

ICF International, Inc.  
Form DEF 14A  
April 24, 2015

**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  
Registrant

**Check the appropriate box:**  
Preliminary Proxy Statement  
**Confidential, for Use of the Commission  
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Definitive Proxy Statement  
Definitive Additional Materials  
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**ICF INTERNATIONAL, INC.**

*(Name of Registrant as Specified In Its  
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*(Name of Person(s) Filing Proxy Statement,  
if other than the Registrant)*

**Payment of Filing Fee (Check the  
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(1) Amount Previously Paid:

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instead of a paper copy of the Proxy Statement and our 2014 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 the Proxy Statement, our 2014 Annual Report and a form of proxy or voting instruction form. All stockholders who do not receive a notice, including stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. Employing an electronic distribution process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

We cordially invite you to attend this year's meeting. It is important that your shares of ICF International 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 24, 2015

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**CAST YOUR VOTE RIGHT AWAY**

We hope you will exercise your rights and fully participate 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 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 2015), 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 this Proxy Statement with care and vote right away using any of the following methods. **In all cases, have your proxy card or voting instruction form in hand and follow the instructions.**

BY INTERNET USING YOUR COMPUTER	BY TELEPHONE	BY MAILING YOUR PROXY CARD
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**Admission:**

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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) any 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:

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

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

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

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## PROXY SUMMARY

### 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*," the "*Company*," "*we*," "*our*" or "*us*") 2014 financial performance and key executive compensation actions and decisions. 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, 2014, and the complete Proxy Statement that follows.

### Proposals Which Require Your Vote

		More Information	Board Recommendation	Votes Required for Approval
<b>PROPOSAL 1</b>	Election of two (2) directors	Page 5	<b>FOR</b> each Director Nominee	Plurality of the votes entitled to be cast in the election of directors.
<b>PROPOSAL 2</b>	Approval of the amendment to the Company's 2010 Omnibus Incentive Plan, as amended on Page 14 June 7, 2013 (the " <i>2010 Incentive Plan</i> ")		<b>FOR</b>	Affirmative " <b>FOR</b> " vote of a majority of the votes cast for the proposal.
<b>PROPOSAL 3</b>	Approval of material terms of the 2010 Incentive Plan, for purposes of complying with the requirements of Internal Revenue Code Section 162(m)	Page 21	<b>FOR</b>	Affirmative " <b>FOR</b> " vote of a majority of the votes cast for the proposal.
<b>PROPOSAL 4</b>	Advisory vote regarding ICF International's overall pay-for-performance executive compensation program	Page 22	<b>FOR</b>	Advisory vote only.
<b>PROPOSAL 5</b>	Ratification of the selection of the independent registered public accounting firm	Page 23	<b>FOR</b>	Optional vote only.

### About ICF International

ICF International provides professional services and technology solutions that deliver beneficial impact in areas critical to the world's future. The Company is fluent in the language of change, whether driven by markets, technology, or policy. Since 1969, we have combined a passion for our work with deep industry expertise to tackle our clients' most important challenges. We partner with clients around the globe—advising, executing, innovating—to help them define and achieve success. Our more than 5,000 employees serve government and commercial clients from more than 70 offices worldwide. ICF International's website is [www.icfi.com](http://www.icfi.com).

At December 31, 2014, ICF International had total revenue of \$1,050.1 million, consolidated assets of approximately \$1,110.3 million and total consolidated stockholders' equity of approximately \$500.7 million.

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

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## PROXY SUMMARY

### 2014 Business Highlights

*Financial Performance.* 2014 was a year of major progress and accomplishment for our Company on many fronts:

Operating income was \$69.4 million, up 7.2% over the \$64.7 million reported for full year 2013. Earnings per share, on a diluted basis, was \$2.00 per share of common stock for 2014, compared to \$1.95 per share of common stock for 2013:

Revenue was \$1.05 billion in 2014, up 10.6% over the \$949.3 million reported for full year 2013:

### *Acquisitions.*

In February 2014, March 2014 and November 2014, ICF International completed its acquisition of Mostra S.A. (“*Mostra*”), CityTech, Inc. (“*CityTech*”) and OCO Holdings, Inc. and its subsidiaries (collectively known as “*Olson*”), respectively. Mostra is a strategic communications consulting company based in Brussels, Belgium that offers end-to-end, multi-channel communications solutions to assist government and commercial clients, particularly the European Commission. CityTech is a Chicago-based digital interactive consultancy specializing in enterprise applications development, web experience management, mobile application development, cloud enablement, managed services, and customer experience management solutions. Olson is a Minnesota-based marketing technology and digital services firm. ICF International’s acquisition of Mostra, CityTech and Olson in 2014 broadened its offerings to clients in the areas of content management, marketing and digital services. These acquisitions now allow us to offer complete end-to-end solutions for chief marketing officers, chief communications officers, and chief technology officers as they invest in digital marketing platforms and solutions.



## PROXY SUMMARY

### Compensation Highlights

The Compensation Committee of the Board of Directors (the “*Compensation Committee*”) of the Company took the following actions during fiscal year 2014 and to date to maintain and improve the pay-for-performance nature of our executive compensation program:

Extensively reviewed external executive compensation trends to ensure the Company’s executive compensation practices align with market best practices.

Reviewed the work of management’s compensation consultant, Semler Brossy Consulting Group, LLC, and then, with input from the Compensation Committee’s compensation consultant, AonHewitt, made determinations on the design of a performance share program (“*Performance Program*”) to add performance shares to the mix of ICF International’s long-term incentive program beginning in 2015. Performance shares are performance-contingent awards where executives may earn zero to maximum performance shares depending on the Company’s actual performance against pre-established performance measures. The performance periods of the performance shares focus on the long term (i.e., more than one year) to align executives’ interests with the interests of long-term stockholders. Performance shares were granted to members of ICF International’s executive leadership team on March 16, 2015 (as reported by a Form 8-K filed with the SEC on March 11, 2015).

Enhanced the Executive Stock Ownership Policy by expanding the designated executives (including the named executive officers (the “*NEOs*”)) subject to it and increased the level of stock ownership that executives are required to hold. Under the policy, the executive may not sell, transfer or dispose of shares of Company common stock if he or she does not meet the requisite stock ownership policy.

Revised the Annual Incentive Program to make it more formulaic. Previously, “on plan” performance was defined as achieving 85% to 115% of performance goals. Beginning in 2015, threshold, target and maximum performance goals are established with appropriate payouts at each level.

Reviewed the 2010 Incentive Plan against key institutional investors’ voting policies on equity plans and proxy advisory firms’ equity plan evaluation criteria, which resulted in recommendations for the amendment to the 2010 Incentive Plan, as described in this Proxy Statement including, consistent with best corporate governance practices, “double-trigger” change of control equity vesting and one (1) year minimum vesting of equity awards (except for pre-existing employment or severance agreements), the approval of which will be voted upon at the 2015 annual

meeting of stockholders.

Revised the peer group to include a broader array of companies to reflect the evolution of ICF International's business strategy.

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

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**PROXY SUMMARY**

The compensation of our NEOs reflects both our 2014 performance and the increased rigor of our annual incentive program.

NEO	Salary (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity	All Other	Total (\$)
				Incentive Compensation (\$)	Compensation (\$)	
Sudhakar Kesavan	\$810,867	\$714,300	\$714,445	\$656,184	\$19,783	\$2,915,579
John Wasson	597,365	375,843	375,951	382,639	10,828	1,742,626
James C. Morgan	469,622	189,121	189,158	263,213	10,540	1,121,654
Ellen Glover	359,981	108,697	108,734	144,739	11,548	733,699
Isabel Reiff	339,827	103,653	103,667	174,870	14,444	736,461

***2014 Executive Total Compensation Mix***

Under our executive compensation program, a significant portion (71% and 58%, respectively) of the Chief Executive Officer's (the "**CEO**") and other NEOs' annual total compensation is variable based on our operating performance and/or our stock price, as shown below:

**Response to Advisory Vote**

Approximately 96% of the votes cast at the 2014 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 stockholders.

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## PROXY SUMMARY

### Corporate Governance Highlights

ICF International has a longstanding commitment to effective governance of its business and affairs for the benefit of stockholders. The Board of Directors' (the "**Board**") 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, who also serves as our CEO, a Lead Independent Director, and independent Committee chairs. The Board believes that ICF International is currently best served in combining the CEO and Chairman of the Board positions, complemented by an independent, strong and effective Lead Independent Director.

On April 15, 2015, S. Lawrence Kocot delivered his resignation from the Board, effective April 25, 2015. The size of the Board will decrease by one (1) member so that the Board consists of seven (7) directors, six (6) of whom are independent. In the effort to make the Board classes as even in number as possible, director Eileen O'Shea Auen was moved from Class I (with a term expiring in 2016) to Class III, and as a result, is up for re-election at the 2015 annual meeting of stockholders.

### *Lead Independent Director*

Dr. Edward Bersoff serves as ICF International's Lead Independent Director. 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:

Chair any meeting of the independent directors in executive session.

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

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

Work with the Chairman of the Board in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board.

Consult with the Chairman of the Board and/or the CEO on matters relating to corporate governance and Board performance.

Lead 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.

### ***Strong 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, 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***

Our Board has oversight for risk management with a focus on the most significant enterprise risks facing the company, including strategic, reputation, liquidity, market, operational, financial, legal, and compliance risks.

### ***Continuing Education***

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

***Stock Ownership and Holding Period Requirements***

The Board believes that designated executives of the Company should have a financial stake in ICF International so that their interests are aligned with those of the stockholders, and therefore, will more effectively represent ICF International's stockholders. Currently, pursuant to the Company's Executive Stock Ownership Policy, as amended in May 2014 (the "***Executive Stock Ownership Policy***"), each of the Chairman of the Board and CEO, the NEOs and other designated executives are expected to own shares of ICF International common stock with a value equal to, or in excess of, four (4) times, two (2) times, and one (1) times the value of his or her annual base salary, respectively. For designated executives (including NEOs) as of January 1, 2015, ownership levels are to be achieved within five (5) years of that date, and for newly appointed designated executives, such levels are to be achieved by the later of the fifth (5<sup>th</sup>) anniversary of becoming such an executive, or December 31 of that year.

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## PROXY SUMMARY

The Board also believes that its members should share stockholders' focus on the Company's long-term value. In March 2011, upon the recommendation of the Governance and Nominating Committee, the Board adopted a revised 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 (or five (5) times \$60,000)). Such ownership level is to be achieved over a period of four (4) years after becoming a member of the Board.

As of April 6, 2015, each of our NEOs and non-employee directors either met the above stock ownership guidelines or are expected to meet the applicable ownership guidelines within the specified time period.

### *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 2014.

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

### *Good Governance Practices*

Board is 86% independent, 43% female, and includes a Lead Director.

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

Each director attended over 75% of applicable Board/Committee meetings.

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

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

The Board and each Committee conduct an annual self-evaluation.

The Board conducts an annual evaluation of the CEO.

We have 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 COO’s severance agreements have a “double trigger” in connection with any compensation, equity or benefits paid in the event of a change of control.

### ***Compensation Recoupment Policy***

The Company’s recoupment policy is set forth in the 2010 Incentive Plan. Under this policy, if any of the Company’s financial statements are required to be restated resulting from errors, omissions, or fraud, the 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 any fiscal year of the Company the financial results of which are negatively affected by such restatement. 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 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).

## PROXY SUMMARY

### Stockholder Actions

#### *Election of Directors (Proposal 1)*

You will find important information below 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 International'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*

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Name	Director Since	Age	Independent	Principal Occupation	Other Public Boards	ICF International Board Committees
Eileen O'Shea Auen	2008	52	Yes	Executive Chairman, Helios	None	Governance & Nominating Committee (Chair); Compensation Committee
Cheryl Gris�	2012	62	Yes	Retired	MetLife, Inc., PulteGroup, Inc., and Pall Corporation	Compensation Committee (Chair)

On April 15, 2015, S. Lawrence Kocot delivered his resignation from the Board, effective April 25, 2015. The size of the Board will decrease by one (1) member so that the Board consists of seven (7) directors. In the effort to make the Board classes as even in number as possible, director Eileen O'Shea Auen was moved from Class I (with a term expiring in 2016) to Class III. As a result, Ms. Auen is standing for re-election at the 2015 annual meeting of stockholders.

***Approval of the Amendment to the 2010 Incentive Plan (Proposal 2)***

Stockholders are being asked to vote in favor of the amendment to the 2010 Incentive Plan. The amendment to the 2010 Incentive Plan includes:

- (1) an increase in the number of shares reserved for issuance thereunder by 1,540,000 shares,
- (2) the adoption of a "double trigger" change of control provision for vesting of, and restriction period for, equity awards, and
- (3) the adoption of a one-year minimum vesting of, and restriction/performance period for, equity awards (except for pre-existing employment or severance agreements) with up to 5% of the available shares (including the additional shares requested) not subject to such minimum one-year restrictions.

The proposed amendment was approved by the Board on April 8, 2015. If approved by the stockholders at the 2015 annual meeting, the amendment will become effective upon such approval. The purpose of the amendment is primarily to align certain provisions with recognized market best practices; and to increase the number of shares available under the 2010 Incentive Plan.

Detailed information on Proposal 2, including a summary of Stockholder Friendly Features and burn rates, can be found on pages 14 through 20 below.

***Approval of the Material Terms of the Performance Goals under the 2010 Incentive Plan for Purposes of Complying with the Requirements of Internal Revenue Code Section 162(m) (Proposal 3)***

Stockholders are being asked to vote to reapprove the material terms of the performance goals of the 2010 Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, including the corporate performance goals to which payment of certain awards made under the 2010 Incentive Plan may be tied in order to qualify those awards as performance-based compensation under Section 162(m) of the Code. Such performance goals must be approved by stockholders every five (5) years, and five (5) years have passed since the approval of the performance goals under the 2010 Incentive Plan. If our stockholders reapprove these terms, the Compensation Committee of the Board will have

the ability to make awards and payments under the 2010 Incentive Plan that qualify as tax-deductible performance-based compensation under Section 162(m) of the Code.

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## PROXY SUMMARY

### ***Advisory Vote Regarding ICF International's Overall Pay-For-Performance Executive Compensation Program (Proposal 4)***

Stockholders are being asked to cast a non-binding, advisory say on pay (“**Say on Pay**”) vote on our executive officer compensation. Last year, approximately 96% of the votes cast by our stockholders on this proposal supported our executive compensation program. Consistent with the recommendation of the Board and the preference of our stockholders, we have decided to hold an annual Say on Pay vote. In evaluating this year’s Say on Pay proposal, we recommend that you carefully review the CD&A, which explains how and why the Compensation Committee arrived at its executive compensation actions and decisions for 2014.

### ***Ratification of the Selection of the Independent Registered Public Accounting Firm***

#### ***(Proposal 5)***

The Audit Committee of the Board has appointed Grant Thornton LLP (“**Grant Thornton**”) as the Company’s independent registered public accounting firm (independent auditor) for 2015. 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 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 2016 Annual Meeting of Stockholders**

Stockholder proposals submitted for inclusion in our 2016 proxy statement pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, must be received by us by December 26, 2015. Notice of stockholder proposals to nominate a person for election as a Director or to introduce an item of business at the 2016 annual meeting of stockholders outside Rule 14a-8 must be received by us no earlier than February 6, 2016 and no later than March 7, 2016.



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## VOTING AND MEETING INFORMATION

### PROXY STATEMENT

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**,” the “**Company**,” “**we**,” “**our**,” or “**us**”) to be used at the annual meeting of stockholders of the Company. The annual meeting will be held at our principal executive office, 9300 Lee Highway, Fairfax, Virginia 22031, on June 5, 2015, at 10:30 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 24, 2015, to stockholders of record.

### Voting And Meeting Information

#### *What is the purpose of the annual meeting?*

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At our annual meeting, you will be asked to:

		<b>More Information</b>	<b>Board Recommendation</b>	<b>Votes Required for Approval</b>
<b>PROPOSAL 1</b>	Elect two (2) directors to serve for a term expiring at our annual meeting in 2018	Page 5	FOR each Director Nominee	Plurality of the votes entitled to be cast in the election of directors  Affirmative vote of the majority of votes cast. Because this is a non-routine matter, abstentions will have the same effect as voting against the proposal. Broker non-votes will have no effect on the vote results.
<b>PROPOSAL 2</b>	Approve the amendment to the ICF International, Inc. 2010 Omnibus Incentive Plan, as amended on June 7, 2013 (the “ <b>2010 Incentive Plan</b> ”)	Page 14	FOR	Affirmative vote of the majority of votes cast. Because this is a non-routine matter, abstentions will have the same effect as voting against the proposal. Broker non-votes will have no effect on the vote results.
<b>PROPOSAL 3</b>	Approve material plan terms of the 2010 Incentive Plan for purposes of complying with the requirements of Internal Revenue Code Section 162(m)	Page 21	FOR	Affirmative vote of the majority of votes cast. Because this is a non-routine matter, abstentions will have the same effect as voting against the proposal. Broker non-votes will have no effect on the vote results.
		Page 22	FOR	Advisory vote only.

**PROPOSAL** Provide an advisory vote regarding  
**4** ICF International's overall  
pay-for-performance executive  
compensation program (the "**Say on  
Pay**" vote)  
Ratify the selection of Grant

**PROPOSAL** Thornton LLP ("**Grant Thornton**") as Page 23 **FOR** Optional vote only.  
**5** our independent registered public  
accounting firm

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

## VOTING AND MEETING INFORMATION

### *How does the Board recommend that I vote?*

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Our Board recommends that you vote your shares **FOR**: (i) the nominees for election to the Board; and (ii) Proposals 2, 3, 4 and 5.

### *Who is entitled to vote?*

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Holders of record of our common stock as of the close of business on April 6, 2015, are entitled to vote at the annual meeting. At that time, we had 19,555,426 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?*

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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 the proxy 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.

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. Requests should be made to ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, Corporate Secretary.

### *How can I access the proxy materials over the Internet?*

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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](http://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, 2014 Annual Report, and/or other financial information?***

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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 2014 Annual Report, which includes our Form 10-K, by writing to: ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, Corporate Secretary. Alternatively, stockholders can access the 2014 Annual Report, which includes our Form 10-K, on our Investor Relations website at: <http://investor.icfi.com>. We will also furnish any exhibit to the 2014 Form 10-K if specifically requested.

***How do I vote?***

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You may vote in person at the meeting, on the Internet, by telephone, or through a proxy or voting instruction form. Stockholders who have received a notice of the availability of the proxy materials by mail may submit proxies over the Internet by following the instructions on the notice. Stockholders who have received a paper copy of a proxy form or 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 appointment of the independent registered public accounting firm, even if you do not furnish voting instructions. However, your broker will not be able to vote on other matters.

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

***Can I change my vote?***

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

notifying us in writing at our corporate offices by writing to ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Mollie Roy, 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 AND MEETING INFORMATION

voting in person at the meeting.

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

### *Attending the Meeting*

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Attendance at the 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 (i.e., in “street name”);  
or  
authorized representatives of entities who are record or beneficial holders.

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

stockholders of record must present the top portion of their proxy card, which will serve as an admission ticket;  
beneficial holders will need proof of 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 International common stock held in street name in person at the meeting, you must obtain a written proxy in your name from the broker, bank or other nominee who is the record holder of your shares; and  
in addition to any evidence required above for record or beneficial holders, authorized representatives must present a letter from the entity certifying as to their status as an authorized representative.

Cameras, recording devices and other electronic devices, and the use of cellular phones or tablets will not be permitted at the meeting. Representatives will be at the entrance to the meeting and these representatives will have the authority, on the Company’s behalf, to determine whether the admission policies and procedures are being followed and whether you will be granted admission to the meeting.

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

Your shares are counted as present at the meeting if you attend the meeting, if you properly return a proxy by mail, or you vote by telephone or electronically. In order for us to vote on matters at the meeting, a majority of our outstanding shares of common stock as of April 6, 2015 and entitled to vote must be present in person or by proxy at the meeting. This is referred to as a quorum. Abstentions will be counted for purposes of establishing a quorum at the meeting and will be counted as voting (but not for or against) on the affected proposal. Broker non-votes will not be counted for purposes of establishing a quorum or 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. Broker non-votes may arise with respect to the proposal for the election of directors, the vote to approve the amendment to the 2010 Incentive Plan and to approve the material terms of the performance goals under the 2010 Incentive Plan, and the Say on Pay vote, because such proposals are considered non-routine matters under applicable rules, and brokers