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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>KOONCE CALVIN SCOTT</u><br><br>(Last) (First) (Middle)<br><u>6229 EXECUTIVE BOULEVARD</u><br><br>(Street)<br><u>ROCKVILLE MD 20852</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VSE CORP [ VSEC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below)                   |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/29/2024</u>   |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |   |
| Common Stock, par value \$.05   | 08/29/2024                           |  | S                              |   | 200   | D          | \$89.9                 | 478,384 <sup>(1)(3)</sup>   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock, par value \$.05   | 08/29/2024                           |  | S                              |   | 3,200   | D          | \$90.52 <sup>(4)</sup> | 475,184 <sup>(1)(3)</sup>   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock, par value \$.05   | 08/29/2024                           |  | S                              |   | 3,530   | D          | \$91.63 <sup>(5)</sup> | 471,654 <sup>(1)(3)</sup>   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock, par value \$.05   | 08/29/2024                           |  | S                              |   | 8,370   | D          | \$92.47 <sup>(6)</sup> | 463,284 <sup>(1)(3)</sup>   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock, par value \$.05   |                                      |  |                                |   |   |            |                        | 20,000  | I  | See footnote <sup>(2)</sup>                           |
| Common Stock, par value \$.05   |                                      |  |                                |   |   |            |                        | 1,345,498   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- Represents shares of Common Stock held by Koonce LLC, a family limited liability company ("LLC").
- Represents shares of Common Stock held by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of any of the shares of Common Stock of the Issuer held by the Reporting Person's spouse, except to the extent of his pecuniary interest therein, if any.
- Pursuant to General Instruction 4(b)(iv) of Form 4, the entire amount of the LLC's interest in the Common Stock of the Issuer is being reported. The Reporting Person disclaims beneficial ownership of any of the shares of Common Stock of the Issuer held by the LLC, except to the extent of his pecuniary interest therein, if any.
- This transaction was executed in multiple trades at prices ranging from \$90.20 to \$90.80. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$91.20 to \$91.96. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$92.00 to \$92.95. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

/s/ Calvin Scott Koonce

08/29/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.