JACKS JOEL R Form 4 April 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

04/06/2010

(Print or Type Responses)

	ACKS JOEL R Syn		Symbol	27 ISSUEL I MINE WILL ITEMET OF TRUMING				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY		(Month/Day/Year) 04/06/2010				_	_X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		4. If Am	f Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
, ,		Filed(Month/Day/Year)				I	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
FAIRFAX, VA 22031						Ī	Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						ly Owned				
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Executio		3. Transaction Code (Instr. 8)	4. Securities our Disposed (Instr. 3, 4 ar	of (D) nd 5) (A) or	ed (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code	Milount	(D)	Titee	1,564,751	I	See footnote	
Common Stock	04/06/2010			J	1,564,751	D	\$ 0	0	I	See footnote (1)	
Common Stock								117,104	D		

J

35,351

\$0

152,455

 $D^{(2)}$

Edgar Filing: JACKS JOEL R - Form 4

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

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

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

JACKS JOEL R ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031



Signatures

/s/ James J. Maiwurm, 04/06/2010 Attorney-in-fact

**Signature of Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Joel R. Jacks is a managing member of CMLS General Partner, L.L.C., LPE II, LLC and LPE II Co-Investors, LLC, which serve as the general partners of entities that serve as the general partner of entities that owned shares of Issuer's common stock ("CMEP
- (1) Partnerships"). This number reflects such CMEP Partnerships' distribution of its remaining 1,564,751 shares of common stock to its limited partners. Mr. Jacks disclaimed beneficial ownership of the shares of the Issuer's common stock beneficially owned by each of CMLS General Partner, L.L.C., LPE II, LLC and LPE II Co-Investors, LLC except to his proportionate pecuniary interest therein.
- Represents pro rata distributions of common stock from CM Equity Partners, L.P. of 25,326 shares; 3,816 shares from CMEP Co-Investment ICF, L.P.; 858 shares from CM Equity Partners II, L.P. and 5,351 shares from CM Equity Partners II Co-Investors, L.P.

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

Reporting Owners 2

Edgar Filing: JACKS JOEL R - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.