

ICF International, Inc.
Form 3/A
October 02, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SCHULTE PETER M</p> <p>(Last) (First) (Middle)</p> <p>900 THIRD AVENUE, 33RD FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10022-4775</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/27/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ICF International, Inc. [ICFI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>09/27/2006</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,524,446 ⁽¹⁾ | D ⁽²⁾ | Â |
| Common Stock | 6,563,693 ⁽³⁾ | I | See Footnote ⁽⁴⁾ |
| Common Stock | 6,563,693 ⁽⁵⁾ | I | See Footnote ⁽⁶⁾ |
| Common Stock | 1,524,446 ⁽⁷⁾ | I | See Footnote ⁽⁸⁾ |
| Common Stock | 1,524,446 ⁽⁹⁾ | I | See Footnote ⁽¹⁰⁾ |
| Common Stock | 8,231,732 ⁽¹¹⁾ | I | See Footnote ⁽¹²⁾ |
| Common Stock | 8,231,732 ⁽¹¹⁾ | I | See Footnote ⁽¹²⁾ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|-------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHULTE PETER M 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | X | X | | |
| CM Equity Partners II, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | |
| 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 | | |
| Lynx II GP, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | |
| JACKS JOEL R 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | X | X | | |
| LPE II, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775 | | X | | |

Signatures

/s/ James J. Maiwurm, Attorney-in-Fact for Peter M. Schulte 10/02/2006

__Signature of Reporting Person

Date

/s/ James J. Maiwurm, Attorney-in-Fact for Joel R. Jacks 10/02/2006

__Signature of Reporting Person

Date

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| | |
|--|------------|
| /s/ James J. Maiwurm, Attorney-in-Fact for CM Equity Partners II, L.P. | 10/02/2006 |
| **Signature of Reporting Person | Date |
| /s/ James J. Maiwurm, Attorney-in-Fact for CMLS GP, L.P. | 10/02/2006 |
| **Signature of Reporting Person | Date |
| /s/ James J. Maiwurm, Attorney-in-Fact for CMLS General Partner, LLC | 10/02/2006 |
| **Signature of Reporting Person | Date |
| /s/ James J. Maiwurm, Attorney-in-Fact for Lynx II GP, L.P. | 10/02/2006 |
| **Signature of Reporting Person | Date |
| /s/ James J. Maiwurm, Attorney-in-Fact for LPE II, LLC | 10/02/2006 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are revised to reflect intermediary entities that may be deemed to have beneficial ownership.
- (2) These shares represent the shares directly owned by CM Equity Partners, II L.P.
- (3) These shares are revised to reflect intermediary entities that may be deemed to have beneficial ownership.
- (4) These shares represent the 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.
- (5) These shares are revised to reflect intermediary entities that may be deemed to have beneficial ownership.
- (6) These shares represent the shares indirectly owned by CMLS General Partner, LLC, which is the general partner of CMLS GP, L.P.
- (7) These shares are added to reflect intermediary entities that may be deemed to have beneficial ownership.
- (8) These shares represent the shares indirectly owned by Lynx II GP, L.P., which is the general partner of CM Equity Partners II, L.P.
- (9) These shares are added to reflect intermediary entities that may be deemed to have beneficial ownership.
- (10) These shares represent the shares indirectly owned by LPE II, LLC, which is the general partner of Lynx II GP, L.P.
- (11) The explanation is revised to include intermediary entities that may be deemed to have beneficial ownership.

(12) Directors Peter M. Schulte and Joel R. Jacks are the managing members of CMLS General Partner, LLC, LPE II Co-Investors, LLC and LPE II, LLC. Messrs. Schulte and Jacks disclaim beneficial ownership of the shares of the Issuer's common stock beneficially owned by each of CMLS General Partner, LLC, LPE II Co-Investors, LLC and LPE II, LLC except to the extent of their respective pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.