

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

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

VSE CORPORATION  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

54-069263  
(I.R.S. Employer Identification No.)

6348 Walker Lane  
Alexandria, Virginia 22310  
(Address of Principal Executive Offices, including zip code)

VSE CORPORATION 2004 NON-EMPLOYEE DIRECTORS STOCK PLAN,  
AS AMENDED  
(Full title of the plan)

Thomas M. Kiernan  
Vice President and General Counsel  
VSE Corporation  
6348 Walker Lane  
Alexandria, Virginia 22310  
(703) 329-4721  
(Name, address, and telephone number, including area code, of agent for service)

Copy to:  
Carter Strong, Esq.  
Arent Fox LLP  
1717 K Street, N.W.  
Washington, DC 20036-5342

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## CALCULATION OF REGISTRATION FEE

Title of class of securities to be registered	Proposed maximum amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$.05 par value per share, issuable under the VSE Corporation 2004 Non-Employee Directors Stock Plan, as amended	69,238 shares	\$ 64.13	\$4,440,232.94	\$ 572.00

(1) This Registration Statement also covers an additional indeterminable number of shares of Common Stock that may become issuable under the VSE Corporation 2004 Non-Employee Directors Stock Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction which is effected without the Registrant's receipt of consideration and results in an increase in the number of outstanding shares of the Registrant's Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Common Stock on May 6, 2014, as reported in The NASDAQ Global Select Market.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I is included in documents sent or given to participants in the 2004 Non-Employee Directors Stock Plan, as amended, of VSE Corporation, a Delaware corporation (the "Registrant"), pursuant to Rule 428(b) (1) under the Securities Act of 1933, as amended (the "Securities Act").

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

VSE Corporation, a Delaware corporation (the "Registrant"), is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents previously filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

(a) The Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2013.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in Section (a) of Item 3 above.

(c) The Registrant's Form 8-A Registration Statement filed pursuant to Section 12 of the Exchange Act, containing a description of the Registrant's common stock, par value \$.05 per share (the "Common Stock"), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not Applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

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Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law, as amended, provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at its request in such capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. A corporation shall not indemnify any person adjudged to be liable to the corporation in any action or suit by or in the right of the corporation unless and only to the extent that the court in which such action or suit was brought shall determine that such person is fairly and reasonably entitled to indemnity for such expenses as it may deem proper.

Section 102(b)(7) of the Delaware General Corporation Law, as amended, permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

Article Eleven of the Registrant's Restated Certificate of Incorporation provides for the elimination of personal liability of a director for breach of fiduciary duty as permitted by Section 102(b)(7) of the Delaware General Corporation Law, and Article VII, Section 7 of the Registrant's Bylaws provides that the Registrant shall indemnify its directors, officers, employees and agents to the extent permitted by Section 145 of the Delaware General Corporation Law.

The Registrant has in effect a directors and officers liability insurance policy under which the directors and officers of the Registrant are insured against loss arising from claims made against them due to wrongful acts while acting in their individual and collective capacities as directors and officers, subject to certain exclusions.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits

See Exhibit Index on page 8 and incorporated herein by reference.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this Registrant Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that the undertakings set forth in paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby further undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing on an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant, unless in the opinion of its counsel the matter has been settled by controlling precedent, will submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Fairfax, Commonwealth of Virginia, on May 7, 2014.

VSE CORPORATION

By: /s/ Maurice A. Gauthier  
Maurice A. Gauthier  
Chief Executive Officer, President and

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Maurice A. Gauthier and Thomas M. Kiernan, and each of them, with full power of substitution and full power to act without the other, his true and lawful attorney-in-fact and agent to act for him in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

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Signatures	Title	Date
/s/ Maurice A. Gauthier ----- Maurice A. Gauthier	Chief Executive Officer, President and Chief Operating Officer, and Director	May 7, 2014
/s/ Thomas R. Loftus ----- Thomas R. Loftus	Executive Vice President and Chief Executive Officer (Principal Financial and Accounting Officer)	May 7, 2014
/s/ Clifford M. Kendall ----- Clifford M. Kendall	Chairman/Director	May 7, 2014
/s/ Calvin S. Koonce ----- Calvin S. Koonce	Director	May 7, 2014
/s/ James F. Lafond ----- James F. Lafond	Director	May 7, 2014
/s/ David M. Osnos ----- David M. Osnos	Director	May 7, 2014
/s/ Bonnie K. Wachtel ----- Bonnie K. Wachtel	Director	May 7, 2014
/s/ Ralph E. Eberhart ----- Ralph E. Eberhart	Director	May 7, 2014
/s/ Jack C. Stultz ----- Jack C. Stultz	Director	May 7, 2014
/s/ John E. Potter ----- John E. Potter	Director	May 7, 2014

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	VSE Corporation 2004 Non-Employee Directors Stock Plan, as amended
5.1	Opinion of Arent Fox LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Arent Fox LLP: included in Exhibit 5.1
24.1	Power of Attorney (included on signature page to this Registration Statement)



**VSE CORPORATION 2004 NON-EMPLOYEE DIRECTORS STOCK PLAN,  
AS AMENDED**

**1. Purpose.** The purpose of the VSE Corporation 2004 Non-Employee Directors Stock Plan (the "Plan") is to provide a means for non-employee directors of VSE Corporation, a Delaware corporation (the "Company"), to increase their proprietary interest in the Company's growth and success as the owners of additional common stock of the Company ("Company Stock").

**2. Administration.** The Company's board of directors (the "Board") shall administer the Plan. All questions of interpretation and application of the terms and conditions of the Plan are subject to the Board's sole discretion, which shall be binding on all Participants.

**3. Eligibility.** All non-employee members of the Board are covered by this Plan ("Participants").

**4. Company Stock.**

- a. Company Stock allocated under the Plan may be either authorized but unissued or issued and held in the treasury.
- b. A maximum of 100,000 shares of Company Stock may be allocated and issued under the Plan, subject to adjustment as provided in Section 4(c) below.
- c. Appropriate adjustment will be made for any stock dividend, stock split, combination of Company Stock or other change in the capitalization of the Company.

**5. Participation.** Every non-employee director of the Company shall automatically participate in the Plan until the earlier of his or her retirement, resignation, nonreelection, disability or death.

**6. Contributions.** Commencing as of January 1, 2004, from and after the date of participation, each Participant may elect in respect of each year that all or a specified portion of his or her annual retainer fee shall be allocated to and paid in Company Stock under the Plan ("Stock Portion"), with the balance of such annual retainer, if any, being payable in cash ("Cash Portion"). Such election shall be made in writing and provided to the Corporate Secretary by November 1 of each year or such other date as the Board may determine, provided such date is at least 30 days prior to the date on which the fair market value of the Company Stock is determined pursuant to Section 7(a) of this Plan. If any Participant fails to provide the above-mentioned written election by the date referenced in the preceding sentence, such Participant's annual retainer fee shall be paid fully in cash for the particular year. If not enough Company Stock is available to satisfy one or more Participant's Stock Portion elections in respect of a year, such elections shall be automatically adjusted, on a pro rata basis, to match the amount of shares of Company Stock available hereunder, in proportion to the number of shares of Company Stock each Participant would have received in respect of his or her election as if sufficient Company Stock was available for all elections.

**7. Allocation.**

- a. Company Stock is allocated to Participants at its fair market value as of the date of allocation. "Fair Market Value" means on any given date, the closing price of the Company Stock as reported on the Nasdaq National Market System ("Nasdaq") for the date in question. If no sales of Company Stock were made on Nasdaq on that date, the closing price of a share of Company Stock as reported on Nasdaq for the preceding day on which sales of Company Stock were made on Nasdaq shall be substituted.
  - b. No fractional shares shall be allocated.
  - c. Any residual cash balance may be credited to Participants or distributed along with the Cash Portion in the Board's sole discretion.
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**8. Taxes.** The Cash Portion shall be paid to Participants to cover the estimated taxes associated with the issuance of Company Stock under this Plan. Notwithstanding the foregoing, each Participant is solely responsible for calculation and payment of his or her tax liability in respect of the Plan, irrespective of whether or not such Participant's Cash Portion is sufficient to cover the entire amount of actual taxes associated with the Participant's Stock Portion.

**9. Distributions.**

- a. As soon as practicable, a stock certificate will be issued to each Participant for the number of shares of Company Stock allocated to the Participant under the Plan.
- b. By executing a copy of this Plan, the Participant represents and warrants to the Company that
  - i. he or she will acquire and hold all the Company Stock issued to him or her hereunder for his or her own account for investment and not with the view toward resale or distribution except in accordance with Federal and state securities laws; and that
  - ii. he or she will not directly or indirectly distribute or otherwise transfer any interest in Company Stock acquired under this Plan except pursuant to (a) an effective and current registration statement under the Securities Act of 1933, as amended (the "Act") covering the Company Stock, or (b) a specific exemption from registration under the Act.
- c. The Company may require Participant to furnish an opinion of counsel reasonably acceptable to the Company that no registration under the Act is required.
- d. By executing a copy of this Plan each Participant also acknowledges that (i) the Company Stock issued under the Plan will be issued pursuant to exemption from the registration under the Act; (ii) such Company Stock must be held indefinitely unless it is registered or an exemption from registration becomes available under the Act and the applicable state laws; (iii) the Company is under no obligation to facilitate resale of the Company Stock whether by registration, Rule 144 under the Act, or otherwise; (iv) if Rule 144 under the Act is available for resale of the Company Stock, such sales will or may be subject to specific holding periods, volume restrictions, and other provisions; and (v) the Participant will bear the economic risk of the investment in the Company Stock for an indefinite period of time.

**10. Amendment of the Plan.** The Board may from time to time alter, amend, suspend, or discontinue the Plan.

**11. Miscellaneous.**

- a. This Plan does not create any obligation of the Board to nominate any director for re-election by the Company's stockholders.
- b. Participants will have no stockholder rights with respect to the Company Stock subject to the Plan until it is allocated and issued to Participants.
- c. None of the benefits under the Plan are subject to the claims of creditors of Participants or their beneficiaries, nor are they subject to attachment, garnishment or other legal process. Neither Participant nor beneficiary may assign, sell, borrow on or otherwise encumber a beneficial interest in the Plan nor shall any such benefits be in any manner subject to the deeds, contracts, liabilities, engagements or torts of any Participant or beneficiary.
- d. Participant's latest beneficiary designation under the VSE Corporation 1996 or 1998 or subsequent Stock Option Plan adopted by the Board is deemed to be the Participant's beneficiary designation under this Plan unless otherwise directed in writing by the Participant to the Company's Secretary.

**12. Effective Date, Stockholders Approval, and Termination.** Effective Date, Stockholder Approval, and Termination. The Plan was originally approved by the Company's stockholders to be effective from January 1, 2004 until December 31, 2013. The Board has approved an extension of the Plan beginning January 1, 2014 to December 31, 2018. Upon approval of the holders of a majority of the Company Stock entitled to vote thereon, the Plan, as amended, will be effective retroactively to January 1, 2014, and will be effective until December 31, 2018, unless terminated earlier by the Board.

**13. Governing Law.** Delaware law shall govern this Plan

Arent Fox LLP  
1717 K Street, N.W.  
Washington, DC 20036

May 7, 2014

The Board of Directors  
VSE Corporation  
6348 Walker Lane  
Alexandria, Virginia 22310

Re: VSE Corporation  
Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to a Registration Statement on Form S-8 of VSE Corporation (the "Company") which is being filed with the Securities Exchange Commission on the date hereof (the "Registration Statement"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Registration Statement.

The Registration Statement covers [69,238] shares of Common Stock, par value \$0.05 per share, of the Company (the "Shares"), which may be issued by the Company pursuant to the VSE Corporation 2004 Non-Employee Directors Stock Plan, as amended (the "Plan").

We have examined the Registration Statement, including the exhibits thereto, the Company's Restated Certificate of Incorporation, as amended, the Company's By-Laws, the Plan and such documents as we have deemed appropriate in rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the authenticity of all documents submitted to us as copies of originals.

Based on the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable. This opinion is being furnished to you solely for submission to the Securities and Exchange Commission as an exhibit to the Registration Statement and, accordingly, may not be relied upon, quoted in any manner to, or delivered to any other person or entity, without in each instance our prior written consent.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

Our opinion is limited to the General Corporation Law of the State of Delaware, as amended, and the federal securities laws, each as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely,

/s/ Arent Fox LLP  
ARENT FOX LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the VSE Corporation 2004 Non-Employee Directors Stock Plan, as amended, of our reports dated March 6, 2014, with respect to the consolidated financial statements of VSE Corporation and the effectiveness of internal control over financial reporting of VSE Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

McLean, Virginia

May 7, 2014