidated financial statements.*

## Notes to Consolidated Financial Statements

(Dollar amounts in tables in thousands, except per share amounts)

### Note 1. Basis of Presentation and Nature of Operations

#### Interim Results

The unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These rules and regulations permit some of the information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) to be condensed or omitted. In management’s opinion, the unaudited consolidated financial statements contain all adjustments that are of a normal recurring nature, necessary for a fair presentation of the results of operations and financial position of ICF International, Inc. and its subsidiaries (collectively, the “Company”) for the interim periods presented. The Company reports operating results and financial data in one operating and reportable segment. Operating results for the nine month period ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2015, and the notes thereto included in the Company’s Annual Report on Form 10-K, filed with the SEC on March 8, 2016.

#### Nature of Operations

The Company provides professional services and technology-based solutions to government and commercial clients, including management, technology, and policy consulting and implementation services, in the areas of energy, environment, and infrastructure; health, education, and social programs; safety and security; and consumer and financial. The Company offers a full range of services to these clients throughout the entire life cycle of a policy, program, project, or initiative, from research and analysis and assessment and advice to design and implementation of programs and technology-based solutions, as well as the provision of engagement services and programs.

The Company’s major clients are United States (“U.S.”) federal government departments and agencies, most significantly the Department of Health and Human Services (“HHS”), the Department of State (“DOS”), and the Department of Defense (“DoD”). The Company also serves U.S. state and local government departments and agencies; international governments; and commercial clients worldwide, including airlines, airports, electric and gas utilities, banks and other financial services companies, transportation, travel and hospitality firms, non-profits/associations, law firms, manufacturing firms, retail chains, and distribution companies. The term “federal” or “federal government” refers to

the U.S. federal government, and “state and local” or “state and local government” refers to U.S. state and local government, unless otherwise indicated.

The Company, incorporated in Delaware, is headquartered in Fairfax, Virginia. It maintains offices throughout the world, including over 55 regional offices in the U.S. and more than 10 offices in key markets outside the U.S., including offices in the United Kingdom, Belgium, China, India and Canada.

## **Reclassifications**

Certain amounts in the 2015 consolidated financial statements have been reclassified to conform to the current year presentation.

## **Note 2. Summary of Significant Accounting Policies**

### **Goodwill**

The Company performs its annual goodwill impairment review as of September 30 of each year. For the purposes of performing this review, the Company has concluded that it is one reporting unit. For the annual impairment review as of September 30, 2016, the Company opted to perform a qualitative assessment of whether it is more likely than not that our reporting unit's fair value is less than its carrying amount. If, after completing its qualitative assessment, the Company determines that it is not more likely than not that the carrying value exceeds the estimated fair value, it may conclude that no impairment exists. If the Company concludes otherwise, a two-step goodwill impairment test must be performed, which includes a comparison of the fair value of the reporting unit to the carrying value.

The Company's qualitative analysis as of September 30, 2016 included macroeconomic and industry and market specific considerations, financial performance indicators and measurements, and other factors. Based on the Company's qualitative assessment, it determined that it is not more likely than not that the fair value of its one reporting unit is less than its carrying amount, and thus the two-step impairment test is not required to be performed. Therefore, based upon management's review, no goodwill impairment charge was required as of September 30, 2016. Historically, the Company has recorded no goodwill impairment charges.

### Other Comprehensive Income

Other comprehensive income represents foreign currency translation adjustments arising from the use of differing exchange rates from period to period. The financial positions and results of operations of the Company's foreign subsidiaries are based on the local currency as the functional currency and are translated to U.S. dollars for financial reporting purposes. Assets and liabilities of the subsidiaries are translated at the exchange rate in effect at each period-end. Income statement accounts are translated at the average rate of exchange prevailing during the period. Translation adjustments are included in accumulated other comprehensive income (loss) in stockholders' equity in the Company's consolidated balance sheets. The activity included in other comprehensive income (loss) in the Company's consolidated statements of comprehensive income related to foreign currency translation adjustments for each period reported is summarized below.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, 2016</b>	<b>September 30, 2015</b>	<b>September 30, 2016</b>	<b>September 30, 2015</b>
Foreign currency translation adjustments	\$(165)	\$(3,900)	\$(3,108)	\$(5,155)
Realized losses reclassified into earnings <sup>(1)</sup>	—	—	—	666
Other comprehensive (loss) income, net of tax <sup>(2)</sup>	\$(165)	\$(3,900)	\$(3,108)	\$(4,489)

Represents the reclassification of foreign currency translation adjustments from accumulated other comprehensive (1) loss into earnings as a result of closing international offices. Amounts are included in the other expense line item in the Consolidated Statements of Comprehensive Income.

(2) Net of tax of \$1.6 million and \$0.8 million for the three months ended September 30, 2016 and 2015, respectively, and \$3.0 million and \$0.2 million for the nine months ended September 30, 2016 and 2015, respectively.

### Recent Accounting Pronouncements

*Recent Accounting Pronouncements Adopted*

During the first quarter of 2016, the Company elected to early-adopt ASU 2015-17, *Balance Sheet Classification of Deferred Taxes (Topic 740)* on a retrospective basis. As required by ASU 2015-17, all deferred tax assets and liabilities are classified as non-current within the consolidated balance sheets. As a result of the adoption of ASU 2015-17, the Company reclassified \$8.0 million in current deferred tax liabilities to long-term liabilities within the consolidated balance sheet at December 31, 2015. In addition, during the first quarter of 2016 the Company adopted ASU 2015-05, *Customer's Accounting for Fees Paid in a Cloud Computing Arrangement (Subtopic 350-40)* and ASU 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments (Topic 805)* on a prospective basis, which did not have a material impact on the Company's consolidated financial statements.

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting (Topic 718)*. ASU 2016-09 requires excess tax benefits and deficiencies from shares vested or settled to be recognized in the provision for income taxes in the statement of comprehensive income instead of additional paid-in-capital. In addition, the classification of cash flows from excess tax benefits and deficiencies changed from a financing activity to an operating activity and cash flows from the repurchase of shares for employees' tax withholdings are required to be a financing activity. The standard also requires the election of a company-wide policy to account for forfeitures as an estimate or as they occur in recognizing stock-based compensation expense. ASU 2016-09 is effective for the Company for its fiscal year 2017, with early adoption permitted.

During the second quarter of 2016, the Company elected to early adopt ASU 2016-09. As a result of the adoption, effective January 1, 2016, adjustments made to record excess tax benefits from shares vested or settled are recognized in the statement of comprehensive income instead of within additional paid-in-capital. The Company elected to implement the required change related to the classification of cash flows from excess tax benefits as an operating activity on a prospective basis. With regard to the classification of employee tax withholdings, the adoption had no impact on the Company's statements of cash flows as such activities have historically been presented as a financing activity. Finally, the Company elected to continue its policy to account for forfeitures as an estimate in recognizing stock-based compensation expense.

The adoption of ASU 2016-09 resulted in the recognition of excess tax benefits in the Company's provision for income taxes rather than additional paid-in-capital of \$0.2 million and \$0.5 million for the three and nine month period ended September 30, 2016, respectively. In addition, the Company's net cash provided by operating activities increased \$0.5 million with a corresponding decrease to net cash provided by financing activities for the nine month period ended September 30, 2016.

The impact of the adoption on the Company's previously reported results for the first quarter of 2016 is summarized as follows:

	<b>Three Months Ended</b>	
	<b>March 31, 2016</b>	
	<b>As reported</b>	<b>As adjusted</b>
<b>Statement of Comprehensive Income</b>		
Provision for income taxes	\$5,837	\$5,633
Net income	\$9,687	\$9,891
Comprehensive income, net of tax	\$8,770	\$8,974
Basic earnings per share	\$0.51	\$0.52
Diluted earnings per share	\$0.50	\$0.51
Diluted weighted average shares outstanding	19,293	19,273
<b>Statement of Cash Flows</b>		
Net cash used in operating activities	\$(13,581)	\$(13,377)
Net cash provided by financing activities	\$18,928	\$18,724

#### *Recent Accounting Pronouncements Not Yet Adopted*

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 provides a single comprehensive revenue recognition framework and supersedes almost all existing revenue recognition guidance. Included in the new principles-based revenue recognition model are changes to the basis for deciding on the timing for revenue recognition. In addition, the standard expands and improves revenue disclosures. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date*, to amend ASU 2014-09 to defer the effective date of the new revenue recognition standard. As a result, ASU 2014-09 is effective for the Company for its fiscal year 2018 and can be adopted either retrospectively to each prior reporting period presented or as a cumulative effect adjustment as of the date of adoption. The Company is currently evaluating the impact of adopting ASU 2014-09, as well as the method of adoption.



In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. This update revises an entity's accounting for operating leases and requires lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. This update also requires certain qualitative and specific quantitative disclosures. ASU 2016-02 does not significantly change the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee. This update is effective for the Company for its fiscal year 2019, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2016-02.

In August 2016, the FASB issued ASU 2016-15, *Classification of Certain Cash Receipts and Cash Payments (Topic 230)*. This update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. This update is effective for the Company for its fiscal year 2018, with early adoption permitted. The Company is currently evaluating the impact of adopting ASU 2016-15.

### Note 3. Contract Receivables

Contract receivables consisted of the following:

	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Billed	\$ 158,647	\$ 163,355
Unbilled	117,507	95,748
Allowance for doubtful accounts	(2,856 )	(2,138 )
Contract receivables, net	\$ 273,298	\$ 256,965

Contract receivables, net of the established allowance for doubtful accounts, are stated at amounts expected to be realized in future periods. Unbilled receivables result from revenue that has been earned in advance of billing. Unbilled receivables can be invoiced at contractually defined intervals or milestones, as well as upon completion of the contract or government audits. The Company anticipates that the majority of unbilled receivables will be substantially billed and collected within one year, and therefore, classifies them as current assets in accordance with industry practice.

The Company considers a number of factors in its estimate of allowance for doubtful accounts, including the customer's financial condition, historical collection experience, and other factors that may bear on collectability of the receivables. The Company writes off contract receivables when such amounts are determined to be uncollectible. Losses have historically been within management's expectations.

#### **Note 4. Commitments and Contingencies**

##### **Litigation and Claims**

The Company is involved in various legal matters and proceedings arising in the ordinary course of business. While these matters and proceedings cause it to incur costs, including, but not limited to, attorneys' fees, the Company currently believes that any ultimate liability arising out of these matters and proceedings will not have a material adverse effect on the Company's financial position, results of operations, or cash flows.

##### ***Road Home Contract***

On June 10, 2016, the Office of Community Development (the "OCD") of the State of Louisiana filed a written administrative demand with the Louisiana Commissioner of Administration against ICF Emergency Management Services, L.L.C. ("ICF Emergency"), a subsidiary of the Company, in connection with ICF Emergency's administration of the Road Home Program (the "Program"). The Program contract was a three-year, \$912 million contract awarded to the Company in 2006 and that ended, as scheduled, in 2009. The Program was primarily intended to help homeowners and landlords of small rental properties affected by Hurricanes Rita and Katrina. In its administrative demand, the OCD sought approximately \$200.8 million in alleged overpayments to Program grant recipients. The State separately supplemented the amount of recovery it seeks so that the total is now approximately \$208.9 million. The State of Louisiana, through the Division of Administration, also filed suit in Louisiana state court on June 10, 2016 broadly alleging and seeking recoupment for the same claim made in the administrative proceeding submission before the Louisiana Commissioner of Administration. On September 21, 2016, the Commissioner of the Division of Administration notified OCD and the Company of his decision to defer jurisdiction of the administrative demand filed by OCD. In so doing, the Commissioner declined to reach a decision on the merits, stated that his deferral would not be deemed to grant or deny any portion of the OCD's claim, and authorized the parties to proceed on the matter in the previously filed judicial proceeding. The Company continues to believe that this claim has no merit, intends to vigorously defend its position, and has therefore not recorded a liability as of September 30, 2016.

#### **Note 5. Long-Term Debt**

The Company entered into a Fourth Amended and Restated Business Loan and Security Agreement with a syndication of 11 commercial banks on May 16, 2014, which was further modified on November 5, 2014 (the "Credit Facility"). The Credit Facility matures on May 16, 2019. The Credit Facility allows for Company borrowings of up to \$500.0 million without a borrowing base requirement, taking into account financial, performance-based limitations, and provides for an "accordion," which permits additional revolving credit commitments of up to \$100.0 million, subject to lenders' approval. The Credit Facility provides for stand-by letters of credit aggregating up to \$30.0 million that reduce the funds available under the revolving line of credit when issued. The Credit Facility is collateralized by substantially all of the assets of the Company and requires that the Company remain in compliance with certain financial and non-financial covenants. The financial covenants, as defined in the Credit Facility, require, among other things, that the Company maintain, on a consolidated basis for each quarter, a fixed charge coverage ratio of not less than 1.25 to 1.00 and a leverage ratio of not more than 3.75 to 1.00. As of September 30, 2016, the Company was in compliance with its covenants under the Credit Facility.

The Company has the ability to borrow funds under its Credit Facility at interest rates based on both LIBOR and prime rates, at its discretion, plus their applicable margins. The weighted average interest rate on outstanding borrowings was 2.5% for the first nine months of 2016.

As of September 30, 2016, the Company had \$281.2 million in long-term debt outstanding, \$3.4 million in outstanding letters of credit, and unused borrowing capacity of \$215.4 million under the Credit Facility (excluding the accordion). Taking into account the financial, performance-based limitations, available borrowing capacity (excluding the accordion) was \$168.4 million as of September 30, 2016.

## **Note 6. Derivative Instruments and Hedging Activities**

On September 30, 2016, the Company entered into a floating-to-fixed interest rate swap agreement for an aggregate notional amount of \$100.0 million which hedges a portion of the Company's floating rate indebtedness (the "Transaction"). The swap transaction is intended to mitigate the Company's interest rate risk as it provides for the Company to pay a fixed rate of 1.22% per annum plus the applicable margin pursuant to the Credit Facility. Notwithstanding the terms of the interest rate swap transaction, the Company is ultimately obligated for all amounts due and payable under the Credit Facility. The cash flows from the Transaction begin January 31, 2018 and the hedge matures January 31, 2023. The Company has designated the swap as a cash flow hedge. On a quarterly basis, management evaluates the swap to determine effectiveness or ineffectiveness. For the portion of the swap deemed effective, changes in fair value will be recorded as part of accumulated other comprehensive income or loss. For the ineffective portion of the swap, changes in fair value will be recorded within net income. It is currently management's intent to have the swap remain effective. Realized gains and losses in connection with each required interest payment will be reclassified from accumulated other comprehensive income or loss to interest expense. The Transaction had no effect on the consolidated balance sheet as of September 30, 2016 and the consolidated statement of comprehensive income for the three and nine months ended September 30, 2016.

The Company does not hold or issue derivative financial instruments for trading or speculative purposes.

## **Note 7. Accounting for Stock-Based Compensation**

The ICF International, Inc. 2010 Omnibus Incentive Plan (as amended, the "Omnibus Plan") provides for the granting of options, stock appreciation rights, restricted stock, restricted stock units ("RSUs"), performance shares, performance units, cash-based awards, and other stock-based awards to all officers, key employees, and non-employee directors of the Company. As of September 30, 2016, the Company had approximately 2.2 million shares available for grant under the Omnibus Plan. Cash-settled RSUs ("CSRSUs") have no impact on the shares available for grant under the Omnibus Plan, and have no impact on the calculated shares used in earnings per share ("EPS") calculations.

The Company recognized stock-based compensation expense of \$4.7 million and \$3.1 million for the three months ended September 30, 2016 and 2015, and \$12.8 million and \$10.7 million for the nine months ended September 30, 2016 and 2015, respectively. Unrecognized compensation expense of approximately \$16.2 million as of September 30, 2016, related to unvested stock options and unsettled RSUs, is expected to be recognized over a weighted-average period of 2.5 years. The unrecognized compensation expense related to CSRSUs totaled approximately \$16.9 million at September 30, 2016 and is expected to be recognized over a weighted-average period of 2.6 years. Unrecognized compensation expense related to performance-based share awards ("PSAs") of approximately \$2.9 million as of September 30, 2016 is expected to be recognized over a weighted-average period of 1.8 years.

During the nine months ended September 30, 2016, the Company granted approximately 0.2 million shares each in the form of RSUs and CSRSUs and approximately 0.1 million shares in the form of PSAs to its employees. The awards granted are generally subject to service-based vesting conditions, while PSAs are also subject to performance-based vesting conditions. The performance conditions for PSAs granted in 2016 have a performance period from January 1, 2016 through December 31, 2018, and the performance conditions are consistent with the PSAs granted in 2015. The Company's performance-based share program is further described in Note K, *Accounting for Stock-Based Compensation*, of the Notes to the Consolidated Financial Statements of the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

## Note 8. Income Taxes

The Company's effective tax rate for the three month and nine month periods ended September 30, 2016 was 39.2% and 37.7%, respectively, and 38.5% and 39.1% for the three month and nine month periods ended September 30, 2015, respectively.

The Company is subject to federal income taxes in the U.S. and various state and foreign jurisdictions. Tax statutes and regulations within each jurisdiction are subject to interpretation and require the application of significant judgment. The Company's 2013 through 2015 tax years remain subject to examination by the Internal Revenue Service for federal tax purposes, in addition to the Company's 2012 amended tax return. Certain significant state and foreign tax jurisdictions also remain open under the statute of limitations and are subject to examination for the tax years from 2012 to 2015.

The Company's total liability for unrecognized tax benefits as of September 30, 2016 was \$1.2 million. Included in the balance as of September 30, 2016 was \$1.0 million of tax positions that, if recognized, would have a favorable impact on the Company's effective tax rate. The Company believes it is reasonably possible that, during the next 12 months, the Company's liability for uncertain tax benefits may decrease by approximately \$0.4 million.

The Company's policy is not to recognize accrued interest and penalties related to unrecognized tax benefits as a component of tax expense. The Company has made no provision for deferred U.S. income taxes or additional foreign taxes on future unremitted earnings of its controlled foreign subsidiaries because the Company considers these earnings to be permanently invested.

**Note 9. Earnings Per Share**

EPS is computed by dividing reported net income by the weighted-average number of shares outstanding. Diluted EPS considers the potential dilution that could occur if common stock equivalents were exercised or converted into stock. The difference between the basic and diluted weighted-average equivalent shares with respect to the Company's EPS calculation is due entirely to the assumed exercise of stock options and the vesting and settlement of RSUs. PSAs are included in the computation of diluted shares only to the extent that the underlying performance conditions (i) are satisfied as of the end of the reporting period or (ii) would be considered satisfied if the end of the reporting period were the end of the related performance period and the result would be dilutive under the treasury stock method. The Company's PSAs outstanding at September 30, 2016 did not meet the related performance conditions and therefore were excluded from the calculation of diluted EPS. For each of the three months and nine months ended September 30, 2016 and 2015, approximately 0.2 million weighted-average shares were excluded from the calculation of EPS because they were anti-dilutive.

The dilutive effect of stock options and RSUs for each period reported is summarized below:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Net Income	\$13,437	\$11,545	\$33,911	\$28,619
Weighted-average number of basic shares outstanding during the period	18,965	19,316	18,989	19,413
Dilutive effect of stock options and RSUs	364	240	356	330
Weighted-average number of diluted shares outstanding during the period	19,329	19,556	19,345	19,743
Basic earnings per share	\$0.71	\$0.60	\$1.79	\$1.47
Diluted earnings per share	\$0.70	\$0.59	\$1.75	\$1.45

**Note 10. Fair Value**

The Company measures and reports certain financial assets and liabilities at fair value in accordance with the Financial Accounting Standards Board Accounting Standards Codification ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"). Fair value is defined as the price that would be received to sell an asset or paid to transfer a

liability in an orderly transaction between market participants on the measurement date. Generally, fair value is based on observable quoted market prices or derived from observable market data when such market prices or data are available. ASC 820 establishes a three level hierarchy used to estimate fair-value which are categorized based on the priority of the inputs used to measure fair value:

- Level 1: Quoted prices that are available in active markets for identical assets or liabilities;

Level 2: Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates and yield curves that are observable at commonly quoted intervals, and implied volatilities); and inputs derived principally from or corroborated by observable market data by correlation or other means; and

- Level 3: Uses inputs that are unobservable and require the Company to make certain assumptions and require significant estimation and judgment from management to use in pricing the fair value of the assets and liabilities.

As of September 30, 2016 and December 31, 2015, there were no assets or liabilities measured at Level 3 on a recurring basis.

The Company's financial instruments, including cash and cash equivalents, contract receivables, and accounts payable are carried at cost, which the Company believes approximates their fair values at September 30, 2016 and December 31, 2015, due to their short maturities. The Company believes the carrying value of other long-term liabilities related to capital expenditure obligations approximates their fair value at September 30, 2016 and December 31, 2015 based on the current rates offered to the Company for similar instruments with comparable maturities (Level 2). The Company believes the carrying value of its lines of credit payable at September 30, 2016 and December 31, 2015 approximate the estimated fair value for debt with similar terms, interest rates, and remaining maturities currently available to companies with similar credit ratings (Level 2). The Company applies the provisions of ASC 820 to its assets and liabilities that are required to be measured at fair value pursuant to other accounting standards, including assets and liabilities resulting from the Company's nonqualified deferred compensation plan and foreign currency forward contract agreements not eligible for hedge accounting. The impact of the amounts recorded for the nonqualified deferred compensation plan and the forward contract agreements was immaterial to the consolidated financial statements.



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### FORWARD-LOOKING STATEMENTS

Some of the statements in this Quarterly Report on Form 10-Q constitute forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, as amended. These statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. In some cases, you can identify these statements by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will," "would," or similar words. You should read statements that contain these words carefully. The risk factors described in our filings with the SEC, as well as any cautionary language in this Quarterly Report on Form 10-Q, provide examples of risks, uncertainties, and events that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements, including, but not limited to:

- our dependence on contracts with federal, state and local, and international governments, agencies and departments for the majority of our revenue;
- failure by Congress or other governmental bodies to approve budgets in a timely fashion and reductions in government spending including, but not limited to, budgetary cuts resulting from automatic sequestration under the Budget Control Act of 2011;
- results of routine and non-routine government audits and investigations;
- dependence of our commercial work on certain sectors of the global economy that are highly cyclical;
- failure to receive the full amount of our backlog;
- difficulties in integrating acquisitions generally;
- risks resulting from expanding our service offerings and client base;
- the lawsuit filed by the State of Louisiana seeking approximately \$208.9 million in alleged overpayments from the Road Home contract; and

- additional risks as a result of having international operations.

Our forward-looking statements are based on the beliefs and assumptions of our management and the information available to our management at the time these disclosures were prepared. Although we believe the expectations reflected in these statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to update these forward-looking statements, even if our situation changes in the future.

The terms “we,” “our,” “us,” and the “Company,” as used throughout this Quarterly Report on Form 10-Q, refer to ICF International, Inc. and its consolidated subsidiaries, unless otherwise indicated.

## **OVERVIEW AND OUTLOOK**

We provide professional services and technology-based solutions to government and commercial clients, including management, technology, and policy consulting and implementation services. We help our clients conceive, develop, implement, and improve solutions that address complex natural resource, social, public safety, and business issues. Our services primarily address four key markets: energy, environment, and infrastructure; health, education, and social programs; safety and security; and consumer and financial. We provide services across these four markets that deliver value throughout the entire life cycle of a policy, program, project, or initiative, from research and analysis and assessment and advice to design and implementation of programs and technology-based solutions, as well as the provision of engagement services and programs.

In September 2016, we celebrated our tenth anniversary as a publicly-traded company. In conjunction with that event, we launched a new brand, reflecting a new visual identity, logo and company website ([www.icf.com](http://www.icf.com)). The new brand reinforces ICF’s identity as a trusted services provider and expertise in key markets ranging from energy and energy efficiencies to cybersecurity, health and social programs, aviations, and digital interactives.

We categorize our clients into two client classifications: government and commercial. Within the government classification, we present three client sub-classifications: federal government, state and local government, and international government. Our major clients are federal government departments and agencies. Our federal government clients have included every cabinet-level department, most significantly HHS, DOS, and DoD. We also serve a variety of commercial clients worldwide, including airlines, airports, electric and gas utilities, banks and other financial services companies, transportation, travel and hospitality firms, non-profits/associations, law firms, manufacturing firms, retail chains, and distribution companies. For the nine-month period ended September 30, 2016, revenue generated by federal government clients and commercial clients was 49% and 34%, respectively. The remaining 17% of revenue was generated by state and local government clients, as well as international government clients.

We report operating results and financial data as a single segment based on the consolidated information used by our chief operating decision-maker in evaluating the financial performance of our business and allocating resources. Our single segment represents our core business – professional services for government and commercial clients. Although we describe our multiple service offerings to four markets to provide a better understanding of our business operations, we do not manage our business or allocate our resources based on those service offerings or markets.

Revenue increased to \$895.5 million, representing an increase of \$44.1 million or 5.2% for the nine month period ended September 30, 2016 compared to the corresponding period in the prior year. We experienced growth in federal and state and local government revenue and commercial revenue, while international government revenue declined. Operating income increased 8.2% to \$60.8 million for the nine months ended September 30, 2016 compared to the prior-year period, and net income increased 18.5% to \$33.9 million.

We believe that demand for our services will continue to grow as government, industry, and other stakeholders seek to address critical long-term societal and natural resource issues in our key markets due to heightened concerns about clean energy and energy efficiency; health promotion, treatment, and cost control; and ongoing homeland security threats. We also see significant opportunity to further leverage our digital and client engagement capabilities across our commercial and government client base. For fiscal year 2016, we anticipate net income will grow at a higher rate than revenue due to growth in higher-margin services work and reductions in expenses, including interest and amortization of intangibles.

Our future results will depend on the success of our strategy to enhance our client relationships and seek larger engagements across the program life cycle in our four key markets, and to complete and successfully integrate additional strategic acquisitions. In our four markets, we will continue to focus on building scale in vertical and horizontal domain expertise; developing business with both our government and commercial clients; and replicating our business model in selective geographies. In doing so, we will continue to evaluate strategic acquisition opportunities that enhance our subject matter knowledge, broaden our service offerings, and/or provide scale in specific geographies, resulting in the continued diversification of our revenue sources, consistent with our growth strategy.

We believe that the combination of internally-generated funds, available bank borrowings, and cash and cash equivalents on hand will provide the required liquidity and capital resources necessary to fund on-going operations, potential acquisitions, customary capital expenditures, and other current working capital requirements.

**Key Services:**

Our key services include:

**Research and Analytic Services.** We research critical policy, industry, and stakeholder issues, trends, and behavior. We collect and analyze wide varieties of data to understand critical issues and options for our clients.

**Assessment and Advisory Services.** We measure and evaluate results and their impact and, based on those assessments, we provide advice to our clients on how to navigate societal, market, business, communication, and technology challenges.

**Design and Management Services.** We design, develop, and manage plans, frameworks, programs and tools that are key to our clients' missions or business performance. These programs often relate to the analytics and advice we provide.

**Solution Identification and Implementation Services.** We identify, define, and implement technology-based systems and business tools that make our clients' organizations more effective and efficient. These solutions are implemented through a wide range of standard and customized methodologies designed to match our clients' business context.

**Engagement Services.** We inform and engage our clients' constituents, customers, and employees through public relations, branding and marketing, multichannel and strategic communications, and enterprise training and communications programs. Our engagement services frequently rely on our digital design and implementation skills.

Our clients utilize our services because we offer a combination of deep subject-matter expertise, technical solutions, and institutional experience in our market areas. We believe that our domain expertise and the program knowledge developed from our research and analytic, and assessment and advisory engagements (which we refer to hereafter as “research and advisory services”) further position us to provide our full suite of services to our clients.

### **Key Markets:**

Our services primarily address four key markets:

***Energy, Environment, and Infrastructure.*** We provide research and advisory services on energy and environmental issues for both commercial and government clients relating to power markets, energy demand, environmental policy, and the transportation industry. We develop implementation solutions for industry-related challenges, such as increasing energy efficiency, helping utilities engage with their customers, and managing the environmental challenges of large infrastructure projects.

***Health, Education, and Social Programs.*** We provide research and advisory services, as well as solution identification and implementation services, such as program development, information technology applications, and strategic communications for public health issues and a variety of social programs, such as those focused on education, child and family welfare needs, and housing and communities.

- ***Safety and Security.*** We provide research and advisory services, as well as implementation services concerning public safety, including programs that help victims of crime and at-risk youths, critical infrastructure protection, and Homeland Security in all phases of program development. Our services related to safety and security include high-end strategic planning, analysis, and technology-based solutions in the areas of logistics management, operational support, command and control, and cybersecurity.

- ***Consumer and Financial.*** We combine our expertise in strategic communications, marketing and creative services and public relations with our strengths in interactive and mobile technologies to help clients develop stronger relationships and engage with their customers and stakeholders. We do this across all channels, such as web, social, mobile, intranets and emerging platforms, through end-to-end technology-based implementations for local and global clients and through high-impact advisory and implementation services.

### **Key Clients:**

**Government.** We provide our key services to government clients including federal, state and local, and international government clients.

**Commercial.** We also provide our key services to commercial clients worldwide, including airlines, airports, electric and gas utilities, banks and other financial services companies, transportation, travel and hospitality firms, non-profits/associations, law firms, manufacturing firms, retail chains, and distribution companies. These clients include both U.S. and international-based clients.

### **Employees and Offices:**

We have more than 5,000 employees around the globe, including many recognized as thought leaders in their respective fields. We serve clients globally from our headquarters in the Washington, D.C. metropolitan area, our more than 55 regional offices throughout the U.S., and more than 10 offices outside the U.S., including offices in the United Kingdom, Belgium, China, India and Canada.

### **Recent Accounting Pronouncements**

New accounting standards are discussed in “*Note 2 Summary of Significant Accounting Policies—Recent Accounting Pronouncements*” in the Notes to Consolidated Financial Statements.

### **CRITICAL ACCOUNTING POLICIES**

During the first nine months of fiscal 2016, there were no significant changes to our critical accounting policies discussed in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2015.

## RESULTS OF OPERATIONS

## Three Months ended September 30, 2016, compared to Three Months ended September 30, 2015

The following table sets forth certain items from our unaudited consolidated statements of comprehensive income and expresses these items as a percentage of revenue for the periods indicated and the period-over-period rate of change in each of them.

	Three Months Ended September 30,				Year-to-Year Change		
	2016		2015		Three Months Ended		
	Dollars		Percentages		September 30, 2015 to 2016		
	(In Thousands)				Dollars		Percent
	2016	2015	2016	2015	(In Thousands)		
<b>Revenue</b>	\$306,520	\$288,951	100.0%	100.0%	\$17,569	6.1	%
<b>Direct Costs</b>	191,310	177,864	62.4 %	61.6 %	13,446	7.6	%
<b>Operating Costs and Expenses</b>							
Indirect and selling expenses	84,193	81,011	27.5 %	28.0 %	3,182	3.9	%
Depreciation and amortization	4,130	4,316	1.3 %	1.5 %	(186 )	(4.3)	)%
Amortization of intangible assets	3,111	4,263	1.0 %	1.5 %	(1,152 )	(27.0)	)%
<b>Total Operating Costs and Expenses</b>	91,434	89,590	29.8 %	31.0 %	1,844	2.1	%
<b>Operating Income</b>	23,776	21,497	7.8 %	7.4 %	2,279	10.6	%
Interest expense	(2,407 )	(2,674 )	(0.8 )%	(0.9 )%	267	(10.0)	)%
Other income (expense)	732	(52 )	0.2 %	—	784	(1,507.7)	)%
<b>Income before Income Taxes</b>	22,101	18,771	7.2 %	6.5 %	3,330	17.7	%
<b>Provision for Income Taxes</b>	8,664	7,226	2.8 %	2.5 %	1,438	19.9	%
<b>Net Income</b>	\$13,437	\$11,545	4.4 %	4.0 %	\$1,892	16.4	%

**Revenue.** Revenue for the three months ended September 30, 2016 was \$306.5 million, compared to \$289.0 million for the three months ended September 30, 2015, representing an increase of \$17.6 million or 6.1%. The increase in revenue was driven by a \$9.2 million increase in commercial revenue, primarily from our energy, environment, and infrastructure clients; a \$6.6 million increase in U.S. federal government revenue; and a \$5.5 million increase in state and local government revenue, primarily in our energy, environment, and infrastructure and health, education, and

social programs markets. The increase in commercial and U.S. federal and state and local government revenue was partially offset by a decline of \$3.8 million in international government revenue primarily due to our energy, environment, and infrastructure clients.

**Direct costs.** Direct costs for the three months ended September 30, 2016 were \$191.3 million compared to \$177.9 million for the three months ended September 30, 2015, an increase of \$13.4 million or 7.6%. The increase in direct costs was primarily attributable to an increase in expenses for subcontracted labor, as well as higher staff utilization during the three months ended September 30, 2016. Direct costs as a percent of revenue increased to 62.4% for the three months ended September 30, 2016, compared to 61.6 % for the three months ended September 30, 2015 as a result of the increase in subcontracted labor. We generally expect the ratio of direct costs as a percentage of revenue to increase when our own labor decreases relative to subcontracted labor.

**Indirect and selling expenses.** Indirect and selling expenses for the three months ended September 30, 2016 were \$84.2 million compared to \$81.0 million for the three months ended September 30, 2015, an increase of \$3.2 million or 3.9%. Indirect and selling expenses as a percent of revenue decreased to 27.5% for the three months ended September 30, 2016, compared to 28.0% for the three months ended September 30, 2015. The slight decrease in indirect and selling expenses as a percentage of revenue was primarily due to higher staff utilization, while non-labor expenses grew at the same rate as revenue during the three months ended September 30, 2016 compared to the prior-year period.

**Depreciation and amortization.** Depreciation and amortization was \$4.1 million for the three months ended September 30, 2016 compared to \$4.3 million for the three months ended September 30, 2015, a decrease of \$0.2 million or 4.3%.

**Amortization of intangible assets.** Amortization of intangible assets for the three months ended September 30, 2016 was \$3.1 million compared to \$4.3 million for the three months ended September 30, 2015. The \$1.2 million decrease was mainly due to reduced levels of intangible asset amortization associated with prior acquisitions.



**Operating income.** For the three months ended September 30, 2016, operating income was \$23.8 million compared to \$21.5 million for the three months ended September 30, 2015, an increase of \$2.3 million or 10.6%. Operating income as a percent of revenue increased to 7.8% for the three months ended September 30, 2016, compared to 7.4% for the three months ended September 30, 2015, largely due to lower amortization of intangible assets, partly offset by higher subcontracted labor which is generally at a lower gross margin.

**Interest expense.** Interest expense for the three months ended September 30, 2016 was \$2.4 million compared to \$2.7 million for the three months ended September 30, 2015 due to lower average debt balances outstanding.

**Other income (expense).** Other income was \$0.7 million for the three months ended September 30, 2016 compared to other expense of \$0.1 million for the three months ended September 30, 2015. Other income for the three months ended September 30, 2016 was primarily due to the net gain on a corporate owned insurance policy.

**Provision for income taxes.** The effective income tax rate for the three months ended September 30, 2016 and September 30, 2015 was 39.2% and 38.5%, respectively. Our effective tax rate, including state and foreign taxes net of federal benefit, for the quarter ended September 30, 2016, was higher than the three months ended September 30, 2015 primarily due to uncertain tax positions relating to prior years partially offset by permanent non-taxable income, a tax expense reduction associated with finalization of our prior year U.S. tax provision, and the adoption of new accounting guidance related to tax benefits for stock-based compensation.

#### **Nine Months ended September 30, 2016, compared to Nine Months ended September 30, 2015**

The following table sets forth certain items from our unaudited consolidated statements of comprehensive income and expresses these items as a percentage of revenue for the periods indicated and the period-over-period rate of change in each of them.

				<b>Year-to-Year Change</b>	
<b>Nine Months Ended September 30,</b>				<b>Nine Months Ended</b>	
<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>	<b>September 30,</b>	
<b>Dollars</b>		<b>Percentages</b>		<b>2015 to 2016</b>	
				<b>Dollars</b>	<b>Percent</b>
<b>(In Thousands)</b>					

	(In Thousands)								
<b>Revenue</b>	\$895,538	\$851,427	100.0	%	100.0	%	\$44,111	5.2	%
<b>Direct Costs</b>	562,697	520,684	62.8	%	61.2	%	42,013	8.1	%
<b>Operating Costs and Expenses</b>									
Indirect and selling expenses	250,393	249,626	28.0	%	29.3	%	767	0.3	%
Depreciation and amortization	12,233	12,058	1.4	%	1.4	%	175	1.5	%
Amortization of intangible assets	9,387	12,866	1.0	%	1.5	%	(3,479)	(27.0)	%
<b>Total Operating Costs and Expenses</b>	272,013	274,550	30.4	%	32.2	%	(2,537)	(0.9)	%
<b>Operating Income</b>	60,828	56,193	6.8	%	6.6	%	4,635	8.2	%
Interest expense	(7,312)	(7,727)	(0.8)	%	(0.9)	%	415	(5.4)	%
Other income (expense)	950	(1,473)	0.1	%	(0.2)	%	2,423	(164.5)	%
<b>Income before Income Taxes</b>	54,466	46,993	6.1	%	5.5	%	7,473	15.9	%
<b>Provision for Income Taxes</b>	20,555	18,374	2.3	%	2.1	%	2,181	11.9	%
<b>Net Income</b>	\$33,911	\$28,619	3.8	%	3.4	%	\$5,292	18.5	%

**Revenue.** Revenue for the nine months ended September 30, 2016 was \$895.5 million, compared to \$851.4 million for the nine months ended September 30, 2015, representing an increase of \$44.1 million or 5.2%. The increase in revenue was primarily driven by a \$26.5 million increase in U.S. federal government revenue, a \$16.3 million increase in state and local government revenue, and an \$8.1 million increase in commercial revenue. The increases in U.S. federal government revenue and state and local government revenue was primarily due to our energy, environment, and infrastructure and health, education, and social programs markets. The growth in commercial revenue was primarily from energy, environment, and infrastructure market. The increase in government and commercial revenue was partially offset by a \$6.8 million decrease in our international government health, education, and social programs and energy, environment, and infrastructure markets.

**Direct costs.** Direct costs for the nine months ended September 30, 2016 were \$562.7 million compared to \$520.7 million for the nine months ended September 30, 2015, an increase of \$42.0 million or 8.1%. The increase in direct costs was primarily attributable to an increase in expenses for subcontracted labor and related other direct costs, as well as higher staff utilization. Direct costs as a percent of revenue increased to 62.8% for the nine months ended September 30, 2016, compared to 61.2% for the nine months ended September 30, 2015 as a result of the increase in subcontracted labor and related other direct costs. We generally expect the ratio of direct costs as a percentage of revenue to increase when our direct labor costs decreases relative to subcontracted labor.

**Indirect and selling expenses.** Indirect and selling expenses for the nine months ended September 30, 2016 were \$250.4 million compared to \$249.6 million for the nine months ended September 30, 2015, an increase of \$0.8 million or 0.3%. Indirect and selling expenses for the nine months September 30, 2016 was relatively flat when compared to the nine months ended September 30, 2015. Indirect and selling expenses as a percent of revenue decreased to 28.0% for the nine months ended September 30, 2016, compared to 29.3% for the nine months ended September 30, 2015 due to higher staff utilization and relatively flat non-labor costs.

**Depreciation and amortization.** Depreciation and amortization was \$12.2 million for the nine months ended September 30, 2016, compared to \$12.1 million for the nine months ended September 30, 2015, an increase of \$0.2 million or 1.5%.

**Amortization of intangible assets.** Amortization of intangible assets for the nine months ended September 30, 2016 was \$9.4 million compared to \$12.9 million for the nine months ended September 30, 2015. The \$3.5 million decrease was primarily due to reduced levels of intangible asset amortization associated with prior acquisitions.

**Operating income.** For the nine months ended September 30, 2016, operating income was \$60.8 million compared to \$56.2 million for the nine months ended September 30, 2015, an increase of \$4.6 million or 8.2%. Operating income as a percent of revenue increased to 6.8% for the nine months ended September 30, 2016, from 6.6% for the nine months ended September 30, 2015.

**Interest expense.** For the nine months ended September 30, 2016, interest expense was \$7.3 million, compared to \$7.7 million for the nine months ended September 30, 2015 due to lower average debt balances outstanding.

**Other income (expense).** For the nine months ended September 30, 2016, other income was \$1.0 million compared to other expense of \$1.5 million for the nine months ended September 30, 2015. Other income for the nine months ended September 30, 2016 primarily represents the net gain on a corporate owned insurance policy. Other expense for the nine months ended September 30, 2015 primarily represents the reclassification of foreign currency translation losses from accumulated other comprehensive loss into earnings as a result of closing certain international offices as part of

actions taken to improve our cost structure and operations.

**Provision for income taxes.** The effective income tax rate for the nine months ended September 30, 2016 and September 30, 2015, was 37.7% and 39.1%, respectively. The rate decrease is primarily due to permanent non-taxable income, finalization of our prior year U.S. tax provision and the impact of adoption of new accounting guidance related to tax benefits for stock-based compensation partially offset by uncertain tax positions from prior years.

## SELECTED KEY METRICS

The following table shows our revenue from each of our four key markets as a percentage of total revenue for the periods indicated. For each client, we have attributed all revenue from that client to the market we consider to be the client's primary market, even if a portion of that revenue relates to a different market. Certain revenue amounts in the prior year have been reclassified due to minor adjustments.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Energy, environment, and infrastructure	40 %	37 %	39 %	37 %
Health, education, and social programs	42 %	45 %	43 %	44 %
Safety and security	8 %	8 %	8 %	8 %
Consumer and financial	10 %	10 %	10 %	11 %
Total	100%	100 %	100%	100 %

The dollar value increase in revenue for the four key markets increased in both the three and nine months ended September 30, 2016 compared to the three and nine months ended September 30, 2015. Changes in the energy, environment, and infrastructure business market grew at a substantially faster pace than the other business markets for the three and nine month periods ended September 30, 2016.

The following table shows our revenue by type of client as a percentage of total revenue for the periods indicated. Certain revenue amounts in the prior year have been reclassified due to minor adjustments.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
U.S. federal government	49 %	49 %	49 %	48 %
U.S. state and local government	11 %	10 %	11 %	10 %
International government	5 %	7 %	6 %	7 %
<b>Government</b>	<b>65 %</b>	<b>66 %</b>	<b>66 %</b>	<b>65 %</b>
<b>Commercial</b>	<b>35 %</b>	<b>34 %</b>	<b>34 %</b>	<b>35 %</b>
Total	100%	100 %	100%	100 %

#### Contract mix

Our contracts with clients include time-and-materials contracts, fixed-price contracts, and cost-based contracts (including cost-based fixed fee, cost-based award fee, and cost-based incentive fee, as well as grants and cooperative agreements). Our contract mix varies from year to year and quarter to quarter due to numerous factors, including our business strategies and the procurement activities of our clients. Unless the context requires otherwise, we use the term “contracts” to refer to contracts and any task orders or delivery orders issued under a contract.

The following table shows the approximate percentage of our revenue from each of these types of contracts for the periods indicated. Certain revenue amounts in the prior year have been reclassified due to minor adjustments.

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Time-and-materials	42 %	42 %	43 %	43 %
Fixed-price	39 %	38 %	38 %	38 %
Cost-based	19 %	20 %	19 %	19 %
Total	100%	100 %	100%	100 %

***Time-and-materials contracts.*** Under time-and-materials contracts, we are paid for labor at fixed hourly rates and generally reimbursed separately for allowable materials, other direct costs, and out-of-pocket expenses. Our actual labor costs may vary from the expected costs that formed the basis for our negotiated hourly rates if we utilize different employees than anticipated, need to hire additional employees at higher wages, increase the compensation paid to existing employees, or are able to hire employees at lower-than-expected rates. Our non-labor costs, such as fringe benefits, overhead, and general and administrative costs, also may be higher or lower than we anticipated. To the extent that our actual labor and non-labor costs under a time-and-materials contract vary significantly from our expected costs or the negotiated hourly rates, we can generate more or less than the targeted amount of profit or, perhaps, incur a loss.

***Fixed-price contracts.*** Under fixed-price contracts, we perform specific tasks for a pre-determined price. Compared to time-and-materials and cost-based contracts, fixed-price contracts involve greater financial risk because we bear the full impact of labor and non-labor costs that exceed our estimates, in terms of costs per hour, number of hours, and all other costs of performance in return for the full benefit of any cost savings. We therefore may generate more or less than the targeted amount of profit or, perhaps, incur a loss.

***Cost-based contracts.*** Under cost-based contracts (which include cost-based fixed fee, cost-based award fee, and cost-based incentive fee contracts, as well as grants and cooperative agreements), we are paid based on the allowable costs we incur, and usually receive a fee. All of our cost-based contracts reimburse us for our direct labor and fringe-benefit costs that are allowable under the contract; however, certain contracts limit the amount of overhead and general and administrative costs we can recover, which may be less than our actual overhead and general and administrative costs. In addition, our fees are constrained by fee ceilings and, in certain cases, such as with grants and cooperative agreements, we may receive no fee. Because of these limitations, our cost-based contracts, on average, are our least profitable type of contract, and we may generate less than the expected profit, or perhaps, incur a loss. Cost-based fixed-fee contracts specify the fee to be paid. Cost-based incentive-fee and cost-based award-fee contracts provide for increases or decreases in the contract fee, within specified limits, based upon actual results as compared to contractual targets for factors such as cost, quality, schedule, and performance.

## Contract backlog

We define *total backlog* as the future revenue we expect to receive from our contracts and other engagements. We generally include in our total backlog the estimated revenue represented by contract options that have been priced, but not exercised. We do not include any estimate of revenue relating to potential future delivery orders that might be awarded under our General Services Administration Multiple Award Schedule contracts, other Indefinite Delivery/Indefinite Quantity (“IDIQ”) contracts, Master Service Agreements (“MSAs”), or other contract vehicles that are also held by a large number of firms and under which potential future delivery orders or task orders might be issued by any of a large number of different agencies, and are likely to be subject to a competitive bidding process. We do, however, include potential future work expected to be awarded under IDIQ contracts that are available to be utilized by a limited number of potential clients and are held either by us alone or by a limited number of firms.

We include expected revenue in *funded backlog* when we have been authorized by the client to proceed under a contract up to the dollar amount specified by our client, and this amount will be owed to us under the contract after we provide the services pursuant to the authorization. If we do not provide services authorized by a client prior to the expiration of the authorization, we remove amounts corresponding to the expired authorization from funded backlog. We do include expected revenue under an engagement in funded backlog when we do not have a signed contract, but only in situations when we have received client authorization to begin or continue working and we expect to sign a contract for the engagement. In this case, the amount of funded backlog is limited to the amount authorized. Our funded backlog does not represent the full revenue potential of our contracts because many government clients, and sometimes other clients, authorize work under a particular contract on a yearly or more frequent basis, even though the contract may extend over several years. Most of the services we provide to commercial clients are provided under contracts or task orders under MSAs with relatively short durations. As a consequence, our backlog attributable to these clients is typically reflected in funded backlog and not in unfunded backlog.

We define *unfunded backlog* as the difference between total backlog and funded backlog. Our estimate of unfunded backlog for a particular contract is based, to a large extent, on the amount of revenue we have recently recognized on that contract, our experience in utilizing contract capacity on similar types of contracts, and our professional judgment. Accordingly, our estimate of total backlog for a contract included in unfunded backlog is sometimes lower than the revenue that would result from our client utilizing all remaining contract capacity.

Although we expect our total backlog to result in revenue, the timing of revenue associated with both funded and unfunded backlog will vary based on a number of factors, and we may not recognize revenue associated with a particular component of backlog when anticipated, or at all. Our government clients generally have the right to cancel any contract, or ongoing or planned work under any contract, at any time. In addition, there can be no assurance that revenue from funded or unfunded backlog will have similar profitability to previous work or will be profitable at all. Generally speaking, we believe the risk that a particular component of backlog will not result in future revenue is higher for unfunded backlog than for funded backlog.

Our funded and estimates of unfunded and total backlog at the dates indicated were as follows:

	<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>
	<b>(in millions)</b>	
Funded	\$1,071.0	\$916.4
Unfunded	1,090.3	1,052.3
Total	\$2,161.3	\$1,968.7

### **Service Revenue**

Service revenue represents revenue less subcontractor and other direct costs such as third-party materials and travel expenses. Service revenue is a measure that we use to evaluate our margins for services performed and, therefore, we believe it is useful to investors. We generally expect the ratio of direct costs as a percentage of revenue to increase when our own labor decreases relative to subcontractor labor or outside consultants.



The following table presents a reconciliation of revenue to service revenue for the periods indicated:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>(in thousands)</b>			
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Revenue	\$306,520	\$288,951	\$895,538	\$851,427
Subcontractor and other direct costs	(83,346 )	(72,532 )	(237,567 )	(209,312 )
Service revenue	\$223,174	\$216,419	\$657,971	\$642,115

### **EBITDA and Adjusted EBITDA**

EBITDA, earnings before interest and other income and/or expense, tax, and depreciation and amortization, is a measure we use to evaluate performance. We believe EBITDA is useful to investors because similar measures are frequently used by securities analysts, investors, and other interested parties in evaluating companies in our industry.

Adjusted EBITDA is EBITDA further adjusted to eliminate the impact of certain items that we do not consider to be indicative of the performance of our ongoing operations. We evaluate these adjustments on an individual basis based on both the quantitative and qualitative aspects of the item, including its size and nature and whether or not we expect it to occur as part of our normal business on a regular basis. We believe that the adjustments applied in calculating adjusted EBITDA are reasonable and appropriate to provide additional information to investors.

EBITDA and adjusted EBITDA are not recognized terms under U.S. GAAP and do not purport to be an alternative to net income as a measure of operating performance, or to cash flows from operating activities as a measure of liquidity. Because not all companies use identical calculations, this presentation of EBITDA and adjusted EBITDA may not be comparable to other similarly titled measures used by other companies. EBITDA and adjusted EBITDA are not intended to be a measure of free cash flow for management's discretionary use, as they do not consider certain cash requirements such as interest payments, tax payments, capital expenditures, and debt service. Our Credit Facility includes covenants based on EBITDA, subject to certain adjustments.

The following table presents a reconciliation of net income to EBITDA and adjusted EBITDA for the periods indicated:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30, (in thousands)</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Net income	\$13,437	\$11,545	\$33,911	\$28,619
Other (income) expense	(732 )	52	(950 )	1,473
Interest expense	2,407	2,674	7,312	7,727
Provision for income taxes	8,664	7,226	20,555	18,374
Depreciation and amortization	7,241	8,579	21,620	24,924
EBITDA	31,017	30,076	82,448	81,117
Acquisition-related expenses	—	—	—	189
Special charges related to severance for staff realignment	389	512	1,475	512
Special charges related to office closures	53	513	108	669
Adjusted EBITDA	\$31,459	\$31,101	\$84,031	\$82,487

### **Non-GAAP EPS**

Non-GAAP EPS represents diluted EPS excluding the impact of certain items such as acquisition-related expenses and special charges related to severance for staff realignment and office closures, which are also excluded from adjusted EBITDA as described further above, as well as the impact of amortization of intangible assets related to our acquisitions. We do not consider these adjustments to be indicative of the performance of our ongoing operations. Non-GAAP EPS is not a recognized term under U.S. GAAP and does not purport to be an alternative to basic or diluted EPS. Because not all companies use identical calculations, the presentation of non-GAAP EPS may not be comparable to other similarly titled measures used by other companies. We believe that the supplemental adjustments applied in calculating non-GAAP EPS are reasonable and appropriate to provide additional information to investors.

The following table presents a reconciliation of diluted EPS to non-GAAP EPS for the periods indicated:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Diluted EPS	\$0.70	\$0.59	\$1.75	\$1.45
Special charges related to severance for staff realignment	0.02	0.03	0.08	0.03
Special charges related to office closures	—	0.03	0.01	0.09
Amortization of intangibles	0.16	0.22	0.49	0.65
Income tax effects <sup>(1)</sup>	(0.07)	(0.12)	(0.22)	(0.31)
Non-GAAP EPS	\$0.81	\$0.75	\$2.11	\$1.91

Income tax effects were calculated using an effective U.S. GAAP tax rate of 39.2% and 38.5% in the third quarter (1) of fiscal year 2016 and 2015, respectively, and an effective tax rate of 37.7% and 39.1% for the first nine months of fiscal year 2016 and 2015, respectively.

## **CAPITAL RESOURCES, FINANCIAL CONDITION, AND LIQUIDITY**

**Liquidity and Borrowing Capacity.** Short-term liquidity requirements are created by our use of funds for working capital, capital expenditures, and the need to provide any debt service. We expect to meet these requirements through a combination of cash flow from operations and borrowings under the Credit Facility. We entered into our Credit Facility with a syndication of 11 commercial banks on May 16, 2014, which was further modified on November 5, 2014. The Credit Facility matures on May 16, 2019. The Credit Facility allows for borrowings of up to \$500.0 million without a borrowing base requirement, taking into account financial, performance-based limitations, and provides for an “accordion,” which permits additional revolving credit commitments of up to \$100.0 million, subject to lenders’ approval. The Credit Facility provides for stand-by letters of credit aggregating up to \$30.0 million that reduce the funds available under the revolving line of credit when issued. The Credit Facility is collateralized by substantially all of our assets and requires that we remain in compliance with certain financial and non-financial covenants. The financial covenants, as defined in the Credit Facility, require, among other things, that we maintain, on a consolidated basis for each quarter, a fixed charge coverage ratio of not less than 1.25 to 1.00 and a leverage ratio of not more than 3.75 to 1.00. As of September 30, 2016, we were in compliance with our covenants under the Credit Facility.

As of September 30, 2016, we had \$281.2 million borrowed under our revolving line of credit and outstanding letters of credit of \$3.4 million, resulting in unused borrowing capacity of \$215.4 million on our Credit Facility (excluding the accordion), which is available for our working capital needs and for other purposes. Taking into account certain financial, performance-based limitations, available borrowing capacity (excluding the accordion) was \$168.4 million as of September 30, 2016.

We have the ability to borrow funds under our Credit Facility at interest rates based on both LIBOR and prime rates, at our discretion, plus their applicable margins. The weighted average interest rate on outstanding borrowings was 2.5% for the first nine months of 2016.

We anticipate that our long-term liquidity requirements, including any future acquisitions, will be funded through a combination of cash flow from operations, borrowings under the Credit Facility, additional secured or unsecured debt, or the issuance of common or preferred stock, each of which may be initially funded through borrowings under the Credit Facility. We believe that the combination of internally-generated funds, available bank borrowings, and cash and cash equivalents on hand will provide the required liquidity and capital resources necessary to fund on-going operations, customary capital expenditures, and other current working capital requirements. We are continuously analyzing our capital structure to ensure that we have sufficient capital to fund future strategic acquisitions and internal growth. We monitor the state of the financial markets on a regular basis to assess the availability and cost of additional capital resources both from debt and equity sources. We believe that we will be able to access these markets at commercially reasonable terms and conditions if we need additional borrowings or capital.

**Financial Condition.** There were several changes in our balance sheet during the nine months ended September 30, 2016. Cash and cash equivalents increased to \$9.6 million on September 30, 2016, from \$7.7 million on December 31, 2015 and long-term debt decreased to \$281.2 million on September 30, 2016, from \$311.5 million on December 31, 2015 primarily due to improved cash flow from operations. Contract receivables, net, increased \$16.3 million compared to December 31, 2015, while days-sales-outstanding decreased from 73 days on December 31, 2015 to 71 days on September 30, 2016, primarily due to improved efficiency with converting client billings into cash. Accounts payable decreased to \$57.4 million on September 30, 2016 from \$63.7 million on December 31, 2015, and days-payables-outstanding increased from 53 days on December 31, 2015 to 55 days as of September 30, 2016. The impact of the lower accounts payable balance was partly offset by the increase in accrued salaries and benefits at September 30, 2016 due to timing differences compared to December 31, 2015. The increase in days-payables-outstanding is primarily due to the increase in accrued salaries and benefits partly offset by the decrease in accounts payable.

We have explored various options for mitigating the risk associated with potential fluctuations in the foreign currencies in which we conduct transactions. We currently have forward contract agreements (“hedges”) in an amount proportionate to work anticipated to be performed under certain contracts in Europe. We recognize changes in the fair value of the hedges in our results of operations. We may increase the number, size and scope of our hedges as we analyze options for mitigating our foreign exchange risk. The current impact of the hedges to the consolidated financial statements is immaterial.

On September 30, 2016, we entered into a floating-to-fixed interest rate swap agreement for an aggregate notional amount of \$100.0 million which hedge a portion of our floating rate indebtedness (the “Transaction”). We entered into the Transaction to help manage the risk relating to interest rate volatility. The cash flows from the Transaction begin January 31, 2018 and the hedge matures January 31, 2023. We designated the swap as a cash flow hedge. Unrealized gains and losses on the Transaction will be designated as effective or ineffective. Realized gains and losses in connection with each required interest payment will be reclassified from accumulated other comprehensive income or loss to interest expense. The Transaction had no effect on the consolidated balance sheet as of September 30, 2016 and the consolidated statement of comprehensive income for the three and nine months ended September 30, 2016. We may increase the number, size and scope of our hedges as we analyze options for mitigating our interest rate risk.

**Share Repurchase Program.** In the third quarter of 2015, our Board of Directors approved a new share repurchase program, effective November 5, 2015 and expiring on November 4, 2017, that authorizes share repurchases in the aggregate up to \$75.0 million, not to exceed the amount allowed under our Credit Facility. Our Credit Facility further limits our share repurchases to \$75.0 million during the duration of the Credit Facility, net of new issuances as defined in the Credit Facility. Purchases under this program may be made from time to time at prevailing market prices in open market purchases or in privately negotiated transactions under plans pursuant to Rules 10b5-1 and 10b-18 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance with applicable insider trading and other securities laws and regulations. The purchases will be funded from existing cash balances and/or borrowings, and the repurchased shares will be held in treasury and used for general corporate purposes. The timing and extent to which we repurchase our shares will depend upon market conditions and other corporate considerations, as may be considered in our sole discretion. During the nine months ended September 30, 2016, we repurchased 305,590 shares under this program at an average price of \$37.28 per share. As of September 30, 2016, and after taking into account our Board authorization and Credit Facility share repurchase limits, approximately \$35.6 million remained available for share repurchases.

**Cash Flow.** We consider cash on deposit and all highly liquid investments with original maturities of three months or less to be cash and cash equivalents. The following table sets forth our sources and uses of cash for the nine months ended September 30, 2016 and September 30, 2015:

**Nine Months  
Ended**

**September 30,**

	<b>2016</b>	<b>2015</b>
	<b>(in thousands)</b>	
Net cash provided by operating activities	\$57,818	\$42,901
Net cash used in investing activities	(10,654)	(11,607)
Net cash used in financing activities	(44,672)	(36,208)
Effect of exchange rate changes on cash	(592 )	(1,486 )
Net increase (decrease) in cash and cash equivalents	\$1,900	\$(6,400 )

Our operating cash flow is primarily affected by the overall profitability of our contracts, our ability to invoice and collect from our clients in a timely manner, and our ability to manage our vendor payments. We bill most of our clients monthly after services are rendered. Operating activities provided \$57.8 million in cash for the nine months ended September 30, 2016 compared to \$42.9 million for the nine months ended September 30, 2015. Cash flows provided by operating activities for the nine months ended September 30, 2016 were positively impacted primarily by net income, accrued salaries and benefits and accrued expenses and other current liabilities and were negatively impacted primarily by net contract receivables due to revenue growth and temporary timing differences in client billings, net income tax payable, prepaid expenses and other assets, and accounts payable. Cash flows provided by operating activities for the nine months ended September 30, 2015 were positively impacted primarily by net income and the net income tax payable and were negatively impacted primarily by net contract receivables due to temporary timing differences in client billings, accrued salaries and benefits, accrued expenses and accounts payable.

Investing activities used cash of \$10.7 million for the nine months ended September 30, 2016, compared to \$11.6 million for the nine months ended September 30, 2015. The cash used in investing activities for the nine months ended September 30, 2016 was primarily for capital expenditures. The cash used in investing activities for the nine months ended September 30, 2015 was primarily for capital expenditures and a holdback adjustment for our 2014 acquisition of OCO Holdings, Inc. and its various subsidiaries, including Olson + Co., Inc.

For the nine months ended September 30, 2016, cash flow used in financing activities of \$44.7 million was largely attributable to \$30.3 million in net payments on our working capital facility and cash used for net payments for stock issuances and buybacks of \$13.4 million. For the nine months ended September 30, 2015, cash flow used in financing activities of \$36.2 million was largely attributable to \$17.9 million in net payments on our working capital facility and cash used for net payments for stock issuances and buybacks of \$17.7 million.

## OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

We use off-balance sheet arrangements to finance the lease of facilities. We have financed the use of all of our office and storage facilities through operating leases. Operating leases are also used from time to time to finance the use of computers, servers, copiers, telephone systems, and to a lesser extent, other fixed assets, such as furnishings, and we also obtain operating leases in connection with business acquisitions. We generally assume the lease rights and obligations of businesses acquired in business combinations and continue financing facilities and equipment under operating leases until the end of the lease term following the acquisition date.

The Credit Facility provides for stand-by letters of credit aggregating up to \$30.0 million that reduce the funds available under the revolving line of credit when issued. As of September 30, 2016, we had 9 outstanding letters of credit with a total value of \$3.4 million, primarily related to deposits to support our facility leases.

The following table summarizes our contractual obligations as of September 30, 2016 that require us to make future cash payments. For contractual obligations, we include payments that we have an unconditional obligation to make.

	Total	Payments due by Period			
		(in thousands)			
		Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt obligation <sup>(1)</sup>	\$338,342	\$7,793	\$7,793	\$322,756	\$—
Rent of facilities	222,761	36,418	67,674	60,182	58,487
Operating lease obligations	1,635	748	832	55	—
Capital expenditure obligations	9,056	5,234	3,822	—	—
Total	\$571,794	\$50,193	\$80,121	\$382,993	\$58,487

<sup>(1)</sup> Represents the obligation for principal and variable interest payments related to our Credit Facility assuming the principal amount outstanding and interest rates at September 30, 2016 remain fixed through maturity. These

assumptions are subject to change in future periods. The effects of the interest rate swap are not included in the Contractual Obligations table. For further details on our debt obligations and the related hedges, see “*Note 5 Long-Term Debt and Note 6 Derivative Instruments and Hedging Activities*” to our Consolidated Financial Statements.

***Item 3. Quantitative and Qualitative Disclosures About Market Risk***

There have been no material changes in the disclosures discussed in the section entitled “Quantitative and Qualitative Disclosures About Market Risk” in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the SEC on March 8, 2016.

***Item 4. Controls and Procedures***

***Disclosure Controls and Procedures and Internal Controls Over Financial Reporting.*** As of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in our reports filed with the SEC under the Exchange Act is (1) recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and (2) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There have been no significant changes in our internal controls over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f), during the period covered by this Quarterly Report on Form 10-Q or, to our knowledge, in other factors that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.



***Limitations on the Effectiveness of Controls.*** Control systems, no matter how well conceived and operated, are designed to provide a reasonable, but not an absolute, level of assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been or will be detected. Because of the inherent limitations in any control system, misstatements due to error or fraud may occur and may not be detected.

## **PART II. OTHER INFORMATION**

### ***Item 1. Legal Proceedings***

We are involved in various legal matters and proceedings arising in the ordinary course of business. While these matters and proceedings cause us to incur costs, including, but not limited to, attorneys' fees, we currently believe that any ultimate liability arising out of these matters and proceedings will not have a material adverse effect on our financial position, results of operations, or cash flows.

An update on litigation related to our Road Home contract is discussed in "Note 4 – Commitments and Contingencies—Road Home Contract" in the Notes to Consolidated Financial Statements.

### ***Item 1A. Risk Factors***

Investing in our common stock involves risk. There are numerous and varied risks, known and unknown, that may affect us and prevent us from achieving our goals. A discussion of our risk factors is disclosed in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 8, 2016. Certain risk factors have been updated below and should be read in conjunction with the risk factors in our Annual Report on Form 10-K. There have been no other material changes in those risk factors. The risks described in our Annual Report on Form 10-K and updated below are not the only risks that we encounter. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results.

**Litigation, claims, disputes, audits, reviews, and investigations in connection with the completed Road Home contract expose us to many different types of liability, may divert management attention, and could increase our costs.**

An update on litigation related to our Road Home contract is discussed in "Note 4 – Commitments and Contingencies—Road Home Contract" in the Notes to Consolidated Financial Statements.

**Our international operations pose additional risks to our profitability and operating results.**

Following a referendum on June 23, 2016 in which voters in the United Kingdom (“U.K.”) approved an exit from the European Union (“EU”), it is expected that the U.K. government will initiate a process to leave the EU (often referred to as “Brexit”), including negotiating the terms of the U.K.’s future relationship with the EU. Such an exit from the EU is unprecedented, and it is unclear how the U.K.’s access to the EU Single Market, and the wider commercial, legal and regulatory environment in which we, our customers and our counterparties operate, will be impacted. Our U.K. and Belgian operations service most of our European clients, including the EU, and these operations could be disrupted by Brexit, particularly if there is a change in the U.K.’s relationship to the EU Single Market. Even prior to any change to the U.K.’s relationship with the EU, the uncertainty surrounding the terms of the U.K.’s exit and its consequences could adversely impact customer and investor confidence, result in additional market volatility and adversely affect our businesses and results of operations.

***Item 2. Unregistered Sales of Equity Securities and Use of Proceeds***

***Issuances of Common Stock.*** For the three months ended September 30, 2016, a total of 4,654 shares of unregistered common stock, valued at an aggregate of \$189,837 were issued to seven directors of the Company for director-related compensation on July 1, 2016. The issuance of these shares is exempt from registration under Section 4(2) of the Securities Act of 1933, as amended.

**Purchase of Equity.** The following table summarizes our share repurchase activity for the three months ended September 30, 2016:

<b>Period</b>	<b>Total Number of Shares Purchased (a)</b>	<b>Average Price Paid per Share (a)</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)</b>	<b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (b)</b>
July 1 – July 31	19,848	\$ 41.27	19,848	\$ 36,573,496
August 1 – August 31	25,200	\$ 41.11	22,900	\$ 35,939,282
September 1 – September 30	19,725	\$ 43.49	19,725	\$ 35,618,269
<b>Total</b>	<b>64,773</b>	<b>\$ 41.88</b>	<b>62,473</b>	

The total number of shares purchased of 64,773 includes shares repurchased pursuant to our share repurchase program described further in footnote (b) below, as well as shares purchased from employees to pay required (a) withholding taxes related to the settlement of restricted stock units in accordance with our applicable long-term incentive plan. During the three months ended September 30, 2016, we repurchased 2,300 shares of common stock from employees in satisfaction of tax withholding obligations at an average price of \$41.04 per share.

In the third quarter of 2015, our Board of Directors approved a new share repurchase plan, effective November 5, 2015 and expiring on November 4, 2017, that authorizes share repurchases in the aggregate up to \$75.0 million, not to exceed the amount allowed under our Credit Facility. Our Credit Facility, which we entered into on May 16, (b) 2014, further limits our share repurchases to \$75.0 million during the duration of the Credit Facility, net of new issuances, as defined in the Credit Facility, which increase the amount available for share repurchases. During the three months ended September 30, 2016, we repurchased 62,473 shares under this program at an average price of \$41.91 per share.

### **Item 3. Defaults Upon Senior Securities**

None.

***Item 4. Mine Safety Disclosures***

Not applicable.

***Item 5. Other Information***

None.

***Item 6. Exhibits***

**Exhibit**

**Exhibit**

**Number**

- |      |  |
|------|--|
| 31.1 | Certificate of the Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a).  |
| 31.2 | Certificate of the Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a) and 15d-14(a).  |
| 32.1 | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

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101 The following materials from the ICF International, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statements of Cash Flows and (iv) Notes to Consolidated Financial Statements.\*

\* Submitted electronically herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ICF INTERNATIONAL, INC.

November 2, 2016 By: /s/ Sudhakar Kesavan  
Sudhakar Kesavan  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

November 2, 2016 By: /s/ James Morgan  
James Morgan  
Executive Vice President and Chief Financial Officer  
  
(Principal Financial Officer)