

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): **March 10, 2023**

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:

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.

VSE CORPORATION

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

On March 8, 2023, James F. Lafond, a director of VSE Corporation (the “Company”), notified the Company of his intention to retire from the Company’s Board of Directors (the “Board”) and not to stand for re-election to the Board, effective at the conclusion of his term at the Company’s 2023 Annual Meeting of Stockholders on May 3, 2023. Mr. Lafond’s retirement 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. Lafond’s retirement, the Board approved a decrease in the size of the Board from ten to nine directors, effective upon the conclusion of Mr. Lafond’s term at the Company’s 2023 Annual Meeting of Stockholders on May 3, 2023. In addition, based on the recommendation of the Nominating and Corporate Governance Committee, the Board appointed Anita D. Britt to serve as the Chair of the Audit Committee of the Board to replace Mr. Lafond, effective upon the conclusion of Mr. Lafond’s term at the Company’s 2023 Annual Meeting of Stockholders on May 3, 2023. Ms. Britt joined the Company’s Board of Directors in July 2022 and currently serves as a member of the Audit Committee.

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

In connection with Mr. Lafond’s retirement 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 ten directors to nine directors (the “Bylaw Amendment”), effective at the conclusion of Mr. Lafond’s term at the Company’s 2023 Annual Meeting of Stockholders on May 3, 2023. In addition, pursuant to the Bylaw Amendment, the Board reduced the size of the Board to nine directors, effective May 3, 2023.

The foregoing description of the Bylaw Amendment is qualified in its entirety by reference to the full text of Amendment No. 3 to the Company’s Bylaws, a copy of which is filed as Exhibit 3.2 to the Company’s Annual Report on Form 10-K filed on March 10, 2023 and is incorporated by reference herein.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
104	Cover Page Interactive Data File



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: March 10, 2023

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