

ICF International, Inc.
Form DEF 14A
April 22, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

ICF INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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ICF INTERNATIONAL, INC.

9300 Lee Highway

Fairfax, Virginia 22031

Notice of Annual Meeting of Stockholders

to be held on June 3, 2011

Notice is hereby given that the annual meeting of stockholders of ICF International, Inc. ("ICF International") will be held at ICF International, 9300 Lee Highway, Fairfax, Virginia 22031, on June 3, 2011, at 10:00 a.m., local time, for the following purposes:

1. To elect one director for a term expiring in 2014 (Proposal 1);
2. To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2011 (Proposal 2);
3. To provide an advisory vote regarding ICF International's overall pay-for-performance executive compensation program (Proposal 3);
4. To provide an advisory vote on the frequency of say on pay votes (Proposal 4); and
5. To transact any other business that is properly brought before the meeting or any adjournment or postponement.

Pursuant to the Delaware General Corporation Law and ICF International's Bylaws, stockholders of record at the close of business on April 4, 2011 are entitled to notice of and to vote at the meeting. This notice of annual meeting, proxy statement, and form of proxy are being distributed and made available on or about April 22, 2011.

We are pleased to utilize the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials to stockholders over the Internet. As a result, we are mailing to many of our stockholders a notice instead of a paper copy of this proxy statement and our 2010 Annual Report. This notice contains instructions on how to access those documents over the Internet. We direct your attention to the attached proxy statement for more information, including instructions on how stockholders can receive a paper copy of our proxy materials, including this proxy statement, our 2010 Annual Report and a form of proxy or voting instruction form. All stockholders who do not receive a notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. Employing an electronic distribution process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

We cordially invite you to attend this year's meeting. It is important that your shares of ICF International's common stock be represented at this meeting in order to help ensure the presence of a quorum. Even if you plan to attend the annual meeting of stockholders in person, please vote your shares of ICF International common stock by mailing your completed proxy or voting instruction form, or voting electronically or telephonically, as doing so will ensure your representation at the annual meeting regardless of whether you attend in person. Thank you for your cooperation and continued support of ICF International.

By Order of the Board of Directors,

/s/ Sudhakar Kesavan
Sudhakar Kesavan,
Chairman and Chief Executive Officer

Fairfax, Virginia

April 22, 2011

YOUR VOTE IS IMPORTANT

Your vote is important. To ensure your representation at the meeting, please vote by using the Internet or by telephone or, if you received a paper copy of the proxy form by mail, by signing and returning the enclosed proxy form. Instructions for your voting options are described on the Notice of Internet Availability of Proxy Materials or proxy form.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on June 3, 2011: A copy of the proxy statement and 2010 Annual Report are available at www.proxyvote.com.

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for
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ICF INTERNATIONAL, INC.

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of ICF International, Inc. (ICF International, the Company, we, or us) to be used at the annual meeting of stockholders of the Company. The annual meeting will be held at 9300 Lee Highway, Fairfax, Virginia 22031, on June 3, 2011, at 10:00 a.m., local time. This proxy statement and enclosed proxy form are being made available over the Internet or delivered by mail on or about April 22, 2011, to stockholders of record.

VOTING AND MEETING INFORMATION

What is the purpose of the annual meeting?

At our annual meeting, you will be asked to:

elect one director to serve for a term expiring at our annual meeting in 2014 (Proposal 1);

ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm (Proposal 2);

provide an advisory vote regarding ICF International's overall pay-for-performance executive compensation program (Proposal 3);

provide an advisory vote on the frequency of say on pay votes (Proposal 4); and

transact any other business that properly comes before the meeting or any adjournment or postponement.

How does the Board recommend that I vote?

Our Board of Directors recommends that you vote your shares **FOR** the nominee for election to the Board; **FOR** the ratification of our independent registered public accounting firm for the 2011 fiscal year; **FOR** the approval of the say on pay vote; and a vote for **EVERY THREE YEARS** (as opposed to every one or two years) for the frequency of say on pay votes.

Who is entitled to vote?

Holders of record of our common stock as of the close of business on April 4, 2011, are entitled to vote at the annual meeting. At that time, we had 19,653,319 outstanding shares of common stock. We have no other outstanding classes of stock that are entitled to vote at the annual meeting. Voting stockholders are entitled to one vote per share.

Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?

We are pleased to utilize the U.S. Securities and Exchange Commission (SEC) rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our stockholders a notice about the Internet availability of the proxy materials instead of a paper copy of the proxy materials. All stockholders receiving the notice will have the ability to access the proxy materials over the Internet and to request to receive a paper copy of the proxy materials by mail.

To reduce the expenses of delivering duplicate notices to stockholders, we are relying upon SEC rules that permit us to deliver only one notice about the Internet availability of the proxy materials to multiple stockholders who share an address, unless we receive contrary instructions from any stockholder at that address. Upon request,

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whether oral or written, we will deliver a separate copy of the notice about the Internet availability of the proxy materials to any stockholder at a shared address who requests his or her own copy. Requests should be made to MBS Value Partners, LLC, at 424 Madison Avenue, Suite 400, New York, New York 10017, Attention: Lynn Morgen, ICF Investor Relations, or by telephoning Ms. Morgen at: (212) 750-5800.

How can I access the proxy materials over the Internet?

Your notice about the Internet availability of the proxy materials, proxy form, or voting instruction form will contain instructions on how to view our proxy materials for the annual meeting on the Internet. **Our proxy materials are also publicly available, free of charge, at www.proxyvote.com.** Our proxy materials will be available at this website through the conclusion of the annual meeting.

Your notice of Internet availability of proxy materials, proxy form, or voting instruction form will contain instructions on how you may request to access proxy materials electronically on an ongoing basis. Choosing to access your proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials.

How may I obtain a paper copy of the Company's proxy materials, 2010 Annual Report, and/or other financial information?

Stockholders receiving a notice about the Internet availability of the proxy materials will find instructions about how to obtain a paper copy of the proxy materials on their notice. Stockholders also may request a free copy of our proxy statement and/or 2010 Annual Report, which includes our Form 10-K, by writing to: MBS Value Partners, LLC, 424 Madison Avenue, Suite 400, New York, New York 10017, Attention: Lynn Morgen, ICF Investor Relations. Alternatively, stockholders can access the 2010 Annual Report, which includes our Form 10-K, on our Investor Relations website at: <http://investor.icfi.com>. We will also furnish any exhibit to the 2010 Form 10-K if specifically requested.

How do I vote?

You may vote in person at the meeting, on the Internet, by telephone, or through a proxy or voting instruction form. Stockholders who have received a notice of the availability of the proxy materials by mail may submit proxies over the Internet by following the instructions on the notice. Stockholders who have received a paper copy of a proxy form or voting instruction form by mail may either:

- (i) submit their proxy over the Internet or by telephone by following the instructions on the proxy form or voting instruction form; or
- (ii) submit their proxy by mail by signing and dating the proxy form or voting instruction form received and returning it in the prepaid envelope.

What if I hold shares indirectly?

If you hold shares in a stock brokerage account or through a bank or other nominee, you are considered to be the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker how to vote. If you do not direct your broker how to vote, your broker is permitted to vote your shares on the appointment of the independent registered public accounting firm, even if you do not furnish voting instructions. However, your broker will not be able to vote on other matters.

If your shares are held in street name, your broker or other nominee may have procedures that will permit you to vote by telephone or electronically through the Internet.

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Can I change my vote?

You have the right to revoke your proxy at any time before votes are counted at the meeting by:

notifying us in writing at our corporate offices by writing to ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Assistant Corporate Secretary, Mollie Roy;

entering a new vote by using the Internet or the telephone, or by mailing a new proxy form or new voting instruction form bearing a later date, which will automatically revoke your earlier voting instructions; or

voting in person at the meeting.

Attendance at the meeting will not in itself constitute revocation of your proxy.

Attending the Meeting

Attendance at the meeting is limited to stockholders who are:

stockholders of record;

beneficial holders of ICF International common stock held by a broker, bank, or other nominee (*i.e.*, in street name); and

authorized representatives of entities who are record or beneficial holders.

A stockholder of the class noted above must present, in addition to a valid photo identification or other satisfactory proof of identification, the following materials in order to be admitted to the meeting:

stockholders of record must present the top portion of their proxy card, which will serve as an admission ticket;

beneficial holders will need proof of ownership. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership. If you want to vote your shares of ICF International common stock held in street name in person at the meeting, you must obtain a written proxy in your name from the broker, bank, or other nominee who is the record holder of your shares; and

in addition to any evidence required above for record or beneficial holders, authorized representatives must present a letter from the entity certifying as to their status as an authorized representative.

Cameras (including cellular phones or personal digital assistants (PDAs) with photographic capabilities), recording devices and other electronic devices, and the use of cellular phones or PDAs will not be permitted at the meeting. Representatives will be at the entrance to the meeting and these representatives will have the authority, on the Company s behalf, to determine whether the admission policy and procedures are being followed and whether you will be granted admission to the meeting.

What are the requirements and procedures for a quorum, abstentions, and broker non-votes?

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Your shares are counted as present at the meeting if you attend the meeting, if you properly return a proxy by mail, or you vote by telephone or electronically. In order for us to vote on matters at the meeting, a majority of our outstanding shares of common stock as of April 4, 2011 must be present in person or by proxy at the meeting. This is referred to as a quorum. Abstentions will be counted for purposes of establishing a quorum at the meeting and will be counted as voting (but not for or against) on the affected proposal. Broker non-votes will be counted for purposes of establishing a quorum for routine matters but will not be counted for non-routine matters and never as voting. A broker non-vote occurs when a broker, bank, or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and/or has not received voting instructions from the beneficial owner. Broker

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non-votes may arise with respect to the proposal for the election of directors, the advisory say on pay, and frequency of say on pay votes because such proposals are considered non-routine matters by The New York Stock Exchange (NYSE) rules that govern banks and brokers, and brokers are not allowed to vote your shares on such proposals if you do not furnish voting instructions. If a quorum is not present, the meeting will be adjourned until a quorum is present.

How many votes are needed to approve each item?

At this year's annual meeting, stockholders will elect one director to serve a term of three years. In voting on the election of the director, you may vote in favor of the nominee or withhold votes as to the nominee. There is no cumulative voting for the election of directors. Directors must be elected by a plurality of the votes cast at the annual meeting. This generally means that the nominee(s) receiving the greatest number of votes cast at the meeting will be elected. Votes that are withheld and broker non-votes will have no effect on the outcome of the election.

In voting on the ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm, you may vote in favor of the proposal, vote against the proposal, or abstain from voting. The ratification of Grant Thornton LLP as the independent registered public accounting firm will be decided by the affirmative vote of a majority of the votes cast on the matter at the annual meeting. Abstentions and broker non-votes will not count as either for or against the proposal.

The say on pay and the frequency of say on pay votes are only advisory votes to the Board regarding the compensation of the Company's top executives and the determination of how often stockholders will be given the opportunity to approve such compensation, either annually, every other year or every three years. The Board will strongly consider the outcome of these votes in determining the compensation of top executives and how often the stockholders are given the advisory vote. Votes that are withheld and broker non-votes will have no effect on the outcome of the advisory votes.

How will voting on any other business be conducted?

We currently do not know of any business to be considered at the annual meeting other than the four proposals described in this proxy statement. If any other business is properly presented at the meeting, your signed proxy form gives authority to the named proxies to vote your shares on such matters, including any adjournment or postponement of the meeting, in their discretion.

Who will count the vote?

Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspectors of election.

Where can I find the voting results of the annual meeting?

The preliminary voting results will be announced at the annual meeting. The final voting results will be tallied by the inspector of election and published within four business days via a Form 8-K current event filing following the conclusion of the annual meeting.

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PROPOSAL 1 ELECTION OF DIRECTOR

Our authorized number of directors is presently fixed at eight (8), divided into three classes of three members in two classes and two members in the other class. Our directors are elected to serve three-year terms, so that the term of office of one class of directors expires at each annual meeting. Mr. David Lucien has notified the Company that he will not stand for re-election at the annual meeting of stockholders. Although the Company and Board are diligently searching for a new member to fill the Board vacancy left by Mr. Lucien's departure, we have not yet found an ideal candidate, although several leads are being pursued at this time. As a result, we currently have a vacancy in Class II of the Board of Directors that will not be filled at the annual meeting. We intend to fill this vacancy as soon as possible. The new Board member will be placed in Class II to fill the current vacancy.

The Board of Directors has nominated Dr. Edward H. Bersoff for election as a director for a term expiring at our annual meeting in 2014 or until his respective successor has been elected and qualified. Dr. Bersoff is currently a director of ICF International. If Dr. Bersoff becomes unavailable for election, the accompanying proxy may be voted for a substitute, or in favor of holding a vacancy to be filled by the directors. We have no reason to believe that Dr. Bersoff will be unavailable. The director nominee will be elected by a plurality of votes cast at the annual meeting. A plurality is generally defined as the excess of the votes cast in favor of a director nominee over those cast in favor of any other nominee. Despite the current vacancy, the proxies cannot be voted for a greater number of persons than the number of nominees named in this proxy statement.

Dr. Bersoff is a seasoned business leader who contributes an array of experience, qualifications, attributes, and skills to the Board. The following information regarding Dr. Bersoff provides background information and a summary of his key qualifications to serve as a director. Please also see the chart below summarizing how Dr. Bersoff reflects Board selection criteria adopted by our Governance and Nominating Committee. The age indicated for each individual is as of December 31, 2010.

Nominee for Election as Director for a Term Expiring in 2014 Class II Director

Dr. Edward H. Bersoff, age 68, has served as a director of ICF International since October 2003. Dr. Bersoff is the Chairman of ATS Corporation, a publicly traded information technology services firm located in Northern Virginia serving U.S. federal, state, and local government agencies. Dr. Bersoff previously served as the President and Chief Executive Officer of ATS Corporation from January 2007 until January 2011, during which time ATS completed three acquisitions in the federal services industry. Previously, he was chairman and founder of Greenwich Associates, a business advisory firm located in Northern Virginia that was formed in 2003. From November 2002 to June 2003, he was managing director of Quarterdeck Investment Partners, LLC, an investment banking firm, and Chairman of Re-route Corporation, a company that offers email forwarding and address correction services. From February 1982 until November 2001, Dr. Bersoff was Chairman, President, and Chief Executive Officer of BTG, Inc. (BTG), a publicly traded information technology firm he founded in 1982. Under Dr. Bersoff's leadership, BTG completed six acquisitions in the federal services industry. In November 2001, BTG was acquired by The Titan Corporation (Titan), a NYSE listed company. Dr. Bersoff served as a director of Titan from February 2002 until August 2005 when Titan was sold. He also serves on the boards of a number of private companies. Dr. Bersoff holds A.B., M.S., and Ph.D. degrees in mathematics from New York University and is a graduate of the Harvard Business School's Owner/President Management Program. Dr. Bersoff is the former Rector of the Board of Visitors of Virginia Commonwealth University; a Trustee of the VCU Medical Center; and a former Trustee of New York University. He currently serves as a Trustee of Holy Cross Hospital.

Selected Director Qualifications:

CEO position with several publicly held companies

Very substantial experience in the government and commercial services sector

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Experience on boards of other publicly held companies

Experience in leading acquisitions in the government services sector

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE NOMINEE.

Directors Whose Term of Office Expires in 2012 Class III Directors

Richard M. Feldt, age 59, has served as a director of ICF International since March 2008. Mr. Feldt has served as President and Chief Executive Officer and a director of Advanced Electron Beams, a leading supplier of compact electron beams for energy efficient, environmentally sustainable manufacturing solutions, since October 2010. Previously, he served as President and Chief Executive Officer of Evergreen Solar, Inc., a Nasdaq-listed developer and manufacturer of photovoltaic panels, since December 2003. Before that, he served as Chief Executive Officer of Perseid, a spin-off from the Raytheon Corporation to commercialize proprietary optical phased array technology during 2002. Mr. Feldt received a Bachelor of Science in Industrial Engineering from Northeastern University.

Selected Director Qualifications:

Service as CEO of several businesses, including a public company

Substantial expertise in the energy field, including renewables

Experience with technology-based service businesses

Joel R. Jacks, age 63, has served as a director of ICF International since June 1999. Mr. Jacks is a Managing Partner, and was a founder in 1995, of the private equity firm CM Equity Partners, which invests in established middle market companies and manages private equity funds and investments through its management company, CM Equity Management, L.P. Mr. Jacks served as the Chairman and Chief Executive Officer of ATS Corporation, a publicly traded information technology services firm serving U.S. federal, state, and local government agencies, from April 2005 until January 2007. Mr. Jacks continues to serve as a director of ATS Corporation. Related to his private equity investing activities, Mr. Jacks is a director of several companies, including: RGS Associates, Inc.; Echo Bridge Entertainment, LLC; Frontier Global Investment Services Ltd.; and Preferred Systems Solutions, Inc. Within the past five years, Mr. Jacks has also served as a director of: Falcon Communications, Inc.; Laguna Ventures, Inc.; Martin Designs, Inc.; and Devon Publishing Group. Martin Designs filed for Chapter 7 bankruptcy protection in the Northern District of Ohio on February 21, 2008. Devon Publishing filed for an assignment for the benefit of creditors in California in March 2007. Mr. Jacks received a Bachelor of Commerce degree from the University of Cape Town and a Masters in Business Administration from the Wharton School of Business, University of Pennsylvania.

Selected Director Qualifications:

Managing partner of private equity firm that joined with management to purchase the Company in 1999

Significant participation in the oversight of the Company's growth and development since 1999

Substantial experience in leading and financing acquisitions in the government services sector

Experience on boards of other publicly held companies within the government services sector

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Sudhakar Kesavan, age 56, has served as a director of ICF International since June 1999 and serves as the Chairman and Chief Executive Officer of ICF International and its wholly owned subsidiary, ICF Consulting Group, Inc. (ICF Consulting). In 1997, Mr. Kesavan was named President of ICF Consulting when it was a subsidiary of ICF Kaiser (Kaiser). In 1999, ICF Consulting was divested from Kaiser and became a wholly

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owned subsidiary of the Company through a joint effort of the management of ICF Consulting and CM Equity Partners. Mr. Kesavan received his Master of Science degree from the Technology and Policy Program at the Massachusetts Institute of Technology, his postgraduate diploma in management from the Indian Institute of Management, Ahmedabad, and his Bachelor of Technology degree (chemical engineering) from the Indian Institute of Technology, Kanpur. Mr. Kesavan serves on the Board of the Rainforest Alliance, a New York-based non-profit environmental organization, and is the Executive Vice Chair of the Northern Virginia Technology Council.

Selected Director Qualifications:

CEO since the Company was purchased in 1999

CEO who has overseen the Company's very substantial growth while maintaining stable professional workforce

Experience leading both organic growth and acquisition activities

Directors Whose Term of Office Expires in 2013 Class I Directors

Dr. Srikant M. Datar, age 57, has served as a director of ICF International since July 2006. Dr. Datar is the Arthur Lowes Dickinson Professor at Harvard Business School. Dr. Datar is a Chartered Accountant and has been a professor of accounting and business administration at Harvard since July 1, 1996, previously serving as a professor at Stanford University and Carnegie Mellon University. Dr. Datar is a member of the board of directors of Novartis AG, a holding company organized under Swiss law and publicly traded on the SWX Swiss Stock Exchange and the NYSE, in the form of American Depositary Shares; of KPIT Cummins Infosystems Limited, a public company under Indian Law whose shares are publicly traded on the Mumbai Stock Exchange; and of Stryker Corporation, the shares of which are publicly traded on the NYSE. He has published papers in several leading academic journals and is the co-author of *Rethinking the MBA: Business Education at a Crossroads*. He has consulted with and done field-based research with many corporations and has presented his research to managers and executives in North and South America, Europe, Asia, Australia and Africa. Dr. Datar received gold medals upon his graduation from the Indian Institute of Management, Ahmedabad, and the Institute of Cost and Works Accountants of India. Dr. Datar received a Masters in Statistics and Economics and a Ph.D. in Business from Stanford University.

Selected Director Qualifications:

Service on boards of other international businesses, including as director of a leading global pharmaceutical company, director of a leading global medical technology company, and director of an Indian high-technology company

Substantial teaching and practical experience in accounting and related issues, having been a senior associate dean and a current professor of a leading US university

Both academic and broad-based business, finance, and accounting experience

Eileen O Shea Auen, age 48, has served as a director of ICF International since March 2008. Ms. Auen has been the Chairperson and Chief Executive Officer of PMSI, Inc. (Pharmacy Management Services, Inc.) since December 2008. In 2007, she was the head of Healthcare Management for Aetna. From 2005 to 2007, Ms. Auen was the Chief Executive Officer of APS Healthcare, Inc. (APS Healthcare). Prior to her role at APS Healthcare, Ms. Auen was a managing partner of Chapterhouse, LLC from 2004 to 2005; the President of Health Net of the Northeast from 2003 to 2004; and the President of the Southeast Region of Cigna Healthcare from 2000 to 2003. Ms. Auen received a Bachelor of Arts degree from Towson University and a Masters in Business Administration from the University of Virginia.

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Selected Director Qualifications:

Current and prior experience as a CEO

Substantial expertise in healthcare

Meaningful experience in the services sector

Peter M. Schulte, age 53, has served as a director of ICF International since June 1999. Mr. Schulte is a Managing Partner, and was a founder in 1995, of the private equity firm CM Equity Partners, which invests in established middle market companies and manages private equity funds and investments through its management company, CM Equity Management, L.P. In addition, Mr. Schulte served as the President, Secretary, and as a director of ATS Corporation, a publicly traded information technology services firm serving U.S. federal, state, and local government agencies, from April 2005 until January 2007. Mr. Schulte continues to serve as a director of ATS Corporation. Related to his private equity investing activities, Mr. Schulte is a director of several companies, including: RGS Associates, Inc.; Preferred Systems Solutions, Inc.; Frontier Global Investment Services, Ltd.; and Xebec Global Corporation. Mr. Schulte received a Bachelor of Arts degree in Government from Harvard College and a Masters in Public and Private Management from the Yale School of Management.

Selected Director Qualifications:

Managing partner of private equity firm that joined with management to purchase the Company in 1999

Significant participation in the oversight of the Company's growth and development since 1999

Substantial experience in leading and financing acquisitions in the government services sector

Experience on boards of other publicly held companies within the government services sector

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During 2010, in connection with its review of the Board nomination process, the Governance and Nominating Committee adopted revised non-exclusive Board selection guidelines to assist the Governance and Nominating Committee in evaluating candidates for the Board. Such guidelines were reviewed by the Governance and Nominating Committee in 2011 in connection with its review of the Board nomination process. These guidelines, and an indication of which of the guideline criteria are particularly satisfied by each nominee and continuing director, are summarized below:

Guideline Criteria	Eileen O Shea Auen	Edward H. Bersoff	Srikant M. Datar	Richard M. Feldt	Joel R. Jacks	Sudhakar Kesavan	Peter M. Schulte
Reputation for integrity, honesty and adherence to high ethical standards	X	X	X	X	X	X	X
Demonstrated business and financial acumen and experience	X	X	X	X	X	X	X
Willingness and ability to contribute positively to the collegial decision-making process of the Board	X	X	X	X	X	X	X
Professional experience/familiarity within the government contracting industry		X			X	X	X
Prominence within professional discipline and/or industry	X	X	X	X	X	X	X
Commitment to attend and participate in Board and Board Committee meetings regularly	X	X	X	X	X	X	X
No conflict of interest that would impair ability to represent the interests of all Company stockholders and fulfill responsibilities of a director	X	X	X	X	X	X	X
Contributed to Board diversity (in terms of race, gender, national origin, etc.)	X		X			X	
Strengths and experience that contribute to ability to serve effectively on one or more Board Committees (audit, compensation, governance, mergers and acquisitions)	X	X	X	X	X	X	X
Operational experience serving as the CEO, COO, CFO or in a similar position with a significant services business	X	X		X	X	X	
Experience in leading mergers and acquisitions	X	X			X	X	X
Experience in integrating acquired businesses after mergers and acquisitions		X				X	
Familiarity with capital markets, financing transaction strategy, and investor relations	X	X		X	X	X	X
Director experience serving on boards of other public companies		X	X	X	X		X

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The Audit Committee has appointed Grant Thornton LLP (Grant Thornton) to serve as our independent registered public accounting firm for fiscal year 2011 and requests that stockholders confirm such appointment. Grant Thornton audited our consolidated financial statements for 2010. Representatives of Grant Thornton will be present at the annual meeting, will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions by stockholders. If our stockholders do not ratify Grant Thornton as our independent registered public accounting firm, the Audit Committee will reconsider its decision. The Audit Committee may, in its discretion, retain Grant Thornton or another independent registered public accounting firm without re-submitting the matter to the Company's stockholders. Even if stockholders vote in favor of the appointment, the Audit Committee may, in its discretion, direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.

DESCRIPTION OF PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the fees incurred for services provided by Grant Thornton for the fiscal years ended December 31, 2009 and 2010:

	2010	2009
Audit Fees	\$ 839,801	\$ 1,056,123
Audit-Related Fees		22,214
Tax Fees	4,497	79,561
All Other Fees		
Total	\$ 844,298	\$ 1,157,898

Audit Fees

These are fees for professional services rendered by Grant Thornton for the audits of our annual consolidated financial statements, the audit of internal controls over financial reporting, the review of consolidated financial statements included in our quarterly reports on Form 10-Q, and audits of foreign subsidiary financial statements required by local statutes and services that are typically rendered in connection with statutory and regulatory filings or engagements. In 2009, these fees partially included fees for services related to our December 2009 public offering of common stock.

Audit-Related Fees

The audit-related fees in 2009 include services specifically related to our December 2009 public offering of common stock.

Tax Fees

These are fees for professional services rendered by Grant Thornton with respect to tax compliance, tax advice and tax planning. In 2009 and 2010, additional professional services with respect to tax compliance, tax advice and tax planning were performed by another tax services provider.

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All Other Fees

There are no fees for other services rendered by Grant Thornton that do not meet the above category descriptions.

Pre-Approval of Audit and Non-Audit Services

The Audit Committee is authorized by its charter to pre-approve all audit and permitted non-audit services to be performed by our independent registered public accounting firm. The Audit Committee reviews and approves the independent registered public accounting firm's retention to perform audit services, including the associated fees. The Audit Committee also evaluates other known potential engagements of the independent registered public accounting firm, including the scope of the proposed work and the proposed fees, and approves or rejects each service, taking into account whether the services are permissible under applicable law and the possible impact of each non-audit service on the independent registered public accounting firm's independence from management. At subsequent meetings, the Audit Committee will receive updates on the services actually provided by the independent registered public accounting firm, and management may present additional services for approval. The Audit Committee has delegated to the Chair of the Audit Committee the authority to evaluate and approve engagements on behalf of the Audit Committee in the event that a need arises for pre-approval between Audit Committee meetings. If the Chair so approves any such engagements, he will report that approval to the full Audit Committee at its next meeting.

Our Audit Committee has reviewed the fees described above, and believes that such fees are compatible with maintaining the independence of Grant Thornton.

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PROPOSAL 3 ADVISORY VOTE REGARDING ICF INTERNATIONAL S OVERALL PAY-FOR-PERFORMANCE EXECUTIVE COMPENSATION PROGRAM

This proposal, commonly known as a "Say on Pay" proposal, gives you as a stockholder the opportunity to endorse or not endorse ICF International's executive compensation program through the following resolution:

Resolved, that the stockholders approve ICF International's overall pay-for-performance executive compensation program, as described in the Compensation Discussion and Analysis, the compensation tables and the related narratives and other materials in this Proxy Statement.

The Compensation Committee and the Board believe that the Company's executive compensation program, as described in the Compensation Discussion and Analysis and other sections noted in the resolution, reflects a pay-for-performance culture at ICF International that is rooted in our values. The Compensation Committee and the Board believe that the executive compensation program is rational and effective in that it aligns the interests of the executives with both the short-term and long-term interests of stockholders, while reducing incentives for unnecessary and excessive risk taking.

In making a decision, the Board asks that stockholders consider the following:

ICF International's executive compensation program is incentive based and reflects a pay-for-performance culture.

ICF International's executive compensation program relies heavily on stock-based awards vesting over a period of time restricted stock units vesting over a period of four years and non-qualified stock options vesting over a period of three years.

ICF International offers only limited and restricted perquisites.

In accordance with applicable law, this vote is advisory, meaning it will serve as a recommendation to the Board, but will not be binding. The Compensation Committee of the Board will seriously consider the outcome of this vote when determining future executive compensation arrangements.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR THE ADVISORY VOTE REGARDING ICF INTERNATIONAL S OVERALL PAY-FOR-PERFORMANCE EXECUTIVE COMPENSATION PROGRAM.**

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PROPOSAL 4 ADVISORY VOTE ON FREQUENCY OF SAY ON PAY VOTES

As described in Proposal 3 above, you are being provided the opportunity to cast an advisory vote on ICF International's executive compensation program. The advisory vote on executive compensation described in Proposal 3 above is referred to as a "Say on Pay" vote.

This Proposal 4, commonly known as a "Say When on Pay" or a "Say on Frequency" vote, gives you as a stockholder the opportunity to vote on how frequently the Company's stockholders are given an opportunity to cast a "Say on Pay" vote at future annual stockholder meetings (or any special stockholder meeting for which ICF International must include executive compensation information in the proxy statement for that meeting). Under this Proposal 4, you may vote to have a "Say on Pay" vote take place every year, every two years or every three years. You may also choose to abstain.

The Board believes that a triennial vote complements our goal to create a compensation program that enhances long-term stockholder value. As described in the section titled "Compensation Discussion and Analysis," our executive compensation program is designed to motivate executives to achieve short-term and long-term corporate goals that enhance stockholder value. To facilitate the creation of long-term, sustainable stockholder value, certain of our compensation awards are contingent upon successful completion of multi-year performance and service periods. A triennial vote will provide stockholders the ability to evaluate our compensation program over a time period similar to the periods associated with our compensation awards, allowing them to compare the Company's compensation program to the long-term performance of the Company.

The Compensation Committee would similarly benefit from this longer time period between advisory votes. Three years will give the Compensation Committee sufficient time to fully analyze the Company's compensation program (as compared to the Company's performance over that same period) and to implement necessary changes. In addition, this period will provide the time necessary for implemented changes to take effect and the effectiveness of such changes to be properly assessed. The greater time period between votes will also allow the Compensation Committee to consider various factors that impact the Company's financial performance, stockholder sentiments and executive pay on a long-term basis. The Board believes anything less than a triennial vote will yield a short-term mindset and detract from the long-term interests and goals of the Company.

In accordance with applicable law, this vote is advisory, meaning it will serve as a recommendation to the Board, but will not be binding. The Board will seriously consider the outcome of this vote when determining how often to hold a "Say on Pay" vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EVERY THREE YEARS (AS OPPOSED TO EVERY ONE YEAR OR EVERY TWO YEARS) UNDER PROPOSAL 4.

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CORPORATE GOVERNANCE AND BOARD MATTERS

The Board of Directors

Our Board of Directors has four regularly scheduled meetings per year and special meetings are called as the need arises. These meetings are usually held at our headquarters in Fairfax, Virginia. The Board met five times during 2010. Directors are expected to attend Board meetings, our annual stockholders meeting, and the meetings of the committees on which they serve. During 2010, each director attended at least 75% of the total meetings of the Board and those committees on which he or she served. Each director attended our annual meeting of stockholders held in 2010, with the exception of Messrs. Lucien and Feldt.

Corporate Governance Guidelines

Our Board of Directors has established a set of Corporate Governance Guidelines that address such matters as director qualifications, director nominations, Board composition, director meetings, Board committees, and other matters. The Board believes such guidelines, which are reviewed from time to time, are appropriate for the Company in its effort to maintain best practices as to corporate governance.

Director Independence

The Board has affirmatively determined that Ms. Eileen O Shea Auen, Drs. Edward H. Bersoff and Srikant M. Datar, and Messrs. Richard M. Feldt, Joel R. Jacks and Peter M. Schulte, are independent directors in accordance with the requirements of Nasdaq and the rules of the SEC. We believe we comply with all applicable requirements of the SEC and Nasdaq relating to director independence and the composition of the committees of our Board of Directors.

Board Leadership Structure; Lead Independent Director

The Board believes that having a unified Chairman and Chief Executive Officer is appropriate and in the best interests of the Company and its stockholders. The Board believes that combining the Chairman and Chief Executive Officer roles provides the following advantages:

the Chief Executive Officer is the director most familiar with the Company's business and industry and is best situated to lead Board discussions on important matters affecting ICF International;

combining the Chairman and Chief Executive Officer positions creates a firm link between management and the Board and promotes the development and implementation of corporate strategy; and

combining the roles of Chairman and Chief Executive Officer contributes to a more efficient and effective Board without affecting the independence of the Board.

In 2008, the Board of Directors determined that it would be in the best interests of the Company and its stockholders to designate a lead director who would be an independent director and, among other duties: preside over executive sessions of the independent directors; consult with the Chairman and Chief Executive Officer regarding scheduling and agendas for Board meetings; chair Board meetings in the Chairman's absence; act as a liaison between the independent directors and management; meet with any director who the lead director deems is not adequately performing his or her duties as a member of the Board or any committee; consult with the Chairman and Chief Executive Officer on matters relating to corporate governance and Board performance; and lead the deliberation and action by the Board or Board committee regarding any offer, proposal, or other solicitation or opportunity involving a possible acquisition or other change in control of the Company. Dr. Bersoff has served as our lead director from June 5, 2008 to the present.

Each of the directors other than Mr. Kesavan is independent, and the Board believes that the independent directors provide effective oversight of management. Moreover, in addition to feedback provided during the

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course of Board meetings, the independent directors have regular executive sessions over which the lead director presides. The Company believes that this approach effectively encourages full engagement of all directors in executive sessions. Following an executive session of the independent directors, the lead director acts as a liaison between the independent directors and the Chairman concerning any specific feedback or issues, provides the Chairman with input regarding agenda items for Board and committee meetings, and coordinates with the Chairman regarding information to be provided to the independent directors in performing their duties. The Board has complete access to the Company's management team, and the Board and its committees regularly receive reports from management on the Company's business affairs and the issues it faces.

The charter of the Governance and Nominating Committee calls for an annual review of the lead director position. At its meeting on May 4, 2010, the Company's Governance and Nominating Committee considered whether the Board's leadership structure, which includes a lead director and Mr. Kesavan serving as both Chairman and Chief Executive Officer, should be changed. In connection with this discussion, it was noted that both Dr. Bersoff, who has served as the Company's lead director for nearly three years, and Mr. Kesavan understand their roles and carry them out effectively. Based on the Company's favorable experience with this Board leadership structure and the factors outlined above, the Committee concluded that the current leadership structure serves the Company well and there is no need to alter that structure at the present time.

The Board believes that its programs for overseeing risk, as described under "Risk Oversight" below, would be effective under a variety of leadership frameworks and therefore do not materially affect its choice of structure.

Risk Oversight

Our business is subject to various types of risk. Some of the Company's most significant risks are outlined in our annual report on Form 10-K under Item 1A, "Risk Factors." Our Board oversees our risk management processes that are implemented by management, including ensuring that necessary steps are taken to foster a culture of risk-adjusted decision-making throughout our organization. Each of our directors other than Mr. Kesavan is independent, and the Board believes that this independence provides effective oversight of management. The Board as a whole regularly reviews information and reports from members of senior management on areas of material risk, including risks related to the markets served by the Company and contract execution risks. The Audit Committee reviews and evaluates the Company's overall risk profile, and the procedures and policies implemented by management to identify and manage such risks. The Compensation Committee is responsible for overseeing the management of risks relating to our compensation plans and arrangements. The Governance and Nominating Committee manages risks associated with the independence of the Board of Directors and potential conflicts of interest. Our ad hoc Mergers & Acquisitions and Finance Committee considers the risks associated with potential acquisitions.

Board Committees

The Board has an Audit Committee, Compensation Committee, and Governance and Nominating Committee, each composed of a majority of independent directors as defined by Nasdaq, as well as an ad hoc Mergers & Acquisitions and Finance Committee. Each committee has a charter that can be found in the "Investor Relations" "Corporate Governance" portion of our website (www.icfi.com).

Audit Committee. The Board has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. It is currently composed of Dr. Srikant M. Datar, Richard M. Feldt and Joel R. Jacks; Mr. Lucien served on this committee during 2010. The Audit Committee met five times during 2010. Dr. Datar is the Committee Chair. The Board has determined that each Audit Committee member is financially literate and has determined that Dr. Datar is an "audit committee financial expert" as defined under SEC rules and regulations by virtue of his background and experience. Dr. Datar also qualifies as a financial expert in accordance with the listing standards of Nasdaq applicable to Audit Committee members.

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Each member of the Audit Committee is independent as defined by Rule 10A-3 of the Exchange Act and in accordance with the listing standards of Nasdaq. We expect the Audit Committee to meet at least four times per year.

The Audit Committee: appoints our independent registered public accounting firm; reviews the financial reports and related financial information provided by the Company to governmental agencies and the general public; monitors compliance with the Company's Code of Business Ethics and Conduct (the Code of Ethics); reviews the Company's system of internal and disclosure controls and the effectiveness of its control structure; and reviews the Company's accounting, internal and external auditing, and financial reporting processes. The Audit Committee also reviews other matters with respect to our accounting, auditing, and financial reporting practices and procedures as it may find appropriate or may be brought to its attention. All of the non-audit services provided by the independent registered public accounting firm were pre-approved by the Audit Committee in accordance with its pre-approval procedures. The Audit Committee's report can be found under Report of the Audit Committee in this proxy statement.

Compensation Committee. The Compensation Committee is currently composed of Ms. Auen, Dr. Bersoff, Mr. Schulte and Mr. Feldt and met three times during 2010. Dr. Bersoff is the Committee Chair.

The Compensation Committee: provides assistance to the Board in fulfilling its responsibilities relating to management, organization, performance, and compensation. In discharging its responsibilities, the Compensation Committee considers and authorizes our compensation philosophy, evaluates our senior management's performance, and approves all material elements of the compensation of our executive officers. The Compensation Committee also reviews the administration of our incentive compensation, retirement, and equity-based plans. See Compensation Discussion and Analysis for more information regarding the role of the Compensation Committee, management, and compensation consultants in determining and/or recommending the amount and form of executive compensation. The report of the Compensation Committee required by the rules of the SEC is included in this proxy statement. See *Compensation Committee Report*.

We expect the Compensation Committee to meet not less often than twice per year. Each member of the Compensation Committee qualifies as a non-employee director under Rule 16b-3 promulgated under the Exchange Act and as an outside director under Section 162(m) of the Code.

Governance and Nominating Committee. The Governance and Nominating Committee is currently composed of Ms. Auen and Drs. Bersoff and Datar. The Governance and Nominating Committee met four times during 2010. Ms. Auen is the Committee Chair.

The Governance and Nominating Committee: identifies and recommends candidates to be nominated for election as directors at ICF International's annual meeting, consistent with criteria approved by the full Board; annually evaluates and reports to the Board on its performance and effectiveness; annually reviews the composition of each Board committee and presents recommendations for committee membership to the full Board as needed; researches, evaluates, and recommends director compensation; considers and advises the Board on matters relating to the affairs or governance of the Board; considers matters relating to senior management succession; and reviews and approves all potential related person transactions as defined under SEC rules.

Mergers & Acquisitions and Finance Committee. The ad hoc Mergers & Acquisitions and Finance Committee (M&A Committee) is currently composed of Messrs. Schulte, Jacks and Kesavan; Mr. Lucien served on this committee during 2010. The M&A Committee met three times during 2010. Mr. Schulte serves as the Committee Chair. The purpose of the M&A Committee is to review and assess, and assist the Board of Directors in reviewing and assessing, the capital structure of the Company, potential acquisitions, strategic investments, and divestitures.

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Compensation Committee Interlocks and Insider Participation

Ms. Auen, Dr. Bersoff, and Mr. Feldt were members of the Compensation Committee for the year ended December 31, 2010. None of them is or was an officer or employee of the Company. None of our executive officers served as a member of the board of directors or the compensation committee of any entity that has one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

Process for Selecting and Nominating Directors

The Governance and Nominating Committee is responsible for nominating director candidates and considering director nominees. The Governance and Nominating Committee uses a variety of methods for identifying and evaluating nominees for director. The Governance and Nominating Committee regularly assesses the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated or otherwise arise, the Governance and Nominating Committee considers various potential candidates for director. Candidates may come to the attention of the Governance and Nominating Committee through current Board members, professional search firms, stockholders, or other persons. It is expected that the Governance and Nominating Committee will have direct input from the Chairman and Chief Executive Officer and the lead director, as appropriate.

Identified candidates are evaluated at regular or special meetings of the Governance and Nominating Committee and may be considered at any point during the year. As described below, the Governance and Nominating Committee considers properly submitted stockholder recommendations for candidates for the Board to be included in the Company's proxy statement. Following verification of the stockholder status of any person proposing a candidate, recommendations are considered by the Governance and Nominating Committee at a regularly scheduled meeting. If any materials are provided by a stockholder in connection with the nomination of a director candidate, such materials are forwarded to t