

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Thomas Benjamin E.</u>	<u>VSE CORP [VSEC]</u>	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below)
<u>3361 ENTERPRISE WAY</u>	<u>03/08/2024</u>	<u>President, VSE Aviation, Inc.</u>
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>MIRAMAR FL 33025</u>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		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	03/10/2024		M		1,310 ⁽¹⁾	A	(2)	23,667	D	
Common Stock	03/10/2024		A		3,639 ⁽³⁾	A	\$0	27,306	D	
Common Stock	03/11/2024		M		1,072 ⁽⁴⁾	A	(2)	28,378	D	
Common Stock	03/11/2024		A		1,473 ⁽⁵⁾	A	\$0	29,851	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	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	03/08/2024		A		2,933		(6)	(6)	Common Stock	2,933	\$0	2,933	D	
Restricted Stock Units	(2)	03/10/2024		M			1,310	(7)	(7)	Common Stock	1,310	\$0	2,621	D	
Restricted Stock Units	(2)	03/11/2024		M			1,072	(8)	(8)	Common Stock	1,072	\$0	1,072	D	

Explanation of Responses:

1. Represents acquisition of shares of VSE common stock upon vesting of RSUs that were granted on March 10, 2023.
2. Each restricted stock unit represents a right to receive one share of VSEC common stock.
3. Represents acquisition of shares of VSE common stock upon vesting of PRSUs that were granted on March 10, 2023 for the performance period ended December 31, 2023.
4. Represents acquisition of shares of VSE common stock upon vesting of RSUs that were granted on March 11, 2022.
5. Represents acquisition of shares of VSE common stock upon vesting of PRSUs that were granted on March 11, 2022 for the performance period ended December 31, 2023.
6. The restricted stock units will generally vest in substantially equal installments on each of March 8, 2025, March 8, 2026 and March 8, 2027.
7. These restricted stock units granted on 3/10/2023 vest in three equal annual installments.
8. These restricted stock units granted on 3/11/2022 vest in three equal annual installments.

Farinaz S. Tehrani, Attorney-in-Fact 03/12/2024

** 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.