

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

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**TELOS CORPORATION**

(Exact name of registrant as specified in its charter)

Maryland

7373

52-0880974

(State or other jurisdiction  
of incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer Identification Number)

19866 Ashburn Road  
Ashburn, Virginia 20147  
(703) 724-3800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John B. Wood  
Chairman and Chief Executive Officer  
19866 Ashburn Road  
Ashburn, Virginia 20147  
(703) 724-3800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Christopher R. Johnson  
Scott R. Wilson  
Miles & Stockbridge P.C.  
100 Light Street  
Baltimore, Maryland 21202  
(410) 727-6464

Jefferson V. Wright  
Executive Vice President and  
General Counsel  
19866 Ashburn Road  
Ashburn, Virginia 20147  
(703) 726-2704

Jonathan H. Talcott  
Gary M. Brown  
E. Peter Strand  
Nelson Mullins Riley &  
Scarborough LLP  
101 Constitution Avenue, NW  
Suite 900  
Washington, D.C. 20001  
(202) 689-2800

**As soon as practicable after the effective date of this registration statement.**

(Approximate date of commencement of proposed sale to the public)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-249334)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee <sup>(3)</sup>
Common Stock, par value \$0.001 per share	3,008,304	\$17.00	\$51,141,168	\$5,579.50

- (1) Represents only the additional number of shares being registered and includes shares of common stock issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-249334).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the Securities Act of 1933, as amended.
- (3) The Registrant previously registered 14,205,883 shares of common stock with an aggregate offering price not to exceed \$255,705,894 on a Registration Statement on Form S-1, as amended (File No. 333-249334), which was declared effective by the Securities and Exchange Commission on November 18, 2020, for which a filing fee of \$27,897.51 was previously paid. In accordance with Rule 462(b) under the Securities Act, as additional amount of securities having a proposed aggregate offering price of \$51,141,168 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed by Telos Corporation, a Maryland corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-249334) (the “Prior Registration Statement”), initially filed by the Registrant on October 6, 2020, and declared effective by the Securities and Exchange Commission on November 18, 2020. This Registration Statement covers the registration of an additional 3,008,304 shares of common stock, par value \$0.001 per share, of the Registrant. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits. All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1, as amended (SEC File No. 333-249334) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">5.1</a>	Opinion of Miles & Stockbridge P.C.
<a href="#">23.1</a>	Consent of BDO USA, LLP, independent registered accounting firm for the Company
<a href="#">23.2</a>	Consent of Miles & Stockbridge P.C. (included on Exhibit 5.1)
<a href="#">24</a>	Power of Attorney (Incorporated by reference to Exhibit 24 filed with the Company's Statement on Form S-1, as amended, on November 16, 2020)

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ashburn, Commonwealth of Virginia on the 19th day of November, 2020.

### TELOS CORPORATION

By: /s/ John B. Wood  
Name: John B. Wood  
Title: Chief Executive Officer and Chairman of the Board (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ John B. Wood*</u> John B. Wood	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	November 19, 2020
<u>/s/ Michele Nakazawa*</u> Michele Nakazawa	Chief Financial Officer (Principal Financial and Accounting Officer)	November 19, 2020
<u>/s/ Bernard C. Bailey*</u> Bernard C. Bailey	Director	November 19, 2020
<u>/s/ David Borland*</u> David Borland	Director	November 19, 2020
<u>/s/ John W. Maluda*</u> Major General John W. Maluda (USAF, Ret.)	Director	November 19, 2020
<u>/s/ Robert J. Marino*</u> Robert J. Marino	Director	November 19, 2020
<u>/s/ Bonnie Carroll*</u> Bonnie Carroll	Director	November 19, 2020
<u>/s/ Fredrick Schaufeld*</u> Fredrick Schaufeld	Director	November 19, 2020
<u>/s/ Andrew R. Siegel*</u> Andrew R. Siegel	Director	November 19, 2020
<u>/s/ William H. Alderman*</u> William H. Alderman	Director	November 19, 2020

\* Indicates that such individual signed their name pursuant to the power of attorney previously filed as Exhibit 24 to the Prior Registration Statement.



November 19, 2020

Telos Corporation  
19866 Ashburn Road  
Ashburn, Virginia 20147

Ladies and Gentlemen:

We have acted as counsel to Telos Corporation, a Maryland corporation (the “Company”), in connection with the filing by the Company of a Registration Statement on Form S-1 (the “Registration Statement”) with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended, relating to an underwritten public offering of up to 3,008,304 shares of the Company’s common stock, par value \$0.001 per share, to be sold by the Company (the “Common Stock”), including Common Stock issuable upon the exercise of the underwriters’ option to purchase additional shares. The Registration Statement incorporates by reference the Registration Statement on Form S-1, as amended (File No. 333-249334), which was declared effective by the Securities and Exchange Commission on November 18, 2020 (the “Prior Registration Statement”), including the prospectus which forms a part of the Prior Registration Statement.

We have examined the Registration Statement, the Prior Registration Statement and such corporate records, certificates, and documents as we deemed necessary for the purpose of this opinion. We have relied as to certain factual matters on information obtained from public officials and officers of the Company. Based on that examination, we advise you that in our opinion the shares of Common Stock offered by the Company, when issued and sold under the circumstances contemplated in the Registration Statement, will be legally issued, fully paid, and non-assessable.

In expressing the opinion set forth herein, we have assumed that (i) all documents submitted to us as originals are authentic, (ii) all documents submitted to us as copies conform with the originals of those documents, (iii) all signatures on all documents submitted to us for examination are genuine, (iv) each natural person executing any such document is legally competent to do so, and (v) all public records reviewed by us or on our behalf are accurate and complete. We express no opinion with respect to the laws of, or the effect or applicability of the laws of, any jurisdiction other than, and our opinion expressed herein is limited to, the laws of the State of Maryland. The opinion expressed herein is limited to the matters expressly set forth in this letter and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the use of our name under the heading “Legal Matters” in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

Miles & Stockbridge P.C.

By: /s/ Christopher R. Johnson  
Principal

Consent of Independent Registered Public Accounting Firm

Telos Corporation  
19886 Ashburn Road  
Ashburn, Virginia 20147

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 10, 2020, except for the effects of disclosing earnings per share information discussed in Note 1, as to which the date is October 6, 2020, and except for the effects of the stock split discussed in Note 1, as to which the date is November 16, 2020 relating to the consolidated financial statements of Telos Corporation, which is included in that the Company's Registration Statement on Form S-1 (No. 333-249334).

We also consent to the reference to us under the caption "Experts" in the Reigistration Statement on Form S-1 (No. 333-249334) incorporated by reference in this Registration Statement.

/s/ BDO USA, LLP  
McLean, Virginia  
November 19, 2020

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