FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
OMB Number:	3235-0287					
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_	Check this box if no longer subject to Section
[ ]	16. Form 4 or Form 5 obligations may continue
$\overline{}$	Con Instruction 1/h)

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

1. Name and Address of Reporting Person*  Wood John B					2. Issuer Name and Ticker or Trading Symbol TELOS CORP [ TLS ]								tionship of Repor all applicable) Director	ting Perso	on(s) to	lssuer 10% Owi	ner	
(Last) C/O TELOS CORPO	(First)	(Mi	ddle)		3. Date of Earliest Transaction (Month/Day/Year) 12/01/2023					X	Officer (give below)	title Chairmai	n and C		pecify below)			
19886 ASHBURN ROAD (Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)							- 1	5. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person					
ASHBURN	VA	20	147	_   F	Rule 10b5-1(c) Transaction Indication													
(City)	(State)	(Zij	D)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Dai			Date	nsaction n/Day/Year)			Code (Instr. 8) (D) (Instr		rities Acquired (A) or Dispo tr. 3, 4 and 5)		isposed Of	Beneficially Ow Following Repo		ned Form: Direct (D) orted Indirect (I) (Instr.		7. Nature of Indirect Beneficial Ownership		
					(Mon		(Month/Day/Year)		v	Amount		(A) or (D)	Price	Transaction(s) and 4)	(Instr. 3			(Instr. 4)
Common Stock 1				12/0	2/01/2023		F		231,497(1)		D	\$4.25	4,817,107			D		
Common Stock													772,485 I			I	By LLC	
Common Stock														187,525.58 I By 40 plan			By 401(k) plan	
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)		ransaction de (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 Underlying Derivative (Instr. 3 and 4)			ve Security	8. Price of Derivative Security (Instr. 5)	derivativ Securitie Beneficia Owned Followin Reported	N. Number of derivative Securities Seneficially Direct (Indirect following Reported 10. Owners Form: Direct (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title		Amount or Number of Shares	umber of (Instr. 4)				

#### **Explanation of Responses:**

1. Shares withheld to satisfy the reporting person's tax liability incident to the vesting of securities.

## Remarks:

Exhibit 24 - Power of Attorney

/s/ Helen M. Oh, attorney-in-fact \*\* Signature of Reporting Person

12/04/2023

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.

### POWER OF ATTORNEY

The undersigned hereby appoints E. Hutchinson Robbins, Jr. and Helen M. Oh as my true and lawful attorneys-in-fact, each individually with the power to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Telos Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the U.S. Securities and Exchange Commission, NASDAQ, New York Stock Exchange, and/or similar authority.

All prior Power of Attorney granting these same powers are hereby revoked.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully as the undersigned could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney. The undersigned acknowledges that the foregoing attorneys-in-fact in acting in such capacities at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16(a) of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file statements or reports under Section 16(a) of the Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this

John	B. Wood
ACKNOWLEDGEMENT	FOR POWER OF ATTORNEY
COMMONWEALTH OF VIRGINIA	)
COUNTY OF LOUDOUN	Ś
The foregoing instrument was acknowledged before m	the day of November 2022 by John B. Wood.
Course-Book Notary Public	TABETH BY AND
My commission expires: September 30, 6	9005 E REG. NO. 7751905