

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 6, 2022 (August 31, 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(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 31, 2022, Lieutenant General Jack C. Stultz, Jr., USAR (Ret.), a director of VSE Corporation (the “Company”), notified the Company of his resignation as a member of the Company’s Board of Directors (the “Board”) and Chair of the Nominating and Corporate Governance Committee of the Board, effective October 1, 2022. Mr. Stultz’s resignation was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

In connection with Mr. Stultz’s resignation, the Board approved a decrease in the size of the Board from eleven to ten directors, effective October 1, 2022. In addition, based on the recommendation of the Nominating and Corporate Governance Committee, the Board appointed Admiral Mark E. Ferguson III, USN (Ret.), to serve as the Chair of the Nominating and Corporate Governance Committee of the Board, effective October 1, 2022, to replace Mr. Stultz.

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

In connection with the resignation of Mr. Stultz from the Board as described above, the Board approved an amendment to the Company’s Bylaws to decrease the maximum number of directors to serve on the Board from eleven directors to ten directors (the “Bylaw Amendment”), effective October 1, 2022. In addition, pursuant to the Bylaw Amendment, the Board reduced the size of the Board to ten directors, effective October 1, 2022.

The foregoing description of the Bylaw Amendment is qualified in its entirety by reference to the full text of Amendment No. 2 to the Company’s Bylaws, 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

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment No. 2 to the Bylaws of VSE Corporation.
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: September 6, 2022

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

Amendment No. 2
to
Bylaws of
VSE Corporation
(a Delaware corporation)

Effective October 1, 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 ten 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.