

ICF International, Inc.
Form 8-K
June 12, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 6, 2014

ICF International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-33045
(Commission File Number)

22-3661438
(I.R.S. Employer
Identification Number)

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

22031
(Zip Code)

Registrant's
telephone
number,
including
area code:

(703)
934-3000

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2014 Annual Meeting of Stockholders of ICF International, Inc. (the “Company”) was held on Friday, June 6, 2014.

Set forth below are the matters acted upon by the Company’s stockholders at the Annual Meeting, and the final voting results of each such matter.

1. Election of two (2) directors to serve for a term expiring at the Company’s annual meeting in 2017:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes⁽¹⁾</u> | <u>Total</u> |
|-------------------|------------------|-----------------------|---------------------------------------|--------------|
| Edward H. Bersoff | 17,282,343 | 337,691 | 1,236,845 | 18,856,879 |
| Sudhakar Kesavan | 17,361,464 | 258,570 | 1,236,845 | 18,856,879 |

2. Ratification of the selection of Grant Thornton LLP as the Company’s independent registered public accounting firm for fiscal year 2014:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes⁽¹⁾</u> | <u>Total</u> |
|------------------|----------------------|--------------------|---------------------------------------|--------------|
| 18,707,240 | 137,368 | 12,271 | 0 | 18,856,879 |

3. Non-binding advisory vote regarding the Company’s overall pay-for-performance executive compensation program:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes⁽¹⁾</u> | <u>Total</u> |
|------------------|----------------------|--------------------|---------------------------------------|--------------|
| 16,920,093 | 658,193 | 41,748 | 1,236,845 | 18,856,879 |

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 the (1) item and has not received voting instructions from the beneficial owner of the shares it holds. Broker non-votes are counted when determining whether the necessary quorum of stockholders is present or represented at each annual meeting.

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 hereunto duly authorized.

ICF International, Inc.

Date: June 12, 2014

By: /s/ James C. Morgan
James C. Morgan
*Executive Vice President and Chief
Financial Officer*