

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 8, 2025**



**VSE CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>000-03676</b> (Commission File Number)	<b>54-0649263</b> (IRS Employer Identification Number)
<b>3361 Enterprise Way</b> <b>Miramar, Florida</b> (Address of Principal Executive Offices)		<b>33025</b> (Zip Code)
	<b>(954) 430-6600</b> (Registrant's Telephone Number, Including Area Code)	
	<b>Not Applicable</b> (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. ☐

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

The 2025 Annual Meeting of Stockholders of VSE Corporation (the “Company”) was held on May 8, 2025 (the “Annual Meeting”). At the Annual Meeting, five 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 25, 2025. As of the record date of March 12, 2025, a total of 20,669,280 shares of common stock of the Company were issued and outstanding and entitled to vote. The holders of record of 19,366,540 shares of the Company’s common stock were present in person or by proxy at the Annual Meeting. Such amount represented 93.69% 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 2026 annual meeting of stockholders and until their successors are duly elected and qualified, the final voting results were as follows:

<b>Director</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Anita D. Britt	17,982,607	758,492	625,441
John A. Cuomo	18,670,616	70,483	625,441
Edward P. Dolanski	17,982,862	758,237	625,441
Ralph E. Eberhart	18,628,163	112,936	625,441
Mark E. Ferguson III	17,502,269	1,238,830	625,441
Lloyd E. Johnson	17,843,409	897,690	625,441
John E. Potter	17,647,885	1,093,214	625,441
Bonnie K. Wachtel	18,264,839	476,260	625,441

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

**Proposal 2: Approval to Amend the Certificate of Incorporation**

With respect to the vote to approve the amendment to VSE Corporation's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to increase the number of authorized shares of common stock from 23,000,000 shares to 44,000,000 shares, the final voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
19,202,785	162,068	1,687

As a result, the proposal to amend the Certificate of Incorporation was approved.

**Proposal 3: 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 800,000 shares, the final voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
18,658,801	79,872	2,426

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

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Proposal 4: 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, 2025, the final voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
19,346,896	15,699	3,945

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, 2025 was approved.

Proposal 5: 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:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
10,710,668	7,783,684	246,747

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 8, 2025, VSE Corporation issued a press release announcing that the Board of Directors declared a quarterly cash dividend of \$.10 per share to be paid on July 30, 2025 to stockholders of record as of July 16, 2025. The Board of Directors approved the dividend on May 8, 2025. 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 8, 2025, entitled “VSE Corporation Declares Quarterly Cash Dividend”](#)

## 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 9, 2025

By: /s/ Tobin B. Lebowitz  
Tobin B. Lebowitz  
Chief Legal Officer and Corporate Secretary



## **VSE CORPORATION DECLARES QUARTERLY CASH DIVIDEND**

**MIRAMAR, FL., May 8, 2025** – VSE Corporation (“VSE” or the “Company”) (NASDAQ: VSEC), a leading provider of aviation 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 30, 2025, to stockholders of record at the close of business on July 16, 2025.

### **ABOUT VSE CORPORATION**

VSE is a leading provider of Aviation distribution and repair services for the commercial and business and general aviation (BG&A) aftermarkets. Headquartered in Miramar, Florida, VSE is focused on significantly enhancing the productivity and longevity of its customers’ high-value, business-critical assets. VSE’s aftermarket parts distribution and maintenance, repair, and overhaul (MRO) services support engine component and engine and airframe accessory part distribution and repair services for commercial and BG&A operators. For more detailed information, please visit VSE’s website at [www.vsecorp.com](http://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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