

ICF International, Inc.  
Form 8-K/A  
February 19, 2008

**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 Original Report: December 3, 2007**

**ICF International, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**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)

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 communication 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))

**SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS**

**Explanatory Note**

As previously reported, on November 9, 2007, ICF International, Inc., a Delaware corporation ( ICF ), ICF Consulting Group, Inc. ( ICF Consulting ), Simat, Helliesen & Eichner, Inc. ( SH&E ), and other parties entered into an Agreement and Plan of Merger and Reorganization (the Merger Agreement ) pursuant to which SH&E will become a wholly-owned subsidiary of ICF Consulting. On December 3, 2007 this acquisition was consummated. This Form 8-K/A is filed as an amendment to the Form 8-K filed by the Company on December 3, 2007. 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.

**ITEM 9.01. Financial Statements and Exhibits.**

(a) Audited Financial Statements of Businesses Acquired

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

- i. Report of Independent Auditors
- ii. Consolidated Balance Sheet as of December 31, 2006 & 2005
- iii. Consolidated Statement of Income and Comprehensive Income for the year ended December 31, 2006 & 2005
- iv. Consolidated Statement of Shareholders' Equity for the year ended December 31, 2006 & 2005
- v. Consolidated Statement of Cash Flows for the year ended December 31, 2006 & 2005
- vi. Notes to Consolidated Financial Statements

(b) Interim Unaudited Financial Statements of Businesses Acquired

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

- i. Unaudited Consolidated Balance Sheet as of September 30, 2007
- ii. Unaudited Consolidated Statement of Earnings for the nine months ended September 30, 2007 & 2006
- iii. Unaudited Consolidated Statement of Cash Flows for the nine months ended September 30, 2007 & 2006
- iv. Notes to Unaudited Consolidated Financial Statements

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### (c) Pro Forma Financial Information

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

- i. Unaudited Pro Forma Combined Balance Sheet as of September 30, 2007
- ii. Unaudited Pro Forma Combined Statement of Earnings for the nine months ended September 30, 2007
- iii. Unaudited Pro Forma Combined Statement of Earnings for the year ended December 31, 2006
- iv. Notes to Unaudited Pro Forma Financial Statements

### (d) Exhibits

- 23.1 Consent of Independent Auditors
- 99.1 Audited Financial Statements of Businesses Acquired
- 99.2 Interim Unaudited Financial Statements of Businesses 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: February 19, 2008

/s/ ALAN R. STEWART  
Alan R. Stewart  
Chief Financial Officer