

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 * <u>Griffin Stephen D.</u>  (Last) (First) (Middle) <u>6348 WALKER LN</u>  (Street) <u>ALEXANDRIA VA 22310</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VSE CORP [ VSEC ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2024</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President and CFO</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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		1,832 <sup>(1)</sup>	A	(2)	20,823	D	
Common Stock	03/10/2024		A		5,132 <sup>(3)</sup>	A	\$0	25,955	D	
Common Stock	03/11/2024		M		1,324 <sup>(4)</sup>	A	(2)	27,279	D	
Common Stock	03/11/2024		A		1,821 <sup>(5)</sup>	A	\$0	29,100	D	
Common Stock	03/11/2024		F		3,031 <sup>(6)</sup>	D	\$75.12	26,069	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		3,549		(7)	(7)	Common Stock	3,549	\$0	3,549	D	
Restricted Stock Units	(2)	03/10/2024		M			1,832	(8)	(8)	Common Stock	1,832	\$0	3,666	D	
Restricted Stock Units	(2)	03/11/2024		M			1,324	(9)	(9)	Common Stock	1,324	\$0	1,324	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. Represents withholding of shares of VSE common stock for the tax liability associated with the vesting of the RSUs and PRSUs.
7. These restricted stock units granted on 3/10/2023 vest in three equal annual installments.
8. These restricted stock units granted on 03/10/2023 vest in three equal annual installments.
9. 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.