

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): **July 20, 2022 (July 19, 2022)**



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)	(703) 960-4600 (Registrant's Telephone Number, Including Area Code)	22310 (Zip 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

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

On July 19, 2022, the Board of Directors (the “Board”) of VSE Corporation (the “Company”) determined pursuant to the By-Laws of the Company, as amended (the “By-Laws”), to increase the size of the Board from nine directors to eleven directors, effective July 19, 2022. Pursuant to the By-Laws, and based on the recommendation of the Nominating & Corporate Governance Committee of the Board (the “NCGC”), the Board appointed each of Anita D. Britt and Lloyd E. Johnson to serve as an independent director of the Company, commencing July 19, 2022, and extending until the next annual meeting of the Company’s stockholders.

Anita D. Britt, 59, has extensive corporate finance, capital markets, and board-level experience. Previously, Ms. Britt served as the Chief Financial Officer for Perry Ellis International from 2009 to 2017 and held senior financial leadership positions at Jones Apparel Group and Urban Brands. She currently serves on the board of directors for urban-gro, Smith & Wesson Brands and Delta Apparel. Ms. Britt is a Certified Public Accountant; a Board Leadership Fellow as designated by the National Association of Corporate Directors; and holds a Carnegie Mellon Cybersecurity Oversight Certification.

Lloyd E. Johnson, 68, has a strong background in management consulting, mergers and acquisitions, internal audit and commercial operations experience. Previously, Mr. Johnson served as Global Managing Director, Finance and Internal Audit at Accenture Corporation from 2004 to 2015; Executive Director, M&A and General Auditor for Delphi Automotive PLC from 1999 to 2004; and held senior financial leadership positions at Emerson Electric Corporation, Sara Lee Corporation and Shaw Food Services. Mr. Johnson is a Certified Public Accountant and holds the National Association of Corporate Directors Directorship Certification designation. Mr. Johnson is currently a board member for Haemonetics Corporation, Apogee Enterprises, Beazer Homes USA, and AARP.

Neither Ms. Britt nor Mr. Johnson has any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K or Item 5.02(d) of Form 8-K. There is no arrangement or understanding between either Ms. Britt or Mr. Johnson and any other person pursuant to which either was selected as a director. Ms. Britt and Mr. Johnson will be entitled to receive compensation for their service as a director in accordance with the Company’s standard compensation arrangements for non-employee directors.

A copy of the press release announcing the appointment of Ms. Britt and Mr. Johnson to the Board is filed with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 19, 2022, the Company’s Board approved an amendment to Article III, Section 1 of the Company’s Bylaws dated July 31, 2013, to increase the total number of directors to serve on the Board from ten directors to eleven directors (the “Bylaw Amendment”). The Bylaw Amendment was effective on July 19, 2022. In connection with the appointment of Ms. Britt and Mr. Johnson to the Board as described in Item 5.02(d) above, the number of authorized directors was increased from ten to eleven pursuant to the Bylaw Amendment.

The foregoing description of the Bylaw Amendment is qualified in its entirety by reference to the full text of the Amendment No. 1 to the Bylaws of the Company, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
3.1	Amendment No. 1 to the Bylaws of VSE Corporation.
99.1	Press release dated July 20, 2022, entitled "VSE Corporation Appoints Two New Members to Board of Directors."
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

VSE CORPORATION
(Registrant)

Date: July 20, 2022

By: /s/ Farinaz S. Tehrani
Farinaz S. Tehrani
Chief Legal Officer and Corporate Secretary

Amendment No. 1
to
Bylaws of
VSE Corporation
(a Delaware corporation)

Effective July 19, 2022, Article III, Section 1 of the Bylaws of the Corporation is hereby amended in its entirety to read as set forth below:

ARTICLE III

DIRECTORS

Section 1. The number of directors which shall constitute the whole board shall be a minimum of six directors and a maximum of eleven directors. Within the limits above specified, the number of directors shall be determined by resolution of the board of directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.



VSE Corporation Appoints Two New Members to Board of Directors

ALEXANDRIA, Va., July 20, 2022 - VSE Corporation (NASDAQ: VSEC, "VSE"), a leading provider of aftermarket distribution and maintenance, repair and overhaul (MRO) services for land, sea and air transportation assets for government and commercial markets, today announced the appointment of two new members to its Board of Directors.

Anita D. Britt and Lloyd E. Johnson were each appointed to the VSE Board of Directors as independent directors, effective July 19, 2022. Ms. Britt and Mr. Johnson will join the VSE Board as part of the Board's succession planning and potential retirements of existing board members.

"We are pleased to welcome both Anita and Lloyd to the VSE Board of Directors," stated General Ralph E. Eberhart, Chairman of VSE. "Both incoming directors are accomplished finance executives with decades of commercial experience at respected, world-class public companies committed to delivering long-term value for shareholders. We are confident they will provide valuable perspectives integral to our continued, profitable growth."

"Over the last three years, VSE has undergone a successful business transformation, prioritizing leadership within higher-margin verticals, product and capabilities expansions and opportunistic investments in high-return, adjacent markets," stated John Cuomo, President and CEO of VSE. "As our business continues to evolve, we are committed to ensuring that our Board composition is diverse, with a variety of backgrounds, skills, experiences, and perspectives represented. We are excited to welcome Anita and Lloyd to the Board during this next chapter of growth."

Anita D. Britt. Ms. Britt brings a wealth of corporate finance, capital markets and board-level experience. Previously, she served as the Chief Financial Officer for Perry Ellis International and held senior financial leadership positions at Jones Apparel Group and Urban Brands. She currently serves on the board of directors for urban-gro, Smith & Wesson Brands and Delta Apparel. Ms. Britt is a Certified Public Accountant; a Board Leadership Fellow as designated by the National Association of Corporate Directors; and holds a Carnegie Mellon Cybersecurity Oversight Certification.

Lloyd E. Johnson. Mr. Johnson brings a strong background in management consulting, mergers and acquisitions, internal audit and commercial operations experience. Previously, Mr. Johnson served as Global Managing Director, Finance and Internal Audit at Accenture Corporation; Executive Director, M&A and General Auditor for Delphi Automotive PLC; and held senior financial leadership positions at Emerson Electric Corporation, Sara Lee Corporation and Shaw Food Services. Mr. Johnson is a Certified Public Accountant and holds the National Association of Corporate Directors Directorship Certification designation. Mr. Johnson is currently a board member for Haemonetics Corporation, Apogee Enterprises, Beazer Homes USA, and AARP.

Following these new appointments and potential retirements, the VSE Board will return to nine directors, eight of whom are independent, and four of whom are members of diverse communities.

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 www.vsecorp.com.

FORWARD LOOKING STATEMENTS

This document 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 and performance in future periods to be materially different from any future results or performance suggested by the forward-looking statements in this document. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that actual results will not differ materially from these expectations. "Forward-looking" statements, as such term is defined by the SEC in its rules, regulations and releases, represent our expectations or beliefs, including, but not limited to, statements concerning our operations, economic performance, financial condition, the impact of widespread health developments, such as the ongoing COVID-19 outbreak, the health and economic impact thereof, and the governmental, including federal contractor vaccine mandates, commercial, consumer and other responses thereto, growth and acquisition strategies, investments and future operational plans. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "forecast," "seek," "plan," "predict," "project," "could," "estimate," "might," "continue," "seeking" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. These statements, by their nature, involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors, including, but not limited to, the uncertainty surrounding the ongoing COVID-19 outbreak and the other factors identified in our reports filed or expected to be filed with the SEC including our Annual Report on Form 10-K for the year ended December 31, 2021. All forward-looking statements made herein are qualified by these cautionary statements and risk factors and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized. Readers are cautioned not to place undue reliance on these forward looking-statements, which reflect management's analysis only as of the date hereof. 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 CONTACT

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