

ICF International, Inc.
Form DEF 14A
April 19, 2019
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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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- (1) Amount Previously Paid:
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 - (3) Filing Party:
 - (4) Date Filed:
-

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 30, 2019

Place:

Date: **Time:** **ICF International's Corporate Headquarters**

May 30, 2019 8:00 a.m. 9300 Lee Highway

Fairfax, Virginia 22301

AGENDA:

To elect two (2) directors for a term expiring in 2022 (Proposal 1);

To vote, on an advisory basis, on say on pay regarding the overall pay-for-performance program for ICF International, Inc.'s ("*ICF International*" "*we*", "*ICF*" or "*our*") named executive officers as disclosed in the proxy statement (Proposal 2);

To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2019 (Proposal 3); and

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 Amended and Restated Bylaws, stockholders of record at the close of business on April 2, 2019 are entitled to notice of, and to vote at, the annual meeting. This notice of annual meeting, the Proxy Statement, and form of proxy or voting instruction form are being distributed and made available on or about April 19, 2019.

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 our Proxy Statement and 2018 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 our Proxy Statement, our 2018 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 annual meeting of stockholders. It is important that your shares of ICF International 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,

Sudhakar Kesavan
Chairman and Chief Executive Officer
Fairfax, Virginia
April 19, 2019

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CAST YOUR VOTE RIGHT AWAY

We hope you will exercise your rights and fully participate in our annual meeting as a stockholder. It is very important that you vote to play a part in the future of our company. You do not need to attend the annual meeting of stockholders to vote your shares.

If you hold your shares through a broker, bank or nominee, your broker, bank or nominee is not permitted to vote on your behalf on the election of directors and other matters to be considered at the annual meeting of stockholders (except on ratification of the selection of Grant Thornton LLP as the independent registered public accounting firm for 2019), unless you provide specific instructions by completing and returning the voting instruction form or following the instructions provided to you to vote your shares via telephone or the internet. For your vote to be counted, you will need to communicate your voting decisions to your broker, bank or nominee before the date of the stockholder meeting.

Even if you plan to attend our annual meeting of stockholders in person, please read the Proxy Statement with care and vote right away using any of the following methods. **In all cases, have your notice, proxy card or voting instruction form in hand and follow the instructions.**

BY INTERNET USING YOUR COMPUTER BY TELEPHONE BY MAILING YOUR PROXY CARD

Visit 24/7	Registered Owners dial	Cast your ballot,
www.proxyvote.com	toll-free 24/7	sign your proxy card
	1-800-690-6903	and send by free post

Admission:

All (1) stockholders of record as of the record date; (2) beneficial holders of ICF International common stock held by a broker, bank, or other nominee (i.e., in “*street name*”) as of the record date; and (3) authorized representatives of entities who are record or beneficial holders as of the record date may attend the annual meeting of stockholders. Attendees must present, in addition to valid photo identification or other satisfactory proof of identification, the

following materials in order to be admitted to the meeting:

1. For stockholders of record, the top portion of their proxy card, which will serve as an admission ticket;

2. For beneficial holders, proof of stock ownership such as a recent brokerage statement or letter from a bank or broker. 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

3. For authorized representatives, a letter from the entity certifying as to their status as an authorized representative.

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PROXY SUMMARY

To assist you in reviewing the proposals to be acted upon at the annual meeting of stockholders, we call your attention to the following information about ICF International, Inc.'s ("**ICF International**," "**ICF**," the "**Company**," "**we**," "**our**" or "**us**") 2018 financial performance, key executive compensation actions and decisions, and corporate governance highlights. The following description is only a summary. For more complete information about these topics, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the U.S. Securities and Exchange Commission on February 27, 2019 (the "**2018 Form 10-K**"), and the complete Proxy Statement that follows.

Proposals Which Require Your Vote

		More Information	Board Recommendation	Votes Required for Approval
PROPOSAL 1	Elect two (2) directors to serve for a term expiring at our annual meeting in 2022	Page 5	FOR each Director Nominee	Majority of the votes cast with respect to each director in the election of directors.
PROPOSAL 2	Provide an advisory say on pay vote regarding ICF International's overall pay-for-performance named executive officer compensation program	Page 14	FOR	Majority of the votes entitled to be cast for this advisory vote. Note that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.
PROPOSAL 3	Ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2019	Page 15	FOR	Majority of the votes entitled to be cast for this advisory vote. Note that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.

About ICF International

ICF provides 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 business, natural resource, social, technological, and public safety issues. Our more than 6,000 employees (full time and benefits eligible) serve clients from more than 80 offices worldwide. ICF's website is www.icf.com.

As of December 31, 2018, ICF had total annual revenue of \$1.34 billion, total consolidated assets of approximately \$1.2 billion and total consolidated stockholders' equity of approximately \$660.4 million.

ICF International is a Delaware corporation and our principal executive offices are located at 9300 Lee Highway, Fairfax, Virginia 22031.

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2018 Business Highlights

Financial Performance. All financial numbers referenced below were previously reported in the 2018 Form 10-K.

Total revenue increased 8.9% from \$1.23 billion in 2017 to \$1.34 billion in 2018: Net income was down 2.3% from \$62.9 million in 2017 to \$61.4 million in 2018, driven by a one-time tax benefit in 2017 of \$16.2 million from the effect of the Tax Cuts and Jobs Act of 2017 (“**TCJA**”). Excluding the tax benefit of \$16.2 million in 2017, net income was up 31.5% from \$46.7 million in 2017 to \$61.4 million in 2018:

Operating income was up 12.0% from \$82.4 million in 2017 to \$92.3 million in 2018: Diluted earnings per share (“**EPS**”) was down 2.8% from \$3.27 in 2017 to \$3.18 in 2018, driven by a one-time tax benefit in 2017 of \$0.84 per share associated with the implementation of the TCJA. Excluding the tax benefit of \$0.84 per share in 2017, EPS was up 30.9% from \$2.43 in 2017 to \$3.18 in 2018:

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Non-GAAP EPS increased 23.5% from \$3.02 in 2017 to \$3.73 in 2018. Non-GAAP EPS represents diluted EPS excluding the impact of certain items such as special charges and acquisition expenses that are not indicative of the performance of our ongoing operations, and the impact of amortization of intangible assets related to acquisitions. Non-GAAP EPS differs from other similar non-GAAP EPS measures for annual incentive plans (see Annex A) and performance shares (see Annex B). For a further discussion of, and a reconciliation of diluted EPS to non-GAAP EPS, please see pages 47 and 48, “NON-GAAP MEASURES – Non-GAAP EPS” in Item 7 of Part II, Management’s Discussion and Analysis of Financial Condition and Results of Operations section, of the 2018 Form 10-K.

Compensation Highlights

The Compensation Committee (the “***Compensation Committee***”) of the Board of Directors (the “***Board***”) of the Company approved the following actions during fiscal year 2018 and at the beginning of fiscal year 2019 to maintain and improve the pay-for-performance nature of our executive compensation program:

Implemented the ICF International 2018 Omnibus Incentive Plan (the “***2018 Incentive Plan***”), which included new features designed to increase corporate governance and shareholder protection.

Supported the continuation of an annual, non-binding, advisory vote of the Company’s stockholders regarding the Company’s overall pay-for-performance executive compensation programs which, in 2018, garnered the support of 97% of the votes cast in favor of the program. ICF’s advisory vote regarding overall pay-for-performance at the 2019 annual meeting of stockholders will be the ninth consecutive annual vote by stockholders on this matter.

Continued utilizing performance-based share awards (“***PSAs***”) as a key component of ICF’s long-term incentive program. PSAs are performance contingent awards where executives may earn shares depending on the Company’s actual performance against pre-established performance measures. The performance periods of the PSAs are long-term and, therefore, align executives’ interests with the interests of long-term stockholders.

Approved an updated Company Executive Stock Ownership Policy, dated as of December 2018 (the “***2018 Executive Stock Ownership Policy***”), which increases the ownership requirement for the Chief Executive Officer (“***CEO***”) from 4x to 5x base salary. As of April 2, 2019, each of our named executive officers (“***NEOs***”) met the stock ownership guidelines.

Continued the performance focus in the Company’s annual bonus program rigorously linking pay to performance. Annual threshold, target and maximum performance goals were established with appropriate incentive payouts at each level. In February 2019, the Compensation Committee and the Board approved adjustments to the pay-for-performance metrics.

Continued annual review of NEO compensation against best practices and market data. In 2019, NEO equity incentive targets were increased to achieve market competitiveness and reflect sustained strong business performance.

Extensively reviewed external executive compensation trends to ensure that the Company's executive compensation practices align with market best practices. The peer group data and other market data from nationwide salary surveys are used to provide a relevant basis for determining executive pay levels.

For additional information on compensation related matters, see the Compensation Discussion & Analysis (the "**CD&A**") section of this Proxy Statement, beginning on Page 31.

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2018 Executive Total Compensation Mix

Under our executive compensation program, a significant portion (75% and 61%, respectively) of the CEOs' and other NEOs' annual total compensation opportunity is variable, based on our operating performance and/or our stock price.

SOURCES OF TARGET TOTAL COMPENSATION: SHORT-TERM vs. LONG-TERM INCENTIVE

(Numbers have been rounded)

Response to Advisory Vote

Approximately 97% of the votes cast at the 2018 annual meeting of stockholders on the non-binding advisory vote on our NEO compensation were voted in support of our executive compensation program. Consistent with its strong commitment to engagement, communication, and transparency, the Compensation Committee continues to regularly review our executive compensation program to ensure alignment between the interests of our senior executives and our stockholders.

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Corporate Governance Highlights

ICF has a longstanding commitment to effective governance of its business and affairs for the benefit of stockholders. The Board's Governance and Nominating Committee (the "***Governance and Nominating Committee***") periodically reviews our Corporate Governance Guidelines to maintain effective and appropriate standards of corporate governance.

Board Leadership Structure

Our Board leadership structure currently consists of a Chairman of the Board (the "***Chairman***"), who also serves as our CEO, a Lead Independent Director, and independent committee chairs. The Board believes that ICF is currently best served in combining the CEO and Chairman positions, complemented by a strong and effective Lead Independent Director.

Lead Independent Director

Ms. Eileen O'Shea Auen was re-elected to serve as ICF's Lead Independent Director as of May 31, 2018. Both the Board and management believe that strong, independent Board leadership is a critical aspect of effective corporate governance.

Lead Independent Director responsibilities include, but are not limited to:

Chairing any meeting of the independent directors in executive session;

Facilitating communications between other members of the Board and the Chairman and CEO; however, each director is free to communicate directly with the Chairman and CEO;

Working with the Chairman and CEO in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board;

Consulting with the Chairman and CEO on matters relating to corporate governance and Board performance;

Leading the deliberation and action by the Board or a Board committee regarding any offer, proposal or other solicitation or opportunity involving a possible acquisition or other change of control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization;

In conjunction with the Chair of the Governance and Nominating Committee, overseeing and participating in the annual board evaluation and succession planning process;

Participating in the Compensation Committee's annual performance evaluation of, and succession planning for, the Chairman and CEO; and

Meeting with any director whom the Lead Independent Director deems is not adequately performing his or her duties as a member of the Board or any committee.

Board Committees

The three (3) standing committees established by the Board meet on a regular basis and operate under written charters approved by the Board. Each committee performs an annual self-evaluation to determine whether the committee is functioning effectively and fulfilling its duties as prescribed by its charter. All members of the Audit Committee of the Board (the "***Audit Committee***"), the Compensation Committee and the Governance and Nominating Committee are independent and each committee has the ability to hire and terminate its own outside advisors.

Board Risk Oversight

Management is responsible for the day-to-day management of the risks we face, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. Our Board meets regularly to discuss the strategic direction and the issues and opportunities facing our Company. Our Board provides guidance to management regarding our strategy, including in connection with our results of operations and related trends and factors contributing to or affecting our results, long-term strategy, financial reporting, and risks associated with these aspects of the Company's business. The involvement of the Board in setting our business strategy is an important part of determining the types and appropriate levels of risk undertaken by the Company. Management conducts regular enterprise risk assessments that include feedback from the Board, to ascertain and define the most significant risks facing the Company. After assessments are complete, management reports regularly to the Board and Board committees on the status and completion of actions associated with the most significant risks.

We have also established a Code of Business Ethics and Conduct (the "***Code of Ethics***") that establishes standards of conduct and expectations for our employees and the overall manner in which we conduct business. The Code of Ethics, along with our other policies and business standards, and our overall risk and compliance programs are components of mitigating the risks associated with the operation of our business.

Continuing Education

ICF's Corporate Governance Guidelines encourage all directors to receive continuing education in areas that will assist them in discharging their duties.

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Stock Ownership and Holding Period Requirements

The Board believes that designated executives of the Company should have a financial stake in ICF so that their interests are aligned with those of the stockholders, which will cause them to more effectively represent ICF's stockholders. The 2018 Executive Stock Ownership Policy requires executives to own ICF common stock in a value equal to, or in excess of the multiple of their annual base salary as shown below:

CEO:	5x
Other NEOs:	2x
Other designated executives:	1x

For designated executives (including NEOs) as of January 1, 2015, ownership levels are to be achieved within five (5) years of that date. For executives appointed after such date, such levels, if not achieved by their fifth anniversary of becoming such an executive, are to be achieved no later than December 31 of that year.

The Board also believes that its members should share stockholders' focus on the Company's long-term value. As such, the Board adopted a Board member stock ownership policy establishing, as a guideline (but not an absolute requirement), that non-employee directors of the Company be expected to own shares of Company common stock valued at five (5) times such director's annual cash meeting retainer, which may include shares of unvested restricted stock (i.e., directors are strongly encouraged to hold common stock valued at \$300,000). Such ownership level is to be achieved over a period of four (4) years after becoming a member of the Board.

As of April 2, 2019, each of our NEOs and non-employee directors either met the above stock ownership guidelines or is expected to meet the applicable ownership guidelines within the specified time period assuming that, for the NEOs, their PSAs are paid at target.

Anti-Hedging and Anti-Pledging

Pursuant to the Company's Policy on Insider Information and Securities Trading ("***Policy on Insider Information***") the Company considers it improper and inappropriate for any employee, officer or director of the Company to engage in short-term or speculative transactions in the Company's securities. The Policy on Insider Information specifically prohibits directors, officers and other employees from engaging in short sales of the Company's securities and transactions in puts, calls or other derivative securities (sometimes referred to as "***hedging***"). Each of the NEOs and directors complied with the Policy on Insider Information during fiscal year 2018.

Individual stock grant agreements prohibit the pledging or assignment of stock grants.

Good Governance Practices

As of the end of 2018, the Board was 86% independent, 29% female, 29% minority and included a female Lead Independent Director.

The Board reflects a range of talents, ages, skills, diversity, and expertise.

Each director attended over 75% of applicable Board/committee meetings in 2018.

The Board has three (3) independent standing committees, each operating under a written charter, chaired by an independent director, and composed entirely of independent directors: Audit, Compensation, and Governance and Nominating.

The Board has adopted comprehensive Corporate Governance Guidelines to guide its oversight and leadership.

The Board conducts an annual evaluation of the CEO.

ICF has stock ownership guidelines for directors and executive officers. We have policies restricting hedging and short sales of ICF International equity securities by directors and executive officers. Individual stock grant agreements prohibit the pledging or assignment of stock grants.

The Board reviews management talent and succession planning annually.

No stockholder rights plan or "poison pill" has been adopted.

The Compensation Committee, in conjunction with an independent compensation consultant, routinely reviews our pay-for-performance executive compensation program.

Neither the Board nor management has engaged in related party transactions.

The CEO's and Chief Operating Officer's severance agreements have a "double trigger" in connection with any compensation, equity or benefits paid in the event of a change of control.

The Board has a strong Lead Independent Director with clearly articulated responsibilities.

All directors are independent, except the Chairman and CEO.

The Company has a majority voting standard in uncontested director elections.

The Board and committees conduct an annual self-evaluation process.

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Board Evaluation

The Directors participate in an annual evaluation of the full Board and each committee on which they serve in order to assess the performance and effectiveness of the Board and its committees. The responses and comments are presented to and discussed with the Board and each committee of the Board. The Lead Independent Director and the Chair of the Governance and Nominating Committee periodically supplement the annual evaluation process with individual meetings and peer evaluations with each Director. These supplemental discussions are intended to enhance the existing Board evaluation process and foster even greater discussion regarding the adequacy and effectiveness of the Board and such committees.

Compensation Recoupment Policy

The Company's recoupment policy is set forth in the 2018 Incentive Plan. Under this policy, if any of the Company's financial statements are required to be restated due to errors, omissions, or fraud, the Compensation Committee may direct that the Company recover all or a portion of any award (cash or equity) granted or paid to a participant with respect to such fiscal year which is negatively affected. If so directed, the amount to be recovered from the participant shall be the amount by which the award exceeded the amount that would have been payable to the participant had the financial statements been initially filed as restated, or any greater or lesser amount (including, but not limited to, the entire award) that the Compensation Committee shall determine. In no event shall the amount to be recovered by the Company be less than the amount required to be repaid or recovered as a matter of law (including but not limited to amounts that are required to be recovered or forfeited under Section 304 of the Sarbanes-Oxley Act of 2002).

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You will find important information in the proxy statement about the qualifications and experience of each of the director nominees whom you are being asked to elect. The Governance and Nominating Committee performs an annual assessment to evaluate whether ICF's directors have the skills and experience to effectively oversee the Company. All of our directors have proven leadership ability, sound judgment, integrity and a commitment to the success of our Company.

Director Nominees

Name	Director Since	Age	Independent	Principal Occupation	Other Public Boards	ICF
						International Board Committees
Dr. Srikant M. Datar	2006	65	Yes	Arthur Lowes Dickinson Professor at The Graduate School of Business Administration, Harvard University	Novartis AG; T-Mobile US, Inc.; Stryker Corporation	Audit (Chair); Governance & Nominating
Mr. Peter M. Schulte	1999	61	Yes	Managing Partner and Founder, CM Equity Partners	None	Audit; Compensation

Advisory Say on Pay Vote Regarding ICF International's Overall Pay-For-Performance Named Executive Officer Compensation Program (Proposal 2)

Stockholders are being asked to cast a non-binding, advisory say on pay ("**Say on Pay**") vote on our NEO compensation program. Last year, approximately 97% of the votes cast by our stockholders regarding the Say on Pay proposal were in support of our NEO compensation program. In evaluating this year's Say on Pay proposal, we recommend that you

carefully review the CD&A section of the proxy statement, which explains how and why the Compensation Committee arrived at its executive compensation actions and decisions for 2018.

Ratification of the Selection of Grant Thornton as Our Independent Registered Public Accounting Firm (Proposal 3)

The Audit Committee has appointed, and the Board has approved the appointment of, Grant Thornton LLP (“***Grant Thornton***”) as the Company’s independent registered public accounting firm (“***independent auditor***”) for 2019. While we are not required to have stockholders ratify the selection of Grant Thornton as the Company’s independent auditor, we are doing so because we believe it is good corporate governance practice. If stockholders do not ratify the selection, the Audit Committee will reconsider the appointment, but may nevertheless retain Grant Thornton as the Company’s independent auditor. Even if the selection is ratified, the Audit Committee may, at its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such change is in the best interests of the Company and its stockholders.

Submission of Stockholder Proposals or Nominations for 2020 Annual Meeting of Stockholders

Stockholder proposals submitted for inclusion in our 2020 proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, must be received by us by December 21, 2019. Notice of stockholder proposals to nominate a person for election as a Director or to introduce an item of business at the 2020 annual meeting of stockholders outside Rule 14a-8 must be received by us no earlier than January 31, 2020 and no later than March 1, 2020.

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This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the “**Board**”) of ICF International, Inc. (“**ICF International**,” “**ICF**,” the “**Company**,” “**we**,” “**our**,” or “**us**”) to be used at the annual meeting of stockholders of the Company (the “**Annual Meeting**”). The Annual Meeting will be held at our principal executive offices, 9300 Lee Highway, Fairfax, Virginia 22031, on May 30, 2019, at 8:00 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 19, 2019, 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:

		More Information	Board Recommendation	Votes Required for Approval
PROPOSAL 1	Elect two (2) directors to serve for a term expiring at our annual meeting in 2022	Page 5	FOR each Director Nominee	Majority of the votes cast with respect to each director in the election of directors.
PROPOSAL 2	Provide an advisory say on pay vote regarding ICF International’s overall pay-for-performance named executive officer compensation program (the “ Say on Pay ” vote)	Page 14	FOR	Majority of the votes entitled to be cast for this advisory vote. Note that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.
PROPOSAL 3	Ratify the selection of Grant Thornton LLP (“ Grant Thornton ”) as our independent registered	Page 15	FOR	Majority of the votes entitled to be cast for this advisory vote. Note

public accounting firm

that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.

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 recommends that you vote your shares FOR: (i) the nominees for election to the Board; and (ii) Proposals 2 and 3.

Who is entitled to vote?

Holders of record of our common stock as of the close of business on April 2, 2019, are entitled to vote at the Annual Meeting. At that time, we had 18,861,729 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 (1) 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 (the “**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 such materials. All stockholders receiving the notice will have the ability to access the proxy materials over the Internet and to request a paper copy of the proxy materials by mail.

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To reduce the expenses of delivering duplicate notices to stockholders, we are relying upon SEC rules that permit us to deliver only one (1) 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, 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 or if multiple copies are sent to one address and the stockholders who share the address would only like to receive a single copy. Requests should be made to ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Corporate Secretary, phone number (703) 934-3000.

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 access to 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, 2018 Annual Report, and/or other financial information?

Stockholders receiving a notice about the Internet availability of the proxy materials will find instructions regarding 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 our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 27, 2019 (the "**2018 Form 10-K**"), by writing to: ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Corporate Secretary. Alternatively, stockholders can access our 2018 Form 10-K on our Investor Relations website at: <http://investor.icf.com>. We will also furnish any exhibit to the 2018 Form 10-K, if specifically requested.

How do I vote?

You may vote in person at the Annual 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 a voting instruction form by mail may either:

- (i) submit their proxy over the Internet using their computer 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 ratification of the selection 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.

Can I change my vote?

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

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

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 Annual Meeting.

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

Attending the Annual Meeting

Attendance at the Annual Meeting is limited to stockholders who, as of the record date, are:

stockholders of record;

beneficial holders of ICF International common stock held by a broker, bank, or other nominee; or

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VOTING AND MEETING INFORMATION

authorized representatives of entities who are record or beneficial holders.

In order to be admitted to the Annual Meeting, a stockholder must present a valid photo identification or other satisfactory proof of identification, and the following materials:

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 stock ownership. A recent brokerage statement or letter from a bank or broker is an example of proof of stock ownership. If you want to vote your shares of ICF common stock held in street name in person at the Annual 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, recording devices and other electronic devices, and the use of cellular phones or tablets will not be permitted at the Annual Meeting. Representatives will be at the entrance to the Annual Meeting and these representatives will have the authority, on the Company's behalf, to determine whether the admission policies and procedures are being followed and whether you will be granted admission to the Annual Meeting.

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

Your shares are counted as present at the Annual Meeting if you attend the meeting, if you properly return a proxy by mail, you vote by telephone or electronically, or if you hold your shares in street name and your broker, bank or other nominee votes your shares on Proposal 3. In order for us to vote on matters at the Annual Meeting, a majority of our outstanding shares of common stock as of April 2, 2019 and entitled to vote must be present in person or by proxy at the Annual 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 but will not be counted 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. If a quorum is not present, the Annual Meeting will be adjourned or postponed until a quorum is present.

How many votes are needed to approve each item?

For the election of two (2) directors, each for a term of three (3) years:

You may vote in favor of the nominees or withhold votes as to the nominees.

There is no cumulative voting for the election of directors.

For uncontested director elections, directors must be elected by a majority of the votes cast with respect to each director in the election of directors, which means that nominee(s) receiving more “for” votes than “withheld from” or “against” votes cast will be elected.

Abstentions will have no effect on the outcome of the election.

Election of directors is a non-routine proposal, which means that brokers or other nominees do not have discretion to vote any uninstructed shares. Broker non-votes represent votes not entitled to be cast on this matter and thus will have no effect on the result of the vote.

The Say on Pay vote is only an advisory vote to the Board regarding the compensation of the Company’s named executive officers (“*NEOs*”).

You may vote in favor of or against the Company’s compensation system, or you may abstain from voting.

Since this an advisory vote only, there are no minimum stockholder approval requirements. However, in order for the resolution to pass, a majority of the votes entitled to be cast for this advisory vote must be received. While this is an advisory vote and it is not bound by it, the Board will seriously consider the outcome.

Abstentions will have the same effect as voting against this proposal.

The approval of this proposal is a non-routine proposal which means that brokers or other nominees do not have discretion to vote any uninstructed shares. Broker non-votes represent votes not entitled to be cast on this matter and thus will have no effect on the result of the vote.

In voting on the ratification of the selection of Grant Thornton as the independent registered public accounting firm:

You may vote in favor of the proposal, against the proposal, or abstain from voting.

The ratification of the selection of Grant Thornton as the independent registered public accounting firm is an advisory vote only that is performed as a means of good corporate governance, and as such, there are no minimum stockholder approval requirements. However, in order for ratification to occur, a majority of the votes entitled to be cast for this advisory vote must be received. While this is an advisory vote and it is not bound by it, the Board will seriously consider the outcome.

Abstentions will have the same effect as voting against the proposal.

Broker non-votes will have no effect on the voting, although no broker non-votes are expected to exist in connection with this vote as ratification of the independent registered public accounting firm is considered a routine matter under applicable rules.

In order to minimize the number of broker non-votes, the Company encourages you to provide voting instructions to the organization that holds your shares by carefully following the instructions provided in the Notice of Internet Availability of Proxy Materials or voting instruction form and by the organization that holds your shares.

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VOTING AND MEETING INFORMATION

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 three (3) proposals described in this Proxy Statement. If any other business is properly presented at the Annual Meeting, your proxy 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 American Election Services, LLC 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 (4) business days following the conclusion of the Annual Meeting via a Form 8-K current event filing.

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VOTING AND MEETING INFORMATION

PROPOSAL 1

ELECTION OF DIRECTORS

Our authorized number of directors is presently fixed at seven (7), divided into three (3) classes, as noted below:

CLASS I

Dr. Srikant M. Datar

Mr. Peter M. Schulte

CLASS II

Mr. Sudhakar Kesavan

Mr. Michael J. Van Handel

CLASS III

Ms. Eileen O'Shea Auen

Ms. Cheryl W. Gris 

Mr. Randall Mehl

Our directors are elected to serve three-year terms, so that the term of office of one (1) class of directors expires at each annual meeting.

The Board has nominated the following individuals, each of whom is currently a Class I director, for election as directors for a term expiring at our annual meeting in 2022 or until their respective successors have been elected and qualified.

Dr. Srikant M. Datar

Mr. Peter M. Schulte

If any of these nominees 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 any nominee will be unavailable. The uncontested director nominees will be elected by a majority of the votes cast at the Annual Meeting with respect to each director. For the Company's purposes, "a majority of the votes cast" with respect to each director means that the number of votes for the director exceed the number of votes against or withheld from the director. You

may vote for each nominee named.

Each of the nominees and each continuing director is a seasoned business leader who contributes an array of experience, qualifications, attributes, and skills to the Board. The following pages regarding each nominee and each continuing director provide background information and a summary of some of each person's key qualifications to serve as a director. Please also see the chart summarizing how each nominee and each continuing director reflects Board selection criteria adopted by our Governance and Nominating Committee of the Board (the "***Governance and Nominating Committee***"). The age indicated for each individual is as of December 31, 2018.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE DIRECTOR NOMINEES

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Nominees for Election as Directors for a Term Expiring in 2022—Class I Directors

DR. SRIKANT M. DATAR
Independent Director
Age 65

Director Since: 2006

Committees: Audit (Chair) and Governance and Nominating

Other Current Public Directorships: Novartis AG; T-Mobile US, Inc.; and Stryker Corporation

Current Occupation: Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University

Career and Education Highlights:

Arthur Lowes Dickinson Professor at the Graduate School of Business Administration, Harvard University (1996 to present).

Faculty Chair, Harvard Innovation Labs (2015 to present).

Senior Associate Dean University Affairs (2016 to present)

Chartered accountant.

Professor, Stanford University (1989 to 1996).

Professor, Carnegie Mellon University (1983 to 1989).

Director, Novartis AG, a holding company organized under Swiss law and publicly traded on the SWX Swiss Stock Exchange and the NYSE (NYSE: NVS), in the form of American Depositary Shares (2003 to present).

Audit and Compliance Committee Member (2005 to present), Chair (2009 to 2016)

Compensation Committee Member (2008 to present)

Risk Committee (2011 to present), Chair (2016 to present)

Director, Stryker Corporation, a medical technologies firm (NYSE: SYK) (2009 to present).

Compensation Committee Member (2016 to present)

Nomination and Governance Committee Member (2016 to present)

Director, T-Mobile US, Inc. a U.S. based wireless network operator (NYSE: TMUS) (2013 to present).

Audit Committee, Chair (2013 to present)

Former Board member, HCL Technologies Limited, a public company under Indian law with shares publicly traded on the Mumbai Stock Exchange (2012 to 2014).

Former Director, KPIT Technologies (2007 to 2012).

Published papers in several leading academic journals and is the co-author of “Rethinking the MBA: Business Education at a Crossroads.”

Consulted with, and conducted 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.

Received gold medals upon his graduation from the Indian Institute of Management, Ahmedabad, and the Institute of Cost and Works Accountants of India.

Masters in Statistics and Economics, Stanford University.

Ph.D. in Business, 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 a leading U.S. telecommunications company

Substantial teaching and practical experience in strategy, design thinking and innovation, data analytics, implementation, accounting and related issues, as a tenured professor of a leading U.S. university

Both academic and broad-based experience in strategy, finance, management, and accounting

Experienced ICF Board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

Qualifies as an "audit committee financial expert" within the meaning of the SEC regulations

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PETER M. SCHULTE Director Since: 1999
Independent Director Committees: Audit and Compensation
Age 61 Other Current Public Directorships: None
Current Occupation: Managing Partner and Founder, CM Equity Partners

Career and Education Highlights:

Managing Partner and Founder, CM Equity Partners, a private equity firm which invests in established middle market companies and manages private equity funds and investments through its management company, CM Equity Management, L.P. (1995 to present).

Former President, Secretary and Chief Financial Officer, Federal Services Acquisition Corporation, a public special purpose acquisition company, and predecessor of ATS Corporation (“ATS”), a former publicly traded information technology services firm serving U.S. federal, state, and local government agencies (2005 to 2007). ATS was subsequently acquired by Salient Federal Solutions, Inc., a Delaware corporation, effective March 30, 2012:

Board member, ATS (2005 to 2012).

Director of several private companies, including: The Level Playing Field Corporation; Systems Planning and Analysis, Inc.; Preferred Systems Solutions, Inc.; Citizant, Inc.; Xebec Global Corporation, Bogart Associates, Inc., and Parabilis, LLC.

A.B. in Government, Harvard College.

Masters in Public and Private Management, Yale School of Management.

SELECTED DIRECTOR QUALIFICATIONS:

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

Service as the lead person responsible for the acquisition and oversight of various companies in both the public and private sector, including serving in the position of Chairman

Substantial experience in leading and financing acquisitions in, and experience on Boards and Audit/Compensation Committees of other companies within, the government services sector

Service on an Informational Roundtable Group for the Department of Defense

Experienced ICF Board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

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VOTING AND MEETING INFORMATION

Directors Whose Term Expires in 2020—Class II Directors

SUDHAKAR KESAVAN Director since: 1999
Management Committees: None
Age 64 Other Current Public Directorships: ABM Industries, Inc.
Current Occupation: Chairman and Chief Executive Officer, ICF International

Career and Education Highlights:

ICF International:

Chairman and Chief Executive Officer of ICF International and its wholly owned subsidiary, ICF Consulting Group, Inc. (“*ICF Consulting*”) (1999 to present).

President of ICF Consulting when it was a subsidiary of ICF Kaiser (“*Kaiser*”) (1997 to 1999). In 1999, ICF Consulting was divested from Kaiser and became a wholly owned subsidiary of the Company through a joint effort of the management of ICF Consulting and CM Equity Partners.

Director, ABM Industries, Inc., a facility management provider (NYSE: ABM) (2012 to present). Appointed non-Executive Chairman of the Board in March 2017.

Director Emeritus, Rainforest Alliance, a New York-based non-profit environmental organization (2011 to present).

Member, Board of Trustees of the Inova Health System, a not-for-profit healthcare system in Northern Virginia (2014 to present).

Member, Board of Trustees of the Shakespeare Theater Company, Washington, D.C. (2015 to present).

Chair of the Northern Virginia Technology Council (2013 to 2015).

Bachelor’s in Technology (chemical engineering) from the Indian Institute of Technology, Kanpur.

Postgraduate diploma in Management from the Indian Institute of Management, Ahmedabad.

M.S. Technology and Policy Program at the Massachusetts Institute of Technology.

SELECTED DIRECTOR QUALIFICATIONS:

Chief Executive Officer since the Company was purchased in 1999 and who has overseen the Company's very substantial growth while maintaining a stable, professional workforce

Experience leading both organic growth and acquisition activities

Service as Chairman of the Board of another public company

Experienced ICF Board member and executive whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

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VOTING AND MEETING INFORMATION

MICHAEL J. VAN HANDEL	Director Since: 2017
Independent Director	Committees: Audit
Age 59	Other Current Public Directorships: ManpowerGroup Inc.
	Current Occupation: Retired

Career and Education Highlights:

Director, BMO Financial Corporation, a U.S. bank and financial holding company, and wholly-owned subsidiary of Bank of Montreal, with over \$100 billion in assets (2006 to present):

Audit Committee member (2006 to present), Chair (2012 to present)

Nominating & Governance Committee Member (2012 to present), Chair (2017)

Risk Oversight Committee Member (2006 to 2017)

Director, ManpowerGroup Inc. (NYSE: MAN), a leading global workforce solutions company (2017 to present):

Senior Executive Vice President (2016 to 2017).

Executive Vice President, Chief Financial Officer (1998 to 2016).

Vice President, Chief Accounting Officer and Treasurer (1992 to 1998).

Director of Internal Audit (1989 to 1992).

Director, Milwaukee Youth Symphony Orchestra (2007 to present).

Leadership Council Member for Marquette University College of Business Administration (2007 to 2017).

Former Director of Milwaukee Public Museum (2004 to 2007).

Former Director of Cellular Dynamics International, leading developer and manufacturer of human cells used in drug discovery, toxicity testing, stem cell banking and cell therapy development (2010 to 2015).

Audit Manager, Arthur Andersen & Co. (1982 to 1989).

B.S. in Accounting, Marquette University.

M.B.A. in Banking and Finance, University of Wisconsin - Madison.

SELECTED DIRECTOR QUALIFICATIONS:

Experience as a director of other publicly traded companies

Experience as a senior executive of a publicly traded company

Extensive experience in financial management and risk oversight at global financial services and other public companies

Expertise in mergers and acquisitions, treasury, financial planning and analysis, and SEC reporting

Qualifies as an “audit committee financial expert” within the meaning of the SEC regulations

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Directors Whose Term Expires in 2021—Class III Directors

EILEEN O’SHEA AUEN Director Since: 2008

Lead Independent Director Committees: Governance and Nominating (Chair) and Compensation

Director Other Current Public Directorships: AngioDynamics, Inc.

Age 56 Current Occupation: CEO, Deep Run Consulting, LLC

Career and Education Highlights:

Chief Executive Officer, Deep Run Consulting, LLC, a healthcare consulting firm (2016 to present).

Former Executive Chairman of Helios (the resulting company in the merger of PMSI, Inc. and Progressive Medical, Inc.) (2013 to 2016).

Director of AngioDynamics, Inc., a medical device manufacturer (NASDAQ: ANGO) (2016 to present).

Compensation Committee Member (2016 to present), Chair (2018 to present)

Chairman and Chief Executive Officer of PMSI, Inc. (2008 to 2013).

Head of Healthcare Management, Aetna (2007 to 2008).

Chief Executive Officer, APS Healthcare, Inc. (2005 to 2007).

Managing Partner, Chapterhouse, LLC (2004 to 2005).

President, Health Net of the Northeast (2003 to 2004).

President, Southeast Region, Cigna Healthcare (2000 to 2003).

B.A., in Economics and Finance, Towson University.

M.B.A., University of Virginia.

SELECTED DIRECTOR QUALIFICATIONS:

Experience as director of another publicly traded company

Prior experience as a chief executive officer, providing significant management experience in the areas of finance, accounting, business operations, management, risk oversight, executive decision making and corporate governance

Substantial expertise in healthcare

Meaningful experience in the services sector, including the sale and integration of a services business

Experienced ICF board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

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CHERYL W. GRISÉ Director Since: 2012
Independent Director Committees: Compensation (Chair) and Governance and Nominating
Age 66 Other Current Public Directorships: MetLife, Inc. and PulteGroup, Inc.
Current Occupation: Retired

Career and Education Highlights:

Executive Vice President, Eversource Energy (f/k/a Northeast Utilities), a public utility holding company (2005 to 2007).

Various senior management positions at Northeast Utilities, after her employment in 1980, including President-Utility Group, General Counsel and Chief Executive Officer of all Northeast Utilities operating subsidiaries.

Director, MetLife, Inc. (NYSE: MET), a major multi-line insurance carrier (2004 to present). Lead Director (2010 to 2017).

Audit Committee Member (2007 to present)

Compensation Committee Member (2004 to present)

Executive Committee (2010 to present)

Governance and Corporate Responsibility Committee (2004 to present), Chair (2007 to present)

Director, PulteGroup, Inc. (f/k/a Pulte Homes, Inc.) (NYSE: PHM), a large commercial home builder (2008 to present).

Compensation and Management Development Committee (2008 to present)

Nominating and Governance Committee (2008 to present), Chair (2012 to present)

Former Director, Pall Corporation (NYSE: PLL), a manufacturer of fluid purification devices (2007 to 2015).

Former Director, Dana Holding Corporation (f/k/a Dana Corporation) (NYSE: DAN) (2002 to 2008).

Trustee Emeritus, University of Connecticut Foundation (2011 to present) and former Board Chair.

Former Member, Board of Trustees, Kingswood-Oxford School (2005 to 2015).

B.A. in Education, University of North Carolina.

J.D., Thomas Jefferson School of Law.

Executive Management Program, Yale University School of Organization and Management.

SELECTED DIRECTOR QUALIFICATIONS:

Director experience serving on boards of other public companies, including service as a Lead Director and serving as a member of the Audit Committee and chairing Governance Committees of those boards

Demonstrated business and financial acumen and experience

Governance experience as general counsel

Extensive management experience in the electric and natural gas utility industry

Experienced ICF Board member whose tenure provides a thorough understanding of ICF's business and corporate governance and its values and culture

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RANDALL MEHL **Director Since: 2017**
Independent Director **Committees: Compensation**
Age 51 **Other Current Public Directorships: Kforce Inc. and Insperity, Inc.**
 Current Occupation: President, Stewardship Capital Advisors, LLC

Career and Education Highlights:

President, Stewardship Capital Advisors, LLC, which manages an equity fund focused on making investments in the business and technology services sectors (2017 to present).

Partner & Managing Director, Baird Capital Partners (2005 to 2016):

Leader, Business and Technology Services Sector.

Managing Director, Robert W. Baird & Co. (1996 to 2005):

Senior Equity Research Analyst.

Director, Kforce Inc., a professional staffing provider (NASDAQ: KFRC) (2017 to present).

Audit Committee Member (2017 to present)

Corporate Governance Committee Member (2017 to present)

Director, Insperity, Inc., a professional employer organization (NYSE: NSP) (2017 to present).

Finance, Risk Management and Audit Committee Member (2017 to 2018)

Compensation Committee member (2018 to present)

Director, Stowell, Inc., a provider of in-home care management (2017 to present).

Former Director, Workforce Insight LLC, a provider of workforce optimization solutions (2014 to 2016).

Former Director, Myelin Communications, a marketing services business (2010 to 2016).

Former Director, MedData (now a subsidiary of MEDNAX), a provider of revenue cycle management solutions (2007 to 2014).

B.S. in Business Administration and Management, Bowling Green State University

M.B.A., University of Chicago Graduate School of Business

SELECTED DIRECTOR QUALIFICATIONS:

Experience as a director of other publicly traded companies

Extensive experience in financial management and risk oversight at global financial services and other public companies

Expertise in mergers and acquisitions, treasury, financial planning and analysis, and SEC reporting

Demonstrated business and financial acumen and experience

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The Governance and Nominating Committee maintains, and periodically updates, non-exclusive “Board membership criteria” to assist the committee in evaluating candidates for the Board. These criteria, and an indication of which of the criteria are particularly satisfied by each nominee and continuing director, are summarized below:

Guideline Criteria	Eileen O’Shea Auen	Srikant M. Datar	Cheryl W. Grisé	Sudhakar Kesavan	Randall Mehl	Peter M. Schulte	Michael J. Van Handel
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
Prominence within professional discipline and/or industry relevant to the Company’s strategy	X	X	X	X	X	X	X
Current or past experience as a board member of another mid-cap or large public company	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

						X	
Contribute to Board diversity (in terms of race, gender, national origin, etc.)	X	X	X	X			
Strengths and experience that contribute to ability to serve effectively on one (1) or more Board Committees (audit, compensation, governance)	X	X	X	X		X	X
						X	
Significant experience in mergers and acquisitions and/or integration	X	X	X	X		X	X
						X	
Familiarity with capital markets, financing transaction strategy, and investor relations	X	X	X	X		X	X
						X	
Experience identifying, evaluating and managing corporate risk	X	X	X	X		X	X
						X	

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VOTING AND MEETING INFORMATION

PROPOSAL 2

ADVISORY SAY ON PAY VOTE REGARDING ICF'S

OVERALL PAY-FOR-PERFORMANCE NAMED EXECUTIVE OFFICER COMPENSATION PROGRAM

In April of 2017, the Board approved a resolution providing that the Company would hold an annual stockholder advisory vote on executive compensation, as advised by the Company's stockholders at the 2017 Annual Meeting. Pursuant to that resolution and as required pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), this proposal, commonly known as a "Say on Pay" proposal gives you as a stockholder the opportunity to endorse or not endorse the Company's NEOs 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 the Proxy Statement."

Approval of the Say on Pay proposal requires the affirmative vote of a majority of the votes entitled to vote thereon present in person or by proxy at the Annual Meeting.

The Compensation Committee of the Board (the "*Compensation Committee*") and the full Board believe that the Company's executive compensation program, as described in the Compensation Discussion and Analysis ("*CD&A*") and other sections noted in the resolution set forth above, reflects a pay-for-performance culture at the Company 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 NEOs with both the short-term and long-term interests of stockholders, while reducing incentives for unnecessary and excessive risk taking.

In 2015, the Compensation Committee adopted a performance-based equity program (the "*Performance Program*") that provides for the award of performance-based shares ("*PSAs*") from time to time pursuant to the 2010 Omnibus Incentive Plan, as amended (the "*2010 Incentive Plan*"). On May 31, 2018, the stockholders approved the ICF International, Inc. 2018 Omnibus Incentive Plan (the "*2018 Incentive Plan*") to replace the 2010 Incentive Plan. The Performance Program is designed to provide an incentive compensation opportunity that takes into account both the Company's internal financial objectives and external market performance. The Compensation Committee continued to grant performance-based equity awards to the NEOs in 2016, 2017, 2018 and 2019.

In making a decision on the Say on Pay proposal the Board asks that stockholders consider the following:

ICF's NEO compensation is competitive and in line with its market peers.

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

ICF's executive compensation program relies heavily on stock-based awards vesting over a period of time.

PSAs vest over three (3) years, contingent on achievement of certain performance thresholds.

Restricted stock units ("**RSUs**") vest over a period of three (3) years with a vesting term of 25% vesting on each of the first anniversary and second anniversary, and 50% vesting on the third anniversary.

The Performance Program further emphasizes ICF's commitment to a pay-for-performance culture that links compensation to positive results.

ICF offers only limited perquisites.

In addition, at the Company's 2018 Annual Meeting, approximately 97% of the votes cast on the Say on Pay proposal were voted in favor of the Company's compensation program. The Compensation Committee and the Board believe this affirms the stockholders' strong support of the Company's approach to named executive compensation.

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 will seriously consider the outcome of this vote when determining future compensation arrangements for named executive officers.

It is expected that the next Say-on-Pay vote will occur at the 2020 annual meeting of stockholders.

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

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VOTING AND MEETING INFORMATION

PROPOSAL 3

RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANT

The Audit Committee of the Board (the “*Audit Committee*”) has appointed Grant Thornton to serve as our independent registered public accounting firm (“*independent auditor*”) for fiscal year 2019 and requests that stockholders ratify such appointment. For a discussion of factors considered by the Audit Committee in connection with the appointment of Grant Thornton, see “Audit Committee Report – Auditor Selection.”

Grant Thornton audited our consolidated financial statements for 2018 and 2017. 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. Ratification of the appointment of Grant Thornton as our independent auditor requires a majority of the votes entitled to vote thereon present in person or by proxy at the Annual Meeting. If our stockholders do not ratify Grant Thornton as our independent auditor, the Audit Committee will reconsider its decision. Even if stockholders vote in favor of the appointment, the Audit Committee may, in its discretion, and without re-submitting the matter to the Company’s stockholders, direct the appointment of a different independent auditor 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 SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2019.

DESCRIPTION OF PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the fees for professional audit services provided by Grant Thornton for the audit of our annual financial statements for the fiscal years ended December 31, 2018 and 2017, and fees billed for other services provided by Grant Thornton during those periods:

Type of Fees	2018	2017
Audit fees	\$ 1,714,144	\$ 1,773,444

Audit-related fees	26,250	—
Tax fees	—	—
All other fees	1,894	4,908
Total fees	\$ 1,742,288	\$ 1,778,352

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 the audit of our compliance with OMB Circular A-133. The audit fees provided by Grant Thornton also include services that were provided in connection with certain non-U.S. statutory audits. The 2018 audit fees include services rendered in connection with our adoption of the Accounting Standard Codification 606 (ASC 606), *Revenue from Contracts with Customers*, on January 1, 2018 and the impact of the Tax Cuts and Jobs Act of 2017 (“**TCJA**”) on our 2018 tax provision totaling \$77,101 and \$88,287, respectively.

Audit-Related Fees

Audit-related fees comprise fees for professional services rendered by Grant Thornton include employee benefit plan audits, due diligence related to acquisitions and accounting consultations that are not reported in “Audit Fees.”

Tax Fees

These are fees for professional services rendered by Grant Thornton with respect to tax compliance, tax advice and tax planning. Additional professional services with respect to tax compliance, tax advice and tax planning were performed by other tax service providers. There were no services rendered by Grant Thornton in 2018 or 2017 that met the above category description.

All Other Fees

These are fees for professional services rendered by Grant Thornton for products and services other than the services reported in “Audit Fees”, “Audit-Related Fees” or “Tax Fees”. There were \$1,894 and \$4,908 in such services rendered by Grant Thornton in 2018 and 2017, respectively, which met the above category description and which included statutory filings and related fees for the Company’s international business.

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VOTING AND MEETING INFORMATION

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 auditor. The Audit Committee reviews and approves the independent auditor's retention to perform audit services, including the associated fees. The Audit Committee also evaluates other known potential engagements of the independent auditor, 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 auditor's independence from management. At subsequent meetings, the Audit Committee will receive updates on the services actually provided by the independent auditor 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 engagement, he will report that approval to the full Audit Committee at its next meeting.

Approval of Fees

Our Audit Committee has reviewed all of the fees described above. In connection with the Audit Committee's review and approval of the amount of fees paid to the independent auditor for audit, audit-related and other services, the Audit Committee considers, among other factors:

The independent auditor's qualifications and quality control procedures;

The quality of the independent auditor's overall performance;

The complexity of the audit and related services in a particular year;

Publicly available information concerning audit fees paid by peer companies; and

The impact, if any, of the level of audit and non-audit fees on the auditor's independence.

The Audit Committee believes that such fees are compatible with maintaining the independence of Grant Thornton.

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AUDIT COMMITTEE REPORT

AUDIT COMMITTEE REPORT

The Company's Audit Committee is appointed by the Board, and each of the members of the Audit Committee has been determined by the Board to be "independent" under the applicable NASDAQ standards. The Board has also determined that all of the members of the Audit Committee are "financially literate" under the NASDAQ rules. The Audit Committee's Chairman, Dr. Srikant M. Datar and Committee member Mr. Michael Van Handel each qualify and are designated as "audit committee financial experts", as defined by the SEC.

Audit Committee Duties

Under the Audit Committee's Charter, the committee's duties and responsibilities include, among others:

Oversight of the relationship with the independent auditor, including being directly responsible for the appointment and compensation of the Company's independent auditor;

Assessing the qualifications, performance and independence of the Company's independent auditor;

Reviewing the activities, qualifications and performance of the Company's internal audit function;

Monitoring financial reporting and disclosure and related matters;

Reviewing and evaluating the Company's overall risk profile, the procedures and policies adopted to identify and manage such risks and related disclosures;

Retaining independent external advisors as the Audit Committee determines necessary or appropriate;

Annually reviewing the adequacy of the Audit Committee's charter and the Audit Committee's own performance; and preparing this report to the Company's stockholders.

The Audit Committee also periodically reviews the Company's Code of Business Ethics and Conduct and receives reports from the Company's Compliance Committee, which is charged with the implementation of the Code of

Business Ethics and Conduct. In this connection, the Audit Committee oversees the Company's procedures for the receipt, retention and treatment, on a confidential basis, of any complaints received by the Compliance Committee. The Company encourages employees and third-party individuals and organizations to report concerns about our accounting, internal accounting controls, auditing matters or other matters that may or appear to involve financial or any other wrongdoing.

Audit Committee Oversight Role

In performing its functions, the Audit Committee acts in an oversight capacity. In that role the Audit Committee relies on the work and assurances of: the Company's management, which has the primary responsibility for financial statements and reports, internal controls and financial reporting processes; the internal audit function; and the independent auditor that, in its reports, expresses opinions on the conformity of the Company's financial statements to United States generally accepted accounting principles ("**US GAAP**") and on the effectiveness of the Company's internal control over financial reporting.

Audit Committee Activities

During the year, the Audit Committee meets with management and representatives of the independent auditor and the internal audit function to review and discuss the Company's quarterly financial statements before the Company's results are released to the public. Members of the Committee also review the Company's quarterly reports on Form 10-Q and the annual report on Form 10-K. In the course of these activities, the Audit Committee:

Reviews the scope of, overall plans for and status of the annual audit and internal audit program;

Consults with management, the internal audit function and the independent auditor on topics such as the Company's processes for risk assessment and risk management and related disclosures;

Reviews and approves the Company's policy for preapproval of audit and permitted non-audit services by the independent auditor;

Reviews with management, the internal audit function and the independent auditor the scope and effectiveness of the Company's disclosure controls and procedures, including for purposes of evaluating the accuracy and fair presentation of the Company's financial statements in connection with the certifications made by the Company's Chief Executive Officer and Chief Financial Officer;

Receives advice on critical accounting policies and the impact of new accounting principles and guidance; and

Reviews significant legal and other developments in the Company's processes for monitoring compliance with law and Company policies and oversees the activities of the Company's Chief Ethics and Compliance Officer and

management's Compliance Committee.

The Audit Committee meets, not less than annually, with the independent auditor, in each case with and without members of management present, to discuss the results of the auditor's examinations and evaluations of the Company's internal controls and the overall quality and integrity of the Company's financial reporting.

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AUDIT COMMITTEE REPORT

Review of Fiscal 2018 Financial Statements

The Audit Committee reviewed and discussed with our management and with our independent auditor, Grant Thornton, the consolidated financial statements of ICF and its subsidiaries and related notes, the disclosures under the headings “Management’s Discussion and Analysis” and “Management’s Report on Internal Controls”, and other financial disclosures as set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018. In connection with this review, the Audit Committee:

Discussed with Grant Thornton those matters required to be discussed by Auditing Standard No. 1301 (Communications with Audit Committees), issued by the Public Company Accounting Oversight Board (“*PCAOB*”), and Rule 2-07 (Communication with Audit Committees) of SEC Regulations S-X; and

Received from Grant Thornton the written communications required by Ethics and Independence Standard No. 3526 (Communication with Audit Committees Concerning Independence), issued by the PCAOB, as to Grant Thornton’s compliance with all rules, standards, and policies of the PCAOB and SEC governing auditor independence.

Based on the activities, reviews and discussions outlined above, the Audit Committee recommended to the Board that the audited consolidated financial statements for the fiscal year ended December 31, 2018 be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 as filed with the SEC.

Auditor Selection

As described under the heading, “Proposal 3: Ratification of the Selection of Independent Registered Public Accountant”, the Audit Committee also approved the selection of Grant Thornton as the Company’s independent auditor for the fiscal year ending December 31, 2019 as being in the best interest of the Company. Grant Thornton has served as the Company’s independent auditor since the Company went public in 2006.

In connection with the appointment of the independent auditor, the Audit Committee discusses and considers factors such as the following:

The independent auditor’s historical and recent performance on the audit, taking into account the views of management and the internal audit function;

External data relating to audit quality and performance, including recent PCAOB reports on the independent auditor and its peer firms;

The familiarity of the independent auditor, and the team assigned to the Company's audit and related work, with the government services industry;

The independent auditor's tenure as the Company's independent auditor and its familiarity with the Company's accounting policies and practices and internal control over financial reporting;

The independent auditor's capacity, capability and expertise in handling the breadth and complexity of the Company's global operations;

The independent auditor's independence and objectivity and the quality and candor of communications within management and the Audit Committee; and

The appropriateness of the auditor's fees for audit and non-audit services.

For a discussion of factors considered by the Audit Committee in reviewing the amount of fees paid to Grant Thornton for audit and other services, see "Proposal 3: Ratification of the Selection of the Independent Registered Public Accountant – Approval of Fees".

The Audit Committee also reviews and considers the performance of the lead audit partner. Under applicable law, the lead audit partner must rotate after five (5) years, and the Company's current lead audit partner has served in that capacity for four (4) years. The process for selection of the Company's lead audit partner pursuant to this rotation policy will involve meetings between the chair of the Audit Committee and the candidate for the role, as well as discussions and meetings with the Audit Committee and, of course, management.

Audit Committee

/s/ Dr. Srikant M. Datar
Dr. Srikant M. Datar,

Audit Committee Chairperson

/s/ Peter M. Schulte
Peter M. Schulte

/s/ Michael Van Handel
Michael Van Handel

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Table of Contents**CORPORATE GOVERNANCE AND BOARD MATTERS****CORPORATE GOVERNANCE AND BOARD MATTERS***Board and Committee Meetings in 2018*

The table below shows the number of Board and Committee meetings held in 2018. Our Board has eight (8) 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.

	Number of Meetings Held
Board of Directors	8
Audit Committee	8
Compensation Committee	5
Governance and Nominating Committee	5

Directors are expected to attend Board meetings, our annual stockholders' meeting, and the meetings of the committees on which they serve. During 2018, 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 2018.

Corporate Governance Guidelines

Our Board has established a set of Corporate Governance Guidelines that addresses such matters as, among other things, the roles of the Board and management (including the role of the Lead Independent Director), Board and director responsibilities, Board composition, selection of directors, operations of the Board (including meetings), and functions of the Board committees. The Board believes such guidelines, which are reviewed at least annually, 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, Ms. Cheryl W. Gris , Dr. Srikant M. Datar, and Messrs. Randall Mehl, Peter M. Schulte and Michael Van Handel, 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. In addition, former director Mr. Sanjay Gupta met these independence standards during his service as a director in 2018.

Board Leadership Structure; Lead Independent Director

The Board’s leadership structure includes a Lead Independent Director and Mr. Kesavan serving as both Chairman of the Board (“***Chairman***”) and Chief Executive Officer (“***CEO***”). Based on the Company’s favorable experience with this Board leadership structure and the factors outlined below, the Board continues to believe 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 when there is a combined Chairman and CEO, it is in the best interests of the Company and its stockholders to designate a Lead Independent Director who is an independent director and, among other duties:

Chairs any meeting of the independent directors in executive session;

Facilitates communications between other members of the Board and the Chairman and CEO; however, each director is free to communicate directly with the Chairman and CEO;

Works with the Chairman and CEO in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board;

Consults with the Chairman and CEO on matters relating to corporate governance and Board performance;

Leads the deliberation and action by the Board or a Board committee regarding any offer, proposal, or other solicitation or opportunity involving a possible acquisition or other change of control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization;

In conjunction with the Chair of the Governance and Nominating Committee, oversees and participates in the a