

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

FORM 8-K

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

Date of Report (Date of earliest event reported): **September 30, 2020**

VSE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-03676
(Commission File Number)

54-0649263
(IRS Employer
Identification Number)

6348 Walker Lane
Alexandria, Virginia
(Address of Principal Executive Offices)

22310
(Zip Code)

(703) 960-4600
(Registrant's Telephone Number, Including Area 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.05 per share	VSEC	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

VSE CORPORATION

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 30, 2020, VSE Corporation (“VSE” or the “Company”) announced that Thomas R. Loftus had informed the Company of his intention to retire as Executive Vice President and Chief Financial Officer of the Company. Mr. Loftus has been employed by VSE in various capacities for 42 years and has served as the Company’s Chief Financial Officer since 2002.

In conjunction with Mr. Loftus planned retirement, Mr. Loftus has agreed to remain in his current role with the Company until a successor is named. VSE expects to name a successor during the fourth quarter 2020.

To ensure an orderly transition of his duties, VSE will enter into a consulting agreement with Mr. Loftus effective upon his retirement with the Company through the end of the first quarter of 2021. Mr. Loftus’ retirement was not as a result of any issues or disagreements with the Company, including on any matters related to the Company’s financial disclosures, accounting policies or practices.

A copy of the Company’s press release dated September 30, 2020 announcing Mr. Loftus’ retirement is included as Exhibit 99.1 to this Current Report on Form 8-K as is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit
Number

[99.1 Press release dated September 30, 2020, entitled “VSE Corporation Announces CFO Retirement”](#)

VSE CORPORATION AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VSE CORPORATION
(Registrant)

Date: October 1, 2020

By: /s/ Thomas M. Kiernan
Thomas M. Kiernan
Vice President, General Counsel and Secretary



VSE Corporation Announces CFO Retirement

Alexandria, Virginia, September 30, 2020– VSE Corporation (NASDAQ: VSEC), a leading provider of distribution and maintenance, repair and overhaul services for land, sea and air transportation assets in the public and private sectors today announced that Thomas R. Loftus, Executive Vice President and Chief Financial Officer plans to retire after a distinguished career with the Company. VSE expects to name Mr. Loftus' successor during the fourth quarter of 2020. Mr. Loftus will remain with the company through year-end 2020 to ensure an orderly transition of his duties.

Mr. Loftus joined VSE in 1978, serving in a variety of finance roles during his 42-year tenure with the Company. In 2002, he was named Chief Financial Officer of VSE.

"It has been a sincere privilege to work alongside John Cuomo, the Board of Directors and my fellow employees during my career with VSE," stated Tom Loftus, Chief Financial Officer. "I am confident that we are well-positioned for our next phase of transformative growth under John's leadership, guided by a strategic focus on higher-margin end-markets, high free cash flow conversion and disciplined balance sheet management. I know that our most important asset – our employees – are in good hands."

"On behalf of the Board of Directors and the entire VSE team, I want to thank Tom for his exceptional leadership and dedication to VSE," said John Cuomo, President and CEO of VSE Corporation. "During his more than four decades with VSE, Tom was integral to the development and execution of our business strategies. Tom ensured a strong financial position for the Company with disciplined decision making and led the charge for significant free cash flow generation through consistent and rigorous efforts to reduce working capital. I personally want to thank Tom for being a trusted advisor and business partner to me. We wish him a long, happy and well-deserved retirement."

ABOUT VSE CORPORATION

VSE is a leading provider of aftermarket distribution and repair services for land, sea and air transportation assets for government and commercial markets. Core services include maintenance, repair and overhaul (MRO) services, parts distribution, supply chain management and logistics, engineering support, and consulting and training services for global commercial, federal, military and defense customers. VSE also provides information technology and energy consulting services. For additional information regarding VSE's services and products, visit us at www.vsecorp.com.

FORWARD-LOOKING STATEMENTS

This press release contains certain forward-looking statements. These forward-looking statements, which are included in accordance with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, may involve known and unknown risks, uncertainties and other factors that may cause VSE's actual results to vary materially from those indicated or anticipated by such statements. Many factors could cause actual results and performance to be materially different from any future results or performance, including, among others, the risk factors described in our reports filed or expected to be filed with the SEC. Any forward-looking statement or statement of belief speaks only as of the date of this press release. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.

INVESTOR RELATIONS CONTACT: Noel Ryan | Phone: 720.778.2415 | Investors@vsecorp.com