

OMB APPROVAL	
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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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Bendza Gary Mark</u> (Last) (First) (Middle) C/O TELOS CORPORATION 19886 ASHBURN ROAD (Street) ASHBURN VA 20147 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TELOS CORP [TLS]</u>	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) EVP, CFO
	3. Date of Earliest Transaction (Month/Day/Year) 12/23/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	12/23/2021		A		56,800 ⁽¹⁾	A	\$0	142,300	D	
Common Stock	12/23/2021		A		17,900 ⁽²⁾	A	\$0	160,200	D	
Common Stock	12/23/2021		A		9,800 ⁽³⁾	A	\$0	170,000	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- These shares of common stock represent restricted share units granted pursuant to an award agreement between the reporting person and the Issuer and are subject to forfeiture. The restricted share units awarded will vest and be settled in shares of Issuer common stock in installments as follows: (1) 50% will vest on July 19, 2022, and (2) 50% will vest on July 19, 2023.
- These shares of common stock represent restricted share units granted pursuant to an award agreement between the reporting person and the Issuer and are subject to forfeiture. The restricted share units awarded will vest and be settled in shares of Issuer common stock in installments as follows: (1) 30% will vest on July 19, 2022, (2) 30% will vest on July 19, 2023, and (3) 40% will vest on July 19, 2024.
- These shares of common stock represent restricted share units granted pursuant to an award agreement between the reporting person and the Issuer and are subject to forfeiture. The restricted share units awarded is subject to continuous employment through January 1, 2022 and will fully vest on January 31, 2022.

Remarks:

/s/ Helen M. Oh, attorney-in-fact 12/23/2021

** 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.