

ICF International, Inc.
Form 3
September 21, 2015

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Ostria Sergio J
(Last) (First) (Middle)

9300 LEE HIGHWAY

(Street)

FAIRFAX,Â VAÂ 22031

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
09/18/2015

3. Issuer Name **and** Ticker or Trading Symbol
ICF International, Inc. [ICFI]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Executive Vice President

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,601

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock	814	\$ (1)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	942	\$ (1)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	678	\$ (1)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,854	\$ (1)	D	Â
Employee Stock Option (right to buy)	Â (6)	03/19/2022	Common Stock	2,817	\$ 25.66	D	Â
Employee Stock Option (right to buy)	Â (7)	03/18/2023	Common Stock	6,794	\$ 27.03	D	Â
Employee Stock Option (right to buy)	Â (8)	03/17/2024	Common Stock	5,665	\$ 40.68	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ostria Sergio J 9300 LEE HIGHWAY FAIRFAX, VA 22031	Â	Â	Â Executive Vice President	Â

Signatures

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

09/21/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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. Common Stock.

These acquired restricted stock units were granted on March 19, 2012, 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. The first three installments vested on March 19, 2013, March 19, 2014 and March 19, 2015, respectively.

These acquired restricted stock units were granted on March 18, 2013, 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. The first two installments vested on March 18, 2014 and March 18, 2015, respectively.

These acquired restricted stock units were granted on March 17, 2014, 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. The first installment vested on March 17, 2015.

These acquired restricted stock units were granted on March 16, 2015, 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.

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- (6) This option award was granted on March 19, 2012 for 8,451 options, pursuant to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended. The option award vested over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. At the time of this filing, the option award was entirely vested, and 5,634 options have been exercised.

- (7) This option award was granted on March 18, 2013 for 10,191 options, pursuant to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended. The option award vests over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. The first two installments vested on March 18, 2014 and March 18, 2015, respectively, and 3,397 options have been exercised.

- (8) This option award was granted on March 17, 2014 for 5,665 options, pursuant to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended. The option award vests over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. The first installment vested on March 17, 2015, and no options have been exercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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