

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 21, 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 5.07 Submission of Matters to a Vote of Security Holders.

The 2024 Annual Meeting of Stockholders of VSE Corporation (the “Company”) was held on May 21, 2024 (the “Annual Meeting”). At the Annual Meeting, three proposals were submitted to the stockholders for approval as set forth in the definitive Proxy Statement filed with the Securities and Exchange Commission on April 2, 2024. As of the record date of March 25, 2024, a total of 15,833,849 shares of common stock of the Company were issued and outstanding and entitled to vote. The holders of record of 14,322,699 shares of the Company’s common stock were present in person or by proxy at the Annual Meeting. Such amount represented 90.45% of the shares entitled to vote at the Annual Meeting.

Proposal 1: Election of Directors

With respect to the election of eight directors to serve for a one-year term until the Company’s 2025 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	12,969,521	845,997	507,181
John A. Cuomo	13,777,281	38,237	507,181
Edward P. Dolanski	13,025,144	790,374	507,181
Ralph E. Eberhart	13,765,173	50,345	507,181
Mark E. Ferguson III	13,272,547	542,971	507,181
Lloyd E. Johnson	12,946,609	868,909	507,181
John E. Potter	12,988,559	826,959	507,181
Bonnie K. Wachtel	13,203,279	612,239	507,181

As a result, each of the eight director nominees was elected.

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 the Company’s independent registered public accounting firm for the year ending December 31, 2024, the final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
14,317,408	4,610	681

As a result, the proposal to ratify Grant Thornton LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024 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>
11,501,157	2,302,570	11,791

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

Item 8.01 Other Events

On May 23, 2024, the Company issued a press release announcing that the Board of Directors declared a quarterly cash dividend of \$0.10 per share to be paid on July 31, 2024 to stockholders of record as of July 17, 2024. The Board of Directors approved the dividend on May 21, 2024. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit
Number

[99.1 Press release dated May 23, 2024, entitled "VSE Corporation Declares Quarterly Cash Dividend"](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 24, 2024

By: /s/ Farinaz S. Tehrani

Farinaz S. Tehrani

Chief Legal Officer and Corporate Secretary



VSE CORPORATION DECLARES QUARTERLY CASH DIVIDEND

ALEXANDRIA, Va., May 23, 2024 – VSE Corporation (“VSE” or the “Company”) (NASDAQ: VSEC), a leading provider of aftermarket distribution and repair services, announced that the Company’s Board of Directors has declared a regular quarterly cash dividend of \$0.10 per share of VSE common stock. The dividend is payable on July 31, 2024 to stockholders of record at the close of business on July 17, 2024.

ABOUT VSE CORPORATION

VSE is a leading provider of aftermarket distribution and repair services. Operating through its two key segments, VSE significantly enhances the productivity and longevity of its customers' high-value, business-critical assets. The Aviation segment is a leading provider of aftermarket parts distribution and maintenance, repair, and overhaul (MRO) services for components and engine accessories to commercial, business, and general aviation operators. The Fleet segment specializes in part distribution, engineering solutions, and supply chain management services catered to the medium and heavy-duty fleet market. For more detailed information, please visit VSE's website at www.vsecorp.com.

FORWARD-LOOKING STATEMENTS

This press release 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 to vary materially from those indicated or anticipated by such statements. Many factors could cause actual results and performance to be materially different from any future results or performance, including, among others, the risk factors described in our reports filed or expected to be filed with the SEC. Any forward-looking statement or statement of belief speaks only as of the date of this press release. 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 RELATIONS CONTACT:

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