ICF International, Inc. Form 4/A June 20, 2016

FORM 4

OMB APPROVAL OMB

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Glover Ellen

2. Issuer Name and Ticker or Trading

Symbol

ICF International, Inc. [ICFI] 3. Date of Earliest Transaction

(Middle) (Last) (First)

> (Month/Day/Year) 03/21/2016

ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

03/22/2016

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below) **EVP**

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FAIRFAX, VA 22031

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

3235-0287

January 31,

2005

0.5

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

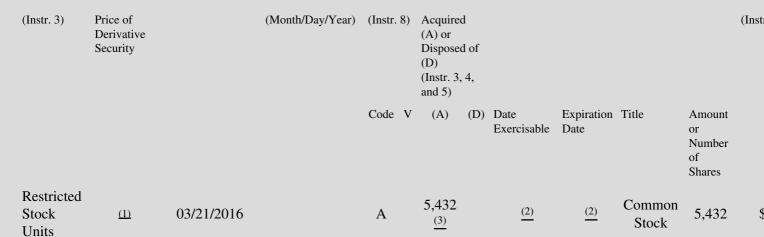
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Glover Ellen

ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY

EVP

FAIRFAX, VA 22031

Signatures

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

06/20/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.
- (2) These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2010 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of 4 years at 25% per year beginning one year from the date of grant.
- Ms. Glover's Form 4 filed on March 22, 2016 incorrectly stated that she was awarded 1,921 restricted stock units (RSUs) on March 21, (3) 2016. Ms. Glover's aggregate award was 5,432 RSUs: (i) 1,921 RSUs granted as a bonus and (ii) 3,511 RSUs granted as a portion of her annual equity incentive award. This amendment accurately reflects both components of Ms. Glover's RSU award on March 21, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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