

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 3, 2024**



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.

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

On May 3, 2024, Stephen D. Griffin, Senior Vice President and Chief Financial Officer of VSE Corporation (the "Company"), notified the Company of his decision to resign from his position with the Company, effective May 29, 2024, to pursue an opportunity outside of the Aerospace industry. Mr. Griffin will remain an employee of the Company through May 29, 2024. Thereafter, he will serve in a transitional role until August 31, 2024, providing consulting and advisory services. The Company and Mr. Griffin intend to enter into a consulting agreement, the terms of which will be disclosed at a future date. Mr. Griffin's departure is not related to the operations, financial reporting, policies, or practices of the Company.

On May 7, 2024, the Board of Directors of the Company appointed Tarang Sharma to serve as Interim Chief Financial Officer, effective May 27, 2024. Mr. Sharma, age 38, presently serves as Vice President, Controller and Corporate Development of the Company, which position he has held since January 2024. He previously served as the Company's Vice President, Corporate Treasurer from 2021 to 2024 and Assistant Corporate Controller from 2015 to 2021. Prior to his roles with the Company, Mr. Sharma served as a Manager at PricewaterhouseCoopers LLP, an accounting firm, from 2010 to 2015 and as an Associate at Grant Thornton LLP, an accounting firm, from 2008 to 2010. Mr. Sharma holds a Master's in Business Administration from Cornell University and a Bachelor of Science and a Master of Accountancy from the University of South Carolina.

Mr. Sharma has no family relationships with any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer of the Company. There is no arrangement or understanding between Mr. Sharma and any other person pursuant to which Mr. Sharma was appointed. Mr. Sharma does not have any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

Item 8.01 Other Events.

On May 8, 2024, the Company issued a press release announcing leadership changes and the appointment of Mr. Sharma as Interim Chief Financial Officer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit
Number

[99.1 Press release dated May 8, 2024, entitled "VSE Announces Leadership Transition"](#)

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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: May 8, 2024

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



VSE Announces Leadership Transition

ALEXANDRIA, VIRGINIA, May 8, 2024 - VSE Corporation (NASDAQ: VSEC, "VSE", or the "Company"), a leading provider of aftermarket distribution and repair services, announced today the appointment of Tarang Sharma to interim Chief Financial Officer effective May 27, 2024. Mr. Sharma, VSE's Vice President, Controller and Corporate Development, succeeds Steve Griffin, who is departing the Company to pursue an opportunity outside of the Aerospace industry. VSE has initiated a search for a CFO with the assistance of an executive search firm.

Mr. Griffin will remain with the Company through the end of May and then serve as a consultant for a period of three months to ensure a smooth transition of his responsibilities.

MANAGEMENT COMMENTARY

"Since joining VSE in late 2020, Steve has been a tremendous asset to VSE and a trusted partner to me during the first phase of our business transformation," stated John Cuomo, President and CEO of VSE Corporation. "Over the past four years, we have successfully repositioned VSE as a leading aftermarket distributor and repair provider and set the foundation for this business to capitalize on the significant growth opportunities that lie ahead. I want to thank Steve for his leadership, support, and significant contributions and wish him and his family all the best as they embark on a new chapter in a new city and new industry."

"It has been a true privilege to work alongside John and the rest of the talented team at VSE as we transformed VSE into a world-class pure-play aftermarket solutions provider with a strengthened financial profile," said Steve Griffin. "As I depart VSE for my next opportunity, I know that the company is well-positioned for continued success. I am confident that Tarang and the entire finance organization are well prepared to support VSE's next phase of growth, delivering for both customers and shareholders."

Mr. Cuomo continued, "As we remain steadfast in our commitment to executing VSE's strategic plan, I have full confidence in Tarang and his ability to lead VSE's financial operations on an interim basis. Tarang joined VSE in 2015 and has been instrumental in all aspects of our business transformation, including his work on recent acquisitions and divestitures, establishing corporate and financial foundations, and building out treasury and financial planning and analysis organizations. His extensive corporate knowledge, coupled with his significant experience in finance and business operations, is pivotal as we continue to pursue our long-term objectives."

"At VSE, we benefit from a deep bench of talent and a strong succession planning process across our organization. Earlier this year, Michael Perlman, Vice President of Investor Relations and Communications, assumed responsibility for the treasury organization in addition to his investor relations responsibilities. Our ability to transition work within the finance organization to qualified personnel is critical to our success as we continue to scale this business," concluded Mr. Cuomo.

The Company will provide additional commentary on the fiscal year 2024 update, along with first quarter results, during its upcoming earnings call tomorrow, May 9, 2024.

About Tarang Sharma

Tarang Sharma joined VSE in 2015 and currently serves as VSE's Vice President, Controller and Corporate Development. During his tenure, he has served in several leadership positions in the finance organization, including Treasurer and Assistant Corporate Controller. Before joining VSE, Mr. Sharma was a certified public accountant with PwC. He holds a Master's in Business Administration from Cornell University and a Bachelor of Science and a Master of Accountancy from the University of South Carolina.

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 the plans, expectations, long-term goals and trends associated with the appointment of the Interim CFO, as well as the expectations for growth in our business. 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, VSE's ability to successfully execute the management transition and attract and retain key employees, as well as the 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, 2023. 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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