UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D. C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 8)

Telos Corporation
(Name of Issuer)

12% Cumulative Exchangeable Redeemable Preferred Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

87969B200

(CUSIP Number of Class of Securities)

(OSSI NUMBER OF SIRSS OF SECURITIES)

Wynnefield Partners Small Cap Value, L.P.
450 Seventh Avenue, Suite 509
New York, New York 10123
Attention: Mr. Nelson Obus

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Jeffrey S. Tullman, Esq. Kane Kessler, P.C. 1350 Avenue of the Americas, 26th Floor New York, New York 10019 (212) 541-6222

February 7, 2007

Contact of Event which Requires Filing of this Statement)

If the filing person has previously filed a Statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box []

(continued on following pages)

(Page 1 of 12 pages)

CUS:						
1.	NAME OF REPORTING PERSON: Wynnefield Partners Small Cap Valu S.S. OR I.R.S. IDENTIFICATION NO.	ue, L.P.				
2.	CHECK THE APPROPRIATE BOX IF A MEM (a) [] (b) [X]	MBER OF A GROUP				
3.	SEC USE ONLY					
4.	SOURCE OF FUNDS WC (SEE ITEM 3)					
5.	CHECK BOX IF DISCLOSURE OF LEGAL F 2(d) OR 2(e)	PROCEEDINGS IS REQUIRED F	PURSUANT	T0	IT	EMS

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE				
	7. SOLE VOTING POWER 131,800 shares (See Item 5)			
NUMBER OF SHARES BENEFICIALLY	8. SHARED VOTING POWER -0- (See Item 5)			
OWNED BY EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 131,800 shares (See Item 5)			
WITH	10. SHARED DISPOSITIVE POWER -0- (See Item 5)			
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 131,800 (See Item 5)				
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []				
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.1% (See Item 5)				
14. TYPE OF REPORTING PERSON PN				
(Page 2 of 12 pages)				
CUSIP No. 87969B200	13D/A	Page 3 of 12 Pages		
1. NAME OF REPORTING PERSON: Wynnefield Small Cap Value Offshore Fund, Ltd. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: Not Applicable 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
(b) [x]	(a) [] (b) [X]			
3. SEC USE ONLY 4. SOURCE OF FUNDS WC (SEE ITEM 3)				
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)				
6. CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS				
NUMBER OF	7. SOLE VOTING POWER 85,400 shares (See Item 5)			
SHARES BENEFICIALLY OWNED BY	8. SHARED VOTING POWER -0- (See Item 5)			
EACH REPORTING PERSON	9. SOLE DISPOSITIVE POWER 85,400 shares (See Item 5)			
WITH	10. SHARED DISPOSITIVE POWER -0- (See Item 5)			
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 85,400 shares (See Item 5)				
12. CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUD			
	3. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.7% (See Item 5)			
14. TYPE OF REPORTING				

CUSIP No. 87969B200		13D/A	Page 4 of 1	pages
1. NAME OF REPORTI Wynnefield Part S.S. OR I.R.S.	ners Small Cap	Value, L.P. I NO. OF ABOVE PERS	ON 13-3953291	
2. CHECK THE APPRO (a) [] (b) [X]		A MEMBER OF A GROU		
3. SEC USE ONLY	SEC USE ONLY			
	WC (SEE ITEM 3)			
	SCLOSURE OF LE	GAL PROCEEDINGS IS	REQUIRED PURSUANT TO	ITEMS
6. CITIZENSHIP OR DELAWARE	PLACE OF ORGAN	IIZATION		
	7. SOLE VOT 142,800	ING POWER shares (See Item 5	5)	
NUMBER OF SHARES BENEFICIALLY	8. SHARED V -0- (See	e Item 5)		
OWNED BY EACH REPORTING PERSON		SPOSITIVE POWER shares (See Item 5	5)	
WITH		DISPOSITIVE POWER e Item 5)		
11. AGGREGATE AMOUN 142,800 shares			PORTING PERSON	
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []				
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.5% (See Item 5)				
14. TYPE OF REPORTING PERSON PN				
(Page 4 of 12 pages)				
CUSIP No. 87969B200		13D/A	Page 5 of 1	pages
1. NAME OF REPORTS Channel Partner S.S. OR I.R.S.	ship II, L.P.	I NO. OF ABOVE PERS	ON: 22-3215653	
2. CHECK THE APPRO (a) [] (b) [X]		A MEMBER OF A GROU		
3. SEC USE ONLY				
4. SOURCE OF FUNDS WC (SEE ITEM 3))			
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6. CITIZENSHIP OR NEW YORK	PLACE OF ORGAN			

7. SOLE VOTING POWER 13,500 shares (See Item 5)

NUMBER OF				
SHARES	8. SHARED VOTING POWER			
BENEFICIALLY -0- (See Item 5)				
OWNED BY	O COLE PTOPOSTTIVE POWER			
EACH REPORTING PERSON	 SOLE DISPOSITIVE POWER 13,500 shares (See Item 5) 			
WITH	10,000 Shares (See 1com 5)			
	10. SHARED DISPOSITIVE POWER			
	-0- (See Item 5)			
11. AGGREGATE AMOUNT	1. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,500 shares (See Item 5)			
12 CUECK DOV TE THE				
[]	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
0.4 % (See Item 5	REPRESENTED BY AMOUNT IN ROW (11)			
14. TYPE OF REPORTING				
PN				
	(Page F of 12 pages)			
	(Page 5 of 12 pages)			
CUSIP No. 87969B200	13D/A Page 6 of 12 pages			
1. NAME OF REPORTING Nelson Obus	F PERSON:			
	DENTIFICATION NO. OF ABOVE PERSON:			
2 CHECK THE ADDRODS	PTATE ROY TE A MEMBED OF A CHOID			
(a) [] (b) [X]	(b) [X]			
3. SEC USE ONLY				
4. SOURCE OF FUNDS AF (SEE ITEM 3)				
	NACIDE OF LECAL PROCEEDINGS TO REQUIRED DURSHANT TO TTEMS			
5. CHECK BOX IF DISC 2(d) OR 2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS			
C CITIZENCUID OD DI	ACE OF OPCANIZATION			
6. CITIZENSHIP OR PI UNITED STATES OF				
	7. SOLE VOTING POWER			
NUMBER OF	13,500 shares (See Item 5) (1)			
SHARES	8. SHARED VOTING POWER			
BENEFICIALLY OWNED BY	360,000 (See Item 5) (1)			
EACH REPORTING 9. SOLE DISPOSITIVE POWER				
PERSON	13,500 shares (See Item 5)(1)			
WITH	10. SHARED DISPOSITIVE POWER			
	360,000 (See Item 5) (1)			
373,500 shares (
12. CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.7% (See Item 5)(1)				
14. TYPE OF REPORTING PERSON IN				
(1) Mr. Obus may be deemed to have an indirect beneficial ownership in such				
shares through his po	ositions as a co-managing member of Wynnefield Capital			
Management, LLC, a pi	rincipal executive officer of Wynnefield Capital, Inc., and			
	nannel Partnership II, L.P. Wynnefield Capital Management, beneficial ownership interest in 274,600 shares which are			
directly owned by Wyn	nnefield Partners Small Cap Value, L.P. and Wynnefield			
rartners Small Cap Va	alue, L.P. I. Wynnefield Capital, Inc. holds an indirect			

beneficial ownership interest in 85,400 shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. Channel Partnership II, L.P. directly owns 13,500 shares. As Mr. Joshua H. Landes is a co-managing member of Wynnefield Capital Management, LLC and an executive officer of Wynnefield Capital, Inc., Mr. Obus shares voting and dispositive power with Mr. Landes with regard to any shares beneficially owned by Wynnefield Capital Management, LLC and Wynnefield Capital, Inc.

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CUSIP No. 87969B200		13D/A	Page 7 of 12 pages
1. NAME OF REPORTIN Joshua H. Landes S.S. OR I.R.S. I		OF ABOVE PERSON:	
2. CHECK THE APPROP (a) [] (b) [X]	RIATE BOX IF A ME	MBER OF A GROUP	
3. SEC USE ONLY			
4. SOURCE OF FUNDS AF (SEE ITEM 3)			
5. CHECK BOX IF DIS 2(d) OR 2(e)	CLOSURE OF LEGAL	PROCEEDINGS IS RE	QUIRED PURSUANT TO ITEMS
6. CITIZENSHIP OR P UNITED STATES OF			
NUMBER OF	7. SOLE VOTING -0- shares (
SHARES BENEFICIALLY OWNED BY	8. SHARED VOTIN 360,000 (See	Item 5) (1)	
EACH REPORTING PERSON	9. SOLE DISPOSI		
WITH	10. SHARED DISPO 360,000 (See		
11. AGGREGATE AMOUNT 360,000 shares (ED BY EACH REPORT	
12. CHECK BOX IF THE	AGGREGATE AMOUNT	IN ROW (11) EXCL	UDES CERTAIN SHARES
13. PERCENT OF CLASS 11.3% (See Item		MOUNT IN ROW (11)	
14. TYPE OF REPORTIN			
shares through his p Management, LLC and Capital Management, 274,600 shares which L.P. and Wynnefield holds an indirect be directly beneficiall Mr. Obus is a co-man principal executive voting and dispositi	e deemed to have ositions as a man an executive offi LLC holds an indi are directly own Partners Small Ca neficial ownershi y owned by Wynnef aging member of W officer of Wynnef ve power with Mr.	an indirect benef aging member of w cer of Wynnefield rect beneficial o ed by Wynnefield p Value, L.P. I. p interest in 85, ield Small Cap Valynnefield Capital ield Capital, Incobus with regard	Capital, Inc. Wynnefield wnership interest in Partners Small Cap Value, Wynnefield Capital, Inc. 400 shares which are lue Offshore Fund, Ltd. As Management, LLC and a, Mr. Landes shares

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1. NAME OF REPORTING PERSON:			
Wynnefield Capital Management LLC S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-4018186			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]			
3. SEC USE ONLY			
4. SOURCE OF FUNDS AF (SEE ITEM 3)			
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6. CITIZENSHIP OR PLACE OF ORGANIZATION NEW YORK			
7. SOLE VOTING POWER 274,600 shares (See Item 5) (1)			
NUMBER OF			
BENEFICIALLY -0- (See Item 5)			
OWNED BY			
REPORTING 274,600 shares (See Item 5) (1)			
WITH 10. SHARED DISPOSITIVE POWER -0- (See Item 5)			
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 274,600 shares (See Item 5) (1)			
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12 DEDCENT OF CLASS DEDDESENTED BY AMOUNT IN DOW (11)			
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.6% (See Item 5) (1)			
14. TYPE OF REPORTING PERSON OO (Limited Liability Company)			
(1) Wynnefield Capital Management, LLC, as the general partner of Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I, holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.			
(Page 8 of 12 pages)			
CUSIP No. 87969B200 13D/A Page 9 of 12 pages			
1. NAME OF REPORTING PERSON: Wynnefield Capital, Inc. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]			
3. SEC USE ONLY			
4. SOURCE OF FUNDS AF (SEE ITEM 3)			
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)			
6. CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS			
7. SOLE VOTING POWER 85,400 shares (See Item 5)(1)			

	NUMBER OF	
	SHARES	8. SHARED VOTING POWER
	BENEFICIALLY OWNED BY	-0- (See Item 5)
	EACH	9. SOLE DISPOSITIVE POWER
	REPORTING	85,400 shares (See Item 5)(1)
	PERSON	40 CHAPED DICEOCCITIVE DOUED
	WITH	10. SHARED DISPOSITIVE POWER
		-0- (See Item 5)
	11. AGGREGATE AMOUNT 85,400 shares (S	BENEFICIALLY OWNED BY EACH REPORTING PERSON ee Item 5)(1)
	12. CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	13. PERCENT OF CLASS 2.7% (See Item 5	REPRESENTED BY AMOUNT IN ROW (11))(1)
	14. TYPE OF REPORTING	G PERSON
	` ' '	al, Inc. as the sole investment manager of Wynnefield Small und, Ltd., holds an indirect beneficial interest in these

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shares which are directly beneficially owned by Wynnefield Small Cap Value

This Amendment No. 8 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D, filed with the Securities and Exchange Commission (the "Commission") on June 24, 1997, and amended by Amendment No. 1 filed on June 22, 1998, and further amended by Amendment No. 2 filed on December 18, 2003, and further amended by Amendment No. 3 filed on April 21, 2004, and further amended by Amendment No. 4 filed on April 1, 2005, and further amended by Amendment No. 5 filed on May 9, 2005, and further amended by Amendment No. 6 filed on February 9, 2006, and further amended by Amendment No. 7 filed on June 5, 2006 (the "Wynnefield Schedule 13D"), filed by Wynnefield Partners Small Cap Value, L.P. (the "Partnership"), Wynnefield Small Cap Value Offshore Fund, Ltd. (the "Fund"), Wynnefield Partners Small Cap Value, L.P. I (the "Partnership-I"), Wynnefield Capital Management, LLC ("WCM"), Wynnefield Capital, Inc. ("WCI"), Nelson Obus ("Mr. Obus"), Joshua Landes ("Mr. Landes") and Channel Partnership II, L.P. ("Channel" and, collectively with the Partnership, the Fund, the Partnership-I, WCM, WCI, Mr. Obus, and Mr. Landes, the "Wynnefield Reporting Paragraph") with respect to the observe of 12% Constitution Tourism. Persons"), with respect to the shares of 12% Cumulative Exchangeable Redeemable Preferred Stock, par value \$0.01 per share (the "Preferred Shares"), of Telos Corporation, a Maryland corporation with its principal executive offices located at 19886 Ashburn Road, Ashburn, Virginia 20147-2358 (the "Issuer"). All defined terms refer to terms defined herein or in the Wynnefield Schedule 13D. The information contained in this Amendment is as of the date hereof, unless otherwise expressly provided herein.

ITEM 4. PURPOSE OF TRANSACTION.

Offshore Fund, Ltd.

"Item 4. Purpose of Transaction." appearing in the Wynnefield Schedule 13D is supplemented by adding the following disclosure to the end of such item:

On February 7, 2007, the Wynnefield Reporting Persons and the Costa Brava Reporting Persons mailed a letter to the corporate Secretary of the Issuer requesting that the Issuer call a special meeting of the holders of the Preferred Shares pursuant to the Issuer's Articles of Amendment and Restatement for the purpose of electing two new Class D Directors and further requesting that the Issuer solicit from all holders of the Preferred Shares nominees for the vacant Class D directorships.

As of the date of this Amendment No. 8, except as set forth above, none of the Wynnefield Reporting Persons has any present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of the instructions to Schedule 13D.

The Wynnefield Reporting Persons reserves the right to change their plans and intentions at any time as they deem appropriate. In particular, the Wynnefield Reporting Persons may purchase Preferred Shares, or may sell or otherwise dispose of all or a portion of the Preferred Shares, in public and private transactions and/or may enter into negotiated derivative transactions to hedge the market risk of some or all positions in, or to obtain greater exposure to, the Preferred Shares.

Any such transactions may be effected at any time or from time to time, subject to any applicable limitations imposed on the sale of shares of the Common Stock by the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended and applicable state securities or "blue sky" laws.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following exhibit is filed as part of this Amendment:

Exhibit 99.4 Letter dated February 7, 2007 to the Corporate Secretary of the Issuer (incorporated herein by reference to Exhibit 99.12 of Amendment No. 12 to the Statement of Beneficial Ownership on Schedule 13D, filed by the Costa Brava Reporting Persons with the Securities and Exchange Commission on February 8, 2007 (File No. 005-34123)).

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Amendment is true, complete and correct.

Dated: February 8, 2007

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC, its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

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WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC, its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc., its Investment Manager

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

CHANNEL PARTNERSHIP II, L.P.

By: /s/ Nelson Obus

Nelson Obus, General Partner

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua H. Landes

Joshua H. Landes, Individually

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February 7, 2007

VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED

- ------

Ms. Therese Hathaway Secretary Telos Corporation 19886 Ashburn Road Ashburn, Virginia 20147-2358

Dear Ms. Hathaway:

Please take notice that the undersigned holders of Telos' 12% Cumulative Exchangeable Redeemable Preferred Stock ("ERPS") hereby request that Telos call a special meeting of the holders of ERPS pursuant to Article Fifth, Section 7 of the Articles of Amendment and Restatement ("Charter") of Telos Corporation ("Telos") for the purpose of electing two new Class D Directors. The undersigned further request that Telos solicit from all Telos' ERPS holders nominees for the vacant Class D directorships.

Telos' Charter requires that Telos call a special meeting of the ERPS holders within 30 days of the mailing of this notice. If Telos fails to call a special meeting within 30 days of the date of this notice, the undersigned holders of ERPS will be entitled to call the special meeting at a place of their choosing at the expense of Telos.

By: /s/ Andrew Siegel

Andrew Siegel, on behalf of: Costa Brava Partnership III, LP

By: /s/ Nelson Obus

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Nelson Obus, on behalf of: Wynnefield Small Cap Value, LP Wynnefield Small Cap Value I, LP Channel Partnership II, LP Wynnefield Small Cap Value Offshore Fund, Ltd. Wynnefield Capital Management, LLC Wynnefield Capital, Inc. Joshua Landes