

ICF International, Inc.  
Form 8-K/A  
March 01, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): December 31, 2011**

**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)**

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**9300 Lee Highway, Fairfax, Virginia**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (703) 934-3000**

**22031**

(Zip Code)

**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 9.01 Financial Statements and Exhibits**  
**Explanatory Note**

As previously reported, On December 31, 2011, ICF International, Inc. (the Company ), through its wholly-owned subsidiary ICF Consulting Group, Inc. (the Purchaser ), completed its acquisition of Ironworks Consulting, L.L.C., a Virginia limited liability company ( Ironworks ) pursuant to a Membership Interest Purchase Agreement (the Purchase Agreement ) with the members (the Members ) of Ironworks dated December 12, 2011. This Form 8-K/A is filed as an amendment to the Form 8-K filed by the Company on January 3, 2012. The information previously reported in the Form 8-K is hereby incorporated by reference into this Form 8-K/A. The purpose of this Form 8-K/A is to file the financial statements and pro forma information required by Item 9.01.

(a) Financial statements of businesses acquired

The following audited year-end financial statements are attached hereto as Exhibit 99.1 and incorporated herein by reference:

- i. Independent Auditors Report
- ii. Balance Sheets as of December 31, 2010 and December 31, 2009
- iii. Statements of Operations and Changes in Members Capital for the Years Ended December 31, 2010 and December 31, 2009
- iv. Statements of Cash Flows for the Years Ended December 31, 2010 and December 31, 2009
- v. Summary of Accounting Policies
- vi. Notes to Financial Statements

The following unaudited interim financial statements are attached hereto as Exhibit 99.2 and incorporated herein by reference:

- i. Unaudited Condensed Balance Sheets as of September 30, 2011 and December 31, 2010
- ii. Unaudited Condensed Statements of Operations and Changes in Members Capital for the Nine Months Ended September 30, 2011 and September 30, 2010
- iii. Unaudited Condensed Statements of Cash Flows for the Nine Months Ended September 30, 2011 and September 30, 2010
- iv. Notes to Unaudited Condensed Interim Financial Statements

(b) Pro forma financial information

The following pro forma financial statements are attached hereto as Exhibit 99.3 and incorporated herein by reference:

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- i. Unaudited Pro Forma Balance Sheet as of September 30, 2011
- ii. Unaudited Pro Forma Statement of Earnings for the Nine Months Ended September 30, 2011
- iii. Unaudited Pro Forma Statement of Earnings for the Twelve Months Ended December 31, 2010
- iv. Notes to Unaudited Pro Forma Financial Statements

(c) Shell company transactions  
Not applicable

(d) Exhibits

23.1 Consent of Independent Auditors

99.1 Audited Financial Statements of Business Acquired

99.2 Interim Unaudited Financial Statements of Business Acquired

99.3 Pro Forma Financial Information

**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: March 1, 2012

By: /s/ Sandra Murray  
Sandra Murray  
*Senior Vice President & Interim Chief Financial Officer*