

ICF International, Inc.
Form 4
November 21, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CM Equity Partners, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 THIRD AVENUE, 33RD FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2008

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Member of Group 10% Owner

NEW YORK, NY 10022-4775
(City) (State) (Zip)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (CM Equity Partners, L.P.) | | | | | 2,636,242 | D | |
| Common Stock (CM Equity Partners, L.P.) | 11/19/2008 | | J(1) | | 527,248 | D | \$ 0 |
| Common Stock (CMEP Co-Investment ICF, L.P.) | | | | | 3,131,586 | D | |
| | 11/19/2008 | | J(1) | | 626,317 | D | \$ 0 |
| | | | | | 2,505,269 | D | |

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| | | | | | | | | | |
|---|------------|------------------------|---------|---|------|-----------|---|--|-------------------------------|
| Common Stock (CMEP Co-Investment ICF, L.P.) | | | | | | | | | |
| Common Stock (CM Equity Partners II, L.P.) | | | | | | 1,339,603 | D | | |
| Common Stock (CM Equity Partners II, L.P.) | 11/19/2008 | <u>J⁽¹⁾</u> | 267,921 | D | \$ 0 | 1,071,682 | D | | |
| Common Stock (CM Equity Partners II Co-Investors, L.P.) | | | | | | 126,182 | D | | |
| Common Stock (CM Equity Partners II Co-Investors, L.P.) | 11/19/2008 | <u>J⁽¹⁾</u> | 25,236 | D | \$ 0 | 100,946 | D | | |
| Common Stock (CMLS GP, L.P.) | | | | | | 4,614,263 | I | | See footnote <u>(2)</u> |
| Common Stock (CMLS General Partner, LLC) | | | | | | 4,614,263 | I | | See footnote <u>(3)</u> |
| Common Stock (LPE II Co-Investors, LLC) | | | | | | 100,946 | I | | See footnote <u>(4)</u> |
| Common Stock (Lynx II GP, L.P.) | | | | | | 1,071,682 | I | | See footnote <u>(5)</u> |
| Common Stock (LPE II, LLC) | | | | | | 1,071,682 | I | | See footnote <u>(6)</u> |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| CM Equity Partners, L.P. 900 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | Member of Group 10% Owner |
| CMEP Co-Investment ICF, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | Member of Group 10% Owner |
| CM Equity Partners II, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | |
| CM Equity Partners II Co-Investors, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | | | Member of Group 10% Owner |
| CMLS GP, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | |
| CMLS General Partner, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | |
| LPE II Co-Investors, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | | | Member of Group 10% Owner |
| Lynx II GP, L.P. 900 THIRD AVENUE, 33RD FLOOR | | X | | |

NEW YORK, NY 10022-4775

LPE II, LLC

900 THIRD AVENUE, 33RD FLOOR

NEW YORK, NY 10022-4775

X

Signatures

/s/ Joel R. Jacks

11/21/2008

**Signature of
Reporting Person

Date

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).
- (1) The reporting entity distributed the shares to its limited partners on a pro rata basis.
- (2) These shares represent shares indirectly owned by CMLS GP, L.P., which is the general partner of CM Equity Partners, L.P. and CMEP Co-Investment ICF, L.P.
- (3) These shares represent shares indirectly owned by CMLS General Partner, LLC, which is the general partner of CMLS GP, L.P.
- (4) These shares represent shares indirectly owned by LPE II Co-Investors, LLC, which is the general partner of CM Equity Partners II Co-Investors, L.P.
- (5) These shares represent shares indirectly owned by Lynx II GP, L.P., which is the general partner of CM Equity Partners II, L.P.
- (6) These shares represent shares indirectly owned by LPE II, LLC, which is the general partner of Lynx II GP, 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.

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