

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 7, 2026**



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)

3361 Enterprise Way
Miramar, Florida
(Address of Principal Executive Offices)

33025
(Zip Code)

(954) 430-6600
(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
5.750% Tangible Equity Units	VSECU	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 2026 Annual Meeting of Stockholders of VSE Corporation (the “Company”) was held on May 7, 2026 (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 24, 2026. As of the record date of March 10, 2026, a total of 28,055,393 shares of common stock of the Company were issued and outstanding and entitled to vote. The holders of record of 26,211,532 shares of the Company’s common stock were present in person or by proxy at the Annual Meeting. Such amount represented 93.42% 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 2027 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	23,984,659	1,168,248	1,058,625
John A. Cuomo	24,815,727	337,180	1,058,625
Edward P. Dolanski	24,112,588	1,040,319	1,058,625
Ralph E. Eberhart	24,752,183	400,724	1,058,625
Mark E. Ferguson III	22,862,526	2,290,381	1,058,625
Lloyd E. Johnson	23,957,051	1,195,856	1,058,625
John E. Potter	23,357,253	1,795,654	1,058,625
Bonnie K. Wachtel	23,952,002	1,200,905	1,058,625

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, 2026, the final voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
26,177,917	24,941	8,674

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, 2026 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>	<u>Broker Non-Votes</u>
19,719,357	5,421,818	11,732	1,058,625

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

Proposal 4: Approval to Amend the Certificate of Incorporation to Authorize Issuance of Blank Check Preferred Stock

With respect to the vote to approve the amendment to VSE Corporation's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to authorize the issuance of blank check preferred stock, the final voting results were as follows:

For	Against	Abstentions	Broker Non-Votes
21,080,048	4,068,006	4,853	1,058,625

As a result, the proposal to amend the Certificate of Incorporation to authorize the issuance of blank check preferred stock was approved.

Item 8.01 Other Events

On May 7, 2026, VSE Corporation 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 29, 2026 to stockholders of record as of July 15, 2026. The Board of Directors approved the dividend on May 7, 2026. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit
Number

[3.1](#) [Certificate of Amendment to VSE Corporation's Restated Certificate of Incorporation](#)
[99.1](#) [Press release dated May 7, 2026 entitled "VSE Corporation Declares Quarterly Cash Dividend."](#)

104 Cover Page Interactive Data File

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, 2026

By: /s/ Tobi Lebowitz

Tobi Lebowitz

Chief Legal Officer and Corporate Secretary

**CERTIFICATE OF AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
VSE CORPORATION**

VSE Corporation, a corporation organized and existing under the laws of the State of Delaware (the “*Corporation*”), hereby certifies that the following amendments to the Restated Certificate of Incorporation of VSE Corporation, filed March 11, 1996, as amended by the Certificate of Amendment, dated May 2, 2006, the Certificate of Amendment, dated June 3, 2022, and the Certificate of Amendment, dated May 8, 2025 (collectively, the “*Restated Certificate*”), have been approved and adopted by the Corporation’s Board of Directors and have been duly adopted by a vote of the stockholders of the Corporation, at a meeting duly called, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and the Restated Certificate:

1. Article FOURTH of the Restated Certificate is hereby amended to read in its entirety as follows:

“FOURTH: The total number of shares of capital stock that the Corporation shall have authority to issue is fifty-four million shares (54,000,000), consisting of forty-four million (44,000,000) shares of common stock, par value \$0.05 per share, and ten million (10,000,000) shares of preferred stock, par value \$0.01 per share (the “Preferred Stock”).

Preferred Stock. The Preferred Stock may be issued in one or more series. The board of directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, powers, preferences and relative participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof. The authority of the board of directors with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
 - (b) the voting powers, if any, and whether such voting powers are full or limited in such series;
 - (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
 - (d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;
 - (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
 - (f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the rates or other determinants of conversion or exchange applicable thereto;
 - (g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;
 - (h) the provisions, if any, of a sinking fund applicable to such series; and
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(i) any other relative, participating, optional, or other special powers, preferences or rights and qualifications, limitations, or restrictions thereof;

all as may be determined from time to time by the board of directors and stated or expressed in the resolution or resolutions providing for the issuance of such Preferred Stock.”

IN WITNESS WHEREOF, VSE Corporation has caused this Certificate of Amendment to the Restated Certificate of Incorporation to be signed by Tobi B. Lebowitz, its Chief Legal Officer and Corporate Secretary, this 8th day of May, 2026.

VSE CORPORATION

/s/ Tobi B. Lebowitz

Tobi B. Lebowitz

Chief Legal Officer & Corporate Secretary



VSE CORPORATION DECLARES QUARTERLY CASH DIVIDEND

MIRAMAR, FL., May 7, 2026 – VSE Corporation (“VSE” or the “Company”) (NASDAQ: VSEC, VSECU), 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 29, 2026, to stockholders of record at the close of business on July 15, 2026.

ABOUT VSE CORPORATION

VSE is a leading provider of Aviation distribution and repair services for the commercial and business and general aviation (B&GA) 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 B&GA operators. 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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