

ICF International, Inc.  
Form S-8  
March 15, 2010

As filed with the Securities and Exchange Commission on March 15, 2010

Registration Statement No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ICF INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**22-3661438**  
(I.R.S. Employer  
Identification No.)

**9300 Lee Highway, Fairfax, Virginia**  
(Address of principal executive offices)

**22031**  
(Zip Code)

**2006 Long-Term Equity Incentive Plan**

(Full title of the plan)

**Sudhakar Kesavan**

**Chairman & Chief Executive Officer**

**ICF INTERNATIONAL, INC.**

**9300 Lee Highway**

**Fairfax, Virginia 22031**

(Name and address of agent for service)

**(703) 934-3000**

(Telephone number, including area code, of agent for service)

Large accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Accelerated filer

Smaller reporting company

*Copy to:*

**James J. Maiwurm, Esq.**

**Squire, Sanders & Dempsey L.L.P.**

**8000 Towers Crescent Drive, Suite 1400**

**Tysons Corner, Virginia 22182**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount to be Registered<sup>1</sup></b>	<b>Proposed Maximum Offering Price per Share<sup>2</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>2</sup></b>	<b>Amount of Registration Fee</b>
<b>To be Registered</b> <i>2006 Long-Term Equity Incentive Plan</i> Common Stock, par value \$0.001 per share	578,358 <sup>3</sup>	\$24.01	\$13,886,376	\$991

<sup>1</sup> Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.

<sup>2</sup> Computed in accordance with Rule 457(h) and 457(c), based on the average of the high and low prices of Registrant's Common Stock on March 12, 2010 as reported on The Nasdaq Global Select Market.

<sup>3</sup> Consists of additional shares authorized as of January 1, 2010 under the evergreen provision of the 2006 Long-Term Equity Incentive Plan.

**EXPLANATORY NOTE**

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed by ICF International, Inc. (the Company or the Registrant ) for the purpose of registering additional securities under the 2006 Long-Term Equity Incentive Plan of the Registrant (the Plan ), which are the same class as those registered under the currently effective Registration Statement on Form S-8 (Registration No. 333-137975) relating to the Plan, and the contents of such Registration Statements, including any amendments thereto or filings incorporated therein, are incorporated herein by this reference.

The number of shares of common stock of the Registrant available for issuance under the Plan is subject to an automatic annual increase by an amount equal to three percent (3%), or a lesser amount as determined by the Board of Directors, of the number of shares of the Registrant s common stock outstanding as of each January 1 of the particular year (the evergreen provision ). For 2010, the Board of Directors authorized an increase by an amount equal to three percent (3%) of the number of shares of the Registrant s common stock outstanding as of January 1, 2010. This Registration Statement registers the 578,358 additional shares of common stock available for issuance pursuant to the evergreen provision for fiscal year 2010.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the United States Securities and Exchange Commission (the Commission ) are incorporated by reference into this Registration Statement:

- (a) The Registrant s Annual Report on Form 10-K for the fiscal year ended December 31, 2009, which includes audited financial statements for the Registrant s latest fiscal year.
- (b) The Registrant s Current Reports on Form 8-K filed January 28, 2010 and March 5, 2010.
- (c) The description of the Registrant s common stock which is contained in a registration statement on Form 8-A filed with the Commission on September 25, 2006 (File No. 001-33045) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, we are not incorporating by reference information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, nor in any document or information deemed to have been furnished and not filed in accordance with SEC rules.

**Item 8. Exhibits.**

**Exhibit**

<b>Number</b>	<b>Exhibit</b>
4.1	Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-134018) and amendments thereto, declared effective September 27, 2006 (the "Form S-1"))
4.2	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-137975) effective as of October 12, 2006)
4.3	Amended and Restated Bylaws of ICF International, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, filed on April 22, 2009)
4.4	Form of Amended and Restated Registration Rights Agreement (incorporated by reference to Exhibit 4.2 to the Company's Form S-1)
5.1	Opinion of Squire, Sanders & Dempsey L.L.P.
23.1	Consent of Squire, Sanders & Dempsey L.L.P. (included in Exhibit 5.1)
23.2	Consent of Grant Thornton LLP
24.0	Power of Attorney (see signature page)
99.1	2006 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Form S-1)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairfax, Virginia, on March 15, 2010.

ICF INTERNATIONAL, INC.

By: */s/* SUDHAKAR KESAVAN  
**Sudhakar Kesavan,**  
**Chairman, President & Chief Executive Officer**

---

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sudhakar Kesavan, and each of them, his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the registrant on March 15, 2010 and in the capacities indicated.

<b>Signature</b>	<b>Title</b>
/s/ SUDHAKAR KESAVAN  <b>Sudhakar Kesavan</b>	Chairman, President & Chief Executive Officer  (Principal Executive Officer)
/s/ ALAN STEWART  <b>Alan Stewart</b>	Senior Vice President, Chief Financial Officer &  Secretary (Principal Financial Officer)
/s/ SCOTT BRESLER  <b>Scott Bresler</b>	Controller (Principal Accounting Officer)
/s/ EILEEN O SHEA AUEN  <b>Eileen O Shea Auen</b>	Director
/s/ DR. EDWARD H. BERSOFF  <b>Dr. Edward H. Bersoff</b>	Director
/s/ DR. SRIKANT M. DATAR  <b>Dr. Srikant M. Datar</b>	Director
/s/ RICHARD M. FELDT  <b>Richard M. Feldt</b>	Director
/s/ JOEL R. JACKS  <b>Joel R. Jacks</b>	Director
/s/ DAVID C. LUCIEN  <b>David C. Lucien</b>	Director
/s/ PETER M. SCHULTE	Director

**Peter M. Schulte**



**EXHIBIT INDEX**

**Exhibit**

**Number**

**Exhibit**

- 4.1 Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-134018) and amendments thereto, declared effective September 27, 2006 (the "Form S-1"))
- 4.2 Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 (File No. 333-137975) effective as of October 12, 2006)
- 4.3 Amended and Restated Bylaws of ICF International, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Form 8-K, filed on April 22, 2009)
- 4.4 Form of Amended and Restated Registration Rights Agreement (incorporated by reference to Exhibit 4.2 to the Company's Form S-1)
- 5.1 Opinion of Squire, Sanders & Dempsey L.L.P.
- 23.1 Consent of Squire, Sanders & Dempsey L.L.P. (included in Exhibit 5.1)
- 23.2 Consent of Grant Thornton LLP
- 24.0 Power of Attorney (see signature page)
- 99.1 2006 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Form S-1)