

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): **May 9, 2023**



**VSE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

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

**000-03676**  
(Commission File Number)

**54-0649263**  
(IRS Employer  
Identification Number)

**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
<b>Common Stock, par value \$.05 per share</b>	<b>VSEC</b>	<b>The NASDAQ Global Select Market</b>

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 5.07 Submission of Matters to a Vote of Security Holders.**

The 2023 Annual Meeting of Stockholders of VSE Corporation (the "Company") was held on May 3, 2023 (the "Annual Meeting"). At the Annual Meeting, four proposals were submitted to the stockholders for approval as set forth in the definitive Proxy Statement filed with the Securities and Exchange Commission on March 21, 2023. As of the record date of March 10, 2023, a total of 12,875,964 shares of common stock of the Company were issued and outstanding and entitled to vote. The holders of record of 11,462,764 shares of the Company's common stock were present in person or by proxy at the Annual Meeting. Such amount represented 89.02% of the shares entitled to vote at such meeting.

Set forth below is a brief description of each matter voted upon at the Annual Meeting and the final voting results with respect to each matter.

Proposal 1: Election of Directors

With respect to the election of nine directors to serve for a one-year term until the Company's 2024 annual meeting of stockholders and until their successors are duly elected and qualified, the final voting results were as follows:

<u>Director</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Anita D. Britt	10,760,948	55,772	646,044
John A. Cuomo	10,748,064	68,656	646,044
Edward P. Dolanski	10,752,888	63,832	646,044
Ralph E. Eberhart	10,734,710	82,010	646,044
Mark E. Ferguson III	10,351,929	464,791	646,044
Lloyd E. Johnson	10,759,701	57,019	646,044
Calvin S. Koonce	10,105,449	711,271	646,044
John E. Potter	10,635,734	180,986	646,044
Bonnie K. Wachtel	10,220,140	596,580	646,044

Proposal 2: Ratification of Grant Thornton LLP as Independent Registered Public Accountant

With respect to the vote on the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2023, the final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
11,338,666	5,273	15,860

As a result, the proposal to ratify Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2023 was approved.

Proposal 3: Non-Binding Advisory Vote on the Company's Executive Compensation

With respect to the non-binding advisory vote to approve the Company's Executive Compensation, the final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
9,403,144	1,292,446	18,165

As a result, the proposal to approve the Company's executive compensation on an advisory basis was approved.

Proposal 4: Approval to Amend and Restate the Plan

With respect to the vote to approve the amendment and restatement of the Company's 2006 Restricted Stock Plan, as amended (the "Plan"), to increase the number of shares available for issuance under the Plan by 375,000 shares, the final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
10,539,728	160,760	13,267

As a result, the proposal to amend and restate the Plan was approved.

---

**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: May 9, 2023

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