ICF International, Inc.
Form 4
November 21, 2008

FORM 4

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

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

900 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK, NY 10022-4775

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	2,108,994	D	
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	

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		J [(1)](1)	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		J [(1)](1)	25,236	D	$ 0	100,946	D	
Common Stock (CMLS GP, L.P.)							4,614,263	I	See footnote [(2)](2)
Common Stock (CMLS General Partner, LLC)							4,614,263	I	See footnote [(3)](3)
Common Stock (LPE II Co-Investors, LLC)							100,946	I	See footnote [(4)](4)
Common Stock (Lynx II GP, L.P.)							1,071,682	I	See footnote [(5)](5)
Common Stock (LPE II, LLC)							1,071,682	I	See footnote [(6)](6)

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

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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 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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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