

ICF International, Inc.
Form PRE 14A
April 07, 2017

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)

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No fee required.

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(3) Filing Party:

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO
BE HELD ON JUNE 1, 2017**

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

June 1, 2017 8:00 a.m. 9300 Lee Highway

Fairfax, Virginia 22031

AGENDA:

To elect two (2) directors for a term expiring in 2020 (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***" or "***ICF***") named executive officers as disclosed in this proxy statement (Proposal 2);

To vote, on an advisory basis, on the frequency of say on pay votes (Proposal 3);

To amend ICF International's Amended and Restated Certificate of Incorporation to implement a majority voting standard in uncontested director elections (Proposal 4);

To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2017 (Proposal 5); 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 6, 2017 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 21, 2017.

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 2016 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 2016 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 21, 2017

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 2017), 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

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Registered Owners dial

toll-free 24/7

1-800-690-6903

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sign your proxy card

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:

For stockholders of record, 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.

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**") 2016 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, 2016, and the complete Proxy Statement that follows.

Proposals Which Require Your Vote

		More Information	Board Recommendation	Votes Required for Approval
PROPOSAL 1	Election of two (2) directors	Page 5	FOR each Director Nominee	Plurality of the votes entitled to be cast in the election of directors.
PROPOSAL 2	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.
PROPOSAL 3	Advisory vote on the frequency of say on pay votes	Page 15	FOR EVERY YEAR	Plurality of the votes entitled to be cast for this advisory vote.
PROPOSAL 4	Amendment of ICF International's Amended and Restated Certificate of Incorporation to implement a majority voting standard in uncontested director elections	Page 16	FOR	The affirmative vote of the holders of at least 66 2/3% of the total number of outstanding shares.
PROPOSAL 5	Ratification of the selection of the independent registered public accounting firm	Page 17	FOR	Majority of the votes entitled to be cast for this advisory vote.

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 5,000 employees serve clients from more than 65 offices worldwide. ICF's website is www.icf.com.

As of December 31, 2016, ICF had total revenue of \$1.19 billion, total consolidated assets of approximately \$1.09 billion and total consolidated stockholders' equity of approximately \$566.0 million.

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

Proxy Summary - 1

2016 Business Highlights

Financial Performance. All financial numbers referenced below were previously reported in ICF's Annual Report on Form 10-K for the fiscal year 2016.

Revenue was \$1.19 billion in 2016, up 4.7% over \$1.13 billion in 2015:

Operating income was \$82.8 million in 2016, up 10.1% over \$75.2 million in 2015:

Proxy Summary - 2

Net income was \$46.6 million in 2016, up 18.3% over \$39.4 million in 2015 :

Diluted earnings per share (“*EPS*”) was \$2.40 in 2016, up 20.0% over \$2.00 in 2015 :

Proxy Summary - 3

Compensation Highlights

The Compensation Committee (the “***Compensation Committee***”) of the Board of Directors (the “***Board***”) of the Company took the following actions during fiscal year 2016 and in fiscal year 2017 to ensure the pay-for-performance nature of our executive compensation program:

Supported the continuation of the annual frequency of the non-binding, advisory vote on how often the Company’s stockholders are given an opportunity to cast a non-binding advisory vote regarding the Company’s overall pay-for-performance executive compensation programs. The Compensation Committee and the Board are recommending that stockholders vote to maintain annual advisory votes. ICF’s advisory vote regarding overall pay-for-performance at the 2017 annual meeting of stockholders will be the seventh consecutive vote by stockholders on this matter.

Continued utilizing performance-based share awards (“***PSAs***”) representing 50% of NEO’s award in ICF’s long-term incentive program with vesting determined upon achievement of financial measures and ICF’s cumulative total shareholder return relative to its compensation peer group.

Continued adherence to the Company’s enhanced Executive Stock Ownership Policy, as amended in May 2014 (the “***Executive Stock Ownership Policy***”) which limits the sale, transfer or disposition of shares of the Company’s common stock by designated executives (including the named executive officers (the “***NEOs***”)) until the executive has met the requisite stock ownership level.

Continued the performance focus in the Company’s annual bonus program (the “***Annual Incentive Program***”), rigorously linking pay to performance. Annual threshold, target and maximum performance goals were established with appropriate incentive payouts at each level.

Awarded the 2016 bonuses for Messrs. Kesavan and Wasson under the Annual Incentive Program in the form of restricted stock units (“***RSUs***”), in lieu of cash. The remaining NEOs received approximately half of their 2016 bonuses in the form of RSUs and the balance in the form of cash.

Continued utilizing a peer group, which includes a broad array of companies, to reflect the evolution of ICF’s business strategy. This peer group provides a relevant basis for benchmarking executive pay level, components of executive compensation, mix of compensation components and metrics used to determine awards.

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

Revised RSU vesting to move from 4 year straight-line vesting to 3 year vesting, with 25% of a grant vesting after one year, 25% vesting after two years, and the remaining 50% of a grant vesting after three years. This change enhances recruitment of top talent, encourages retention of existing key talent, and is consistent with practices observed in the markets in which we compete for talent. The new vesting schedule applies to grants made after December 2016.

For additional information on compensation related matters see the Compensation Discussion & Analysis (the “CD&A”) section of this Proxy Statement.

The compensation of our NEOs reflects our 2016 performance and is shown in the following table:

NEO	Salary (\$)	Stock Awards (\$) ⁽¹⁾			All Other Compensation (\$)	Total (\$)
		Annual Equity Grant	Annual Bonus Paid in Equity	Annual Bonus Paid In Cash (\$)		
Sudhakar Kesavan	\$861,239	\$1,623,559	\$608,845	\$-----	\$ 16,845	\$3,110,488
John Wasson	634,485	854,328	358,814	-----	11,548	1,859,175
James C. Morgan	512,141	661,985	126,708	136,575	10,739	1,448,148
Ellen Glover	387,090	250,861	70,623	76,120	12,376	797,070
Sergio Ostria	388,186	209,062	72,647	78,325	10,828	759,048

(1) Represents the grant date fair value computed in accordance with FASB ASC Topic 718.

2016 Executive Total Compensation Mix

Under our executive compensation program, a significant portion (72% and 60%, 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. In 2016, the Company elected to fund the Annual Incentive Program with a combination of cash and equity (in the form of RSUs) to reward achievement in areas of the business that performed well against their objectives and more broadly to encourage retention and reinforce long-term results. Messrs. Kesavan and Wasson were paid out 100% in equity and Messrs. Morgan and Ostria and Ms. Glover received 50% cash and 50% equity.

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

Response to Advisory Vote

Approximately 98% of the votes cast at the 2016 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.

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 June 2, 2016. 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.

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 to ascertain and define the most significant risks facing the Company, which incorporate feedback from the Board. 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.

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 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: 4x

Other NEOs: 2x

Other designated executives: 1x

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For designated executives (including NEOs) as of January 1, 2015, ownership levels are to be achieved within five (5) years of that date. For newly appointed or designated executives, such levels are to be achieved by the later of the fifth (5th) anniversary of becoming such an executive, or 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 (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, 2017, 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, the 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 2016.

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

Good Governance Practices

As of the end of 2016, the Board was 88% independent, 38% female, 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 2016.

The 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.

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 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.

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. In 2016, the Lead Independent Director and the Chair of the Governance and Nominating Committee supplemented the annual evaluation process with individual meetings with each Director. These supplemental discussions were intended to enhance the existing Board evaluation process and foster even greater discussion regarding the adequacy and effectiveness of the Board and such committees.

Board Recommendation that Stockholders Adopt a Majority Voting Standard in Uncontested Director Elections

As part of its commitment to strong governance practices, the Board has proposed an amendment to ICF's Amended and Restated Certificate of Incorporation (the "***Certificate of Incorporation***") to implement a majority voting standard in uncontested director elections. Uncontested elections are considered to be elections where the number of candidates does not exceed the number of directors to be elected. Under the proposed amendment, a candidate would be elected as a director in an uncontested election if the votes cast for the candidate exceed the votes withheld from the candidate. Further, under the proposed amendment, any candidate who receives a greater number of votes "withheld" or "against," as the case may be, from his or her election than votes "for" such election (a "***Majority Withheld Vote***") shall tender his or her resignation to the Chairman following certification of the stockholder vote for such meeting. See Proposal No. 4 for further information.

Compensation Recoupment Policy

The Company's recoupment policy is set forth in the 2010 Omnibus Incentive Plan, as amended (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 such fiscal year which is negatively affected. 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).

Stockholder Actions**Election of Directors (Proposal 1)**

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.

Dr. Edward Bersoff, who is a Class II director, is retiring from the Board at the end of his current term and will not seek re-election at this year's Annual Meeting. Additionally, Ms. Katz, who is also a Class II director, has chosen not to stand for re-election at this year's Annual meeting.

After an extensive and comprehensive search, resulting in his recommendation from a national search firm, management and the Board believe that Mr. Michael J. Van Handel will be an excellent addition to the Board, and have nominated him as a Class II nominee, to fill the vacancy left by Dr. Bersoff's retirement. The vacancy left by Ms. Katz's decision not to stand for re-election will not be filled at this time, and the size of the Board will decrease by one (1) member, so that the Board consists of seven (7) directors.

Director Nominees

Name	Director			Principal Occupation	Other Public Boards	ICF International Board Committees
	Since	Age	Independent			
Mr. Sudhakar Kesavan	1999	62	No	Chairman and Chief Executive Officer of ICF ABM Industries, Inc. International, Inc.	None	
Mr. Michael J. Van Handel	N/A	57	Yes	Retired Chief Financial Officer of ManPower Group Inc.	None	N/A

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

Stockholders are being asked to cast a non-binding, advisory say on pay ("***Say on Pay***") vote on our named executive officer compensation. Last year, approximately 98% of the votes cast by our stockholders on the say on pay proposal in support of our named executive officer compensation program. 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 2016.

Advisory Vote Regarding ICF's Frequency of Say on Pay Voting (Proposal 3)

Stockholders are being asked to cast a non-binding, advisory vote (commonly known as a "***Say When on Pay***" or "***Say on Frequency***" vote) on how frequently the Company's stockholders are given an opportunity to cast a "Say on Pay" vote at future annual stockholder meetings (or any special stockholder meeting for which ICF must include executive compensation information in the proxy statement for that meeting). Under this Proposal 3, you may vote to have a "Say on Pay" vote take place every year, every two years or every three years. The Board recommends continuing to hold an annual Say on Pay vote.

Amendment of ICF's Amended and Restated Certificate of Incorporation to Implement a Majority Voting Standard in Uncontested Director Elections (Proposal 4)

Stockholders are being asked to consider a proposal to approve an amendment to Section 7.1 of Article SEVENTH of the Company's Amended and Restated Certificate of Incorporation ("***Certificate of Incorporation***"), which would implement a majority voting standard in uncontested elections of directors. Uncontested elections are considered to be elections where the number of candidates does not exceed the number of directors to be elected. Under the proposed amendment, a candidate would be elected as a director in an uncontested election if the votes cast for the candidate exceed the votes withheld from the candidate. Further, under the proposed amendment, any candidate who receives a Majority Withheld Vote shall tender his or her resignation to the Chairman following certification of the stockholder vote for such meeting. The Governance and Nominating Committee shall make a recommendation to the Board and the Board shall determine whether or not to accept such resignation. The Governance and Nominating Committee will be expected to accept the resignation except in situations where circumstances would warrant the applicable director continuing to serve on the Board. In its deliberations about the proper recommendation, the Governance and Nominating Committee will consider a range of possible alternatives concerning the director's tendered resignation, as it deems appropriate to include, without limitation, acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Governance and Nominating Committee to have substantially resulted in the "withheld" votes. The Board will act on the recommendation of the Governance and Nominating Committee within 90 days of the date of the stockholders' meeting at which the election occurred. The Board will consider the information, factors and alternatives evaluated by the Governance and Nominating Committee in arriving at its recommendation and such

additional information, factors and alternatives that the Board may consider to be relevant. Following the Board's decision on the recommendation of the Governance and Nominating Committee, the Company will publicly announce the decision of the Board regarding whether or not to accept the candidate's resignation and, if applicable, the reasons for rejecting a tendered resignation.

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Ratification of the Selection of the Independent Registered Public Accounting Firm (Proposal 5)

The Audit Committee has appointed Grant Thornton LLP (“***Grant Thornton***”) as the Company’s independent registered public accounting firm (independent auditor) for 2017. 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 2018 Annual Meeting of Stockholders

Stockholder proposals submitted for inclusion in our 2018 proxy statement pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, must be received by us by December 23, 2017. Notice of stockholder proposals to nominate a person for election as a Director or to introduce an item of business at the 2018 annual meeting of stockholders outside Rule 14a-8 must be received by us no earlier than February 1, 2018 and no later than March 3, 2018.

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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**,” “**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 office, 9300 Lee Highway, Fairfax, Virginia 22031, on June 1, 2017, 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 21, 2017, 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 2020 Page 5	FOR each Director Nominee	Plurality of the votes entitled to be cast in the election of directors.
PROPOSAL 2	Provide an advisory say on pay vote regarding ICF’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.
PROPOSAL 3	Provide an advisory vote on the frequency of say on pay votes (the “ Say When on Pay ” or “ Say on Frequency ” vote) Page 15	FOR EVERY YEAR	Plurality of the votes entitled to be cast for this advisory vote only.
PROPOSAL 4	Amendment of ICF’s Amended and Restated Certificate of Incorporation (“ Certificate of Incorporation ”) to implement a majority voting standard in uncontested director elections Page 16	FOR	The affirmative vote of the holders of at least 66 2/3% of the total number of outstanding shares.

PROPOSAL Ratify the selection of Grant Thornton LLP
5 (“*Grant Thornton*”) as our independent registered public accounting firm Page 17 FOR

Majority of the votes entitled to be cast for this advisory vote.

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

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VOTING AND MEETING INFORMATION

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, 4 and 5; and FOR EVERY YEAR on Proposal 3.

Who is entitled to vote?

Holders of record of our common stock as of the close of business on April 6, 2017, are entitled to vote at the Annual Meeting. At that time, we had 18,832,405 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.

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: Corporate Secretary.

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, 2016 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 2016 Annual Report, which includes our Form 10-K, by writing to: ICF International, Inc., 9300 Lee Highway, Fairfax, Virginia 22031, Attention: Corporate Secretary. Alternatively, stockholders can access our 2016 Annual Report, which includes our Form 10-K, on our Investor Relations website at: <http://investor.icf.com>. We will also furnish any exhibit to the 2016 Form 10-K if specifically requested.

VOTING AND MEETING INFORMATION

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 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?

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

authorized representatives of entities who are record or beneficial holders.

VOTING AND MEETING INFORMATION

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, or 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 5. In order for us to vote on matters at the Annual Meeting, a majority of our outstanding shares of common stock as of April 6, 2017 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.

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VOTING AND MEETING INFORMATION

Directors must be elected by a plurality of the votes entitled to be cast in the election of directors, which means that the nominee(s) receiving the greatest number of votes cast will be elected.

Abstentions and broker non-votes will have no effect on the outcome of the election.

The Say on Pay vote is only an advisory vote to the Board regarding the compensation of the Company's named executive officers.

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.

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.

The Say on Frequency vote is only an advisory vote to the Board regarding how frequently the stockholders should vote on the Say on Pay vote.

You may vote in favor of having the Say on Pay vote occur every year, every two years or every three years, or you may abstain from voting.

Since this an advisory vote only, there are no minimum stockholder approval requirements.

Abstentions will have no effect on the result of this vote.

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.

For the amendment to the ICF amended and restated certificate of incorporation,

The affirmative vote of the holders of at least 66 2/3% of the total number of outstanding shares of our common stock entitled to vote at the Annual Meeting is required to approve the amendment.

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 appointment 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.

VOTING AND MEETING INFORMATION

The ratification 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.

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 and by the organization that holds your shares.

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 five (5) proposals described in this Proxy Statement. If any other business is properly presented at the Annual Meeting, your signed proxy form 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 eight (8), divided into three (3) classes, Class I, which contains three (3) members, Class II, which currently contains three (3) members, and Class III, which contains two (2) members.

Dr. Edward Bersoff, who is a Class II director, is retiring from the Board at the end of his current term, and will not seek re-election at this year's Annual Meeting. Additionally, Ms. Katz, who is also a Class II director, has chosen not to stand for re-election at this year's Annual meeting.

After an extensive and comprehensive search, resulting in his recommendation by a national search firm, management and the Board believe that Mr. Michael J. Van Handel will be an excellent addition to the Board, and have nominated him as a Class II nominee, to fill the vacancy left by Dr. Bersoff's retirement. The vacancy left by Ms. Katz's decision not to stand for re-election will not be filled at this time, and the size of the Board will decrease by one (1) member, so that the Board consists of seven (7) directors.

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, one who is currently a director, and one who is a new nominee, for election as directors for terms expiring at our annual meeting in 2020 or until their respective successors have been elected and qualified.

Mr. Sudhakar Kesavan

Mr. Michael J. Van Handel

If either 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 either nominee will be

unavailable. The director nominees will be elected by a plurality of the votes entitled to be cast at the Annual Meeting. A plurality is generally defined as the excess of the votes cast in favor of a director nominee over those cast in favor of any other nominee. You may vote for up to the number of nominees named, and the nominees receiving the largest number of “FOR” votes will be elected to the director positions to be filled.

The nominees and each of our continuing directors 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 below summarizing how each nominee and each continuing director reflects Board selection criteria adopted by our Governance and Nominating Committee. The age indicated for each individual is as of December 31, 2016.

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

VOTING AND MEETING INFORMATION

Nominees for Election as Directors for a Term Expiring in 2020—Class II Directors

	Director since: 1999
SUDHAKAR KESAVAN	
	Committees: None
Management	
	Other Current Public Directorships: ABM Industries, Inc.
Age 62	
	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. (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

Chief Executive Officer 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

VOTING AND MEETING INFORMATION

MICHAEL J. VAN HANDEL
Independent Director
Age 57

Director Since: New Nominee
Committees: N/A
Other Current Public Directorships: None
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 – present):

- o Audit Committee member (2006-present) Chair (2012 - present).

- o Nominating & Governance Committee Member (2012 - present) Chair (2017).

- o Risk Oversight Committee Member (2006 – present).

ManpowerGroup Inc. (NYSE: MAN), a leading global workforce solutions company:

- o Senior Executive Vice President (2016-2017).

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

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

- o Director of Internal Audit (1989-1992).

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

Leadership Council Member for Marquette University College of Business Administration (2007-present).

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

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. (2010-2015).

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

B.S. in Accounting, Marquette University.

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

SELECTED DIRECTOR QUALIFICATIONS:

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

VOTING AND MEETING INFORMATION

Directors Whose Term Expires in 2018—Class III Directors

EILEEN O'SHEA AUEN
Independent Lead Director
Age 54

Director Since: 2008
Committees: Governance and Nominating and Compensation
Other Current Public Directorships: AngioDynamics, Inc.
Current Occupation: CEO, Deep Run Consulting, LLC

Career and Education Highlights:

Chief Executive Officer, Deep Run Consulting, LLC (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. (NASDAQ: ANGO) (2016 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

VOTING AND MEETING INFORMATION

CHERYL W. GRISÉ
Independent Director
Age 64

Director Since: 2012
Committees: Compensation (Chair) and Governance and Nominating
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 present).

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

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 Compensation or 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

VOTING AND MEETING INFORMATION

Directors Whose Term Expires in 2019—Class I Directors

DR. SRIKANT M. DATAR	Director Since: 2006
Independent Director	Committees: Governance and Nominating (Chair)
Age 63	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.

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).

Director, Stryker Corporation (NYSE: SYK) (2009 to present).

Director, T-Mobile US, Inc. (NYSE: TMUS) (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

VOTING AND MEETING INFORMATION

SANJAY GUPTA
 Director Since: 2015
 Committees: Audit
 Independent Director
 Other Current Public Directorships: None
 Age 48
 Current Occupation: Executive Vice President of Marketing, Innovation and Corporate Relations for Allstate

Career and Education Highlights:

Executive Vice President of Marketing, Innovation and Corporate Relations for Allstate (2012 to present).

Chief Marketing Officer, Ally Financial Inc. (formerly GMAC, Inc.) (2008 to 2012).

Total Number of Shares as Part of Plan Purchased Under the Plan	Total Number of Shares that May Yet Be Purchased	Maximum Number of Shares	Average Price Paid per Share	Period Purchased	Publicly Announced
July 1 - September 30, 2008	10,500	10,500	\$ 1.67	August 1 - September 30, 2008	3,500
-	Total 14,000	534,500	\$ 1.68		465,500

During the quarter ended September 30, 2008, the repurchase plan was terminated.

Item 4. Submission of Matters to a Vote of Security Holders

On October 27, 2008, we held our Annual Meeting of Stockholders at which the stockholders were presented with proposals to: (i) elect a board of directors to serve until our next Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified; and (ii) approve an amendment to our 2007 Stock and Incentive Plan to increase the number of shares available for issuance thereunder from 5,250,000 to 10,000,000 (the "Amendment").

The stockholders approved both of the proposals. The number of votes cast for, against or withheld and the number of abstentions with respect to each matter voted upon, as applicable, is set forth below.

- 1) The following sets forth the results of the election of directors:

Nominee	For	Against/ Withheld
Wesley K. Clark	31,707,988	153,058
Edward Rubin	31,679,990	181,056
Richard M. Cohen	31,679,994	181,052
Mark L. Friedman	31,708,194	152,852
Michael Vasinkevich	31,708,190	152,856
John J. Borer III	31,680,490	180,556
Peter F. Drake	31,708,694	152,352
Michael Lacovara	31,708,690	152,356
Winston Churchill	31,680,494	180,552
Sam Dryden	31,708,694	152,352
Marvin I. Haas	31,708,694	152,352

- 2) The Amendment was approved by stockholders as follows:

For	Against	Abstain
25,182,461	929,928	39,530

Item 6. ExhibitsExhibit No. Description

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
- Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley
- 32.1 Act of 2002.*

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 13, 2008

**RODMAN & RENSHAW
CAPITAL GROUP, INC.**

By: /s/ Michael Lacovara
Name: Michael Lacovara
Title: Chief Executive
Officer
(Principal Executive Officer)

By: /s/ David Horin
Name: David J. Horin
Title: Chief Financial
Officer
(Principal Financial Officer)