

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

October 26, 2020

Date of Report (Date of earliest event reported)

TELOS CORPORATION

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

001-08443

(Commission File Number)

52-0880974

(IRS Employer Identification No.)

19886 Ashburn Road,
Ashburn, Virginia

(Address of principal executive offices)

20147-2358

(Zip Code)

(703) 724-3800

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address, and former fiscal year, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of this Act: None.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On October 26, 2020, Telos Corporation (the “Company”) held a special meeting of common stockholders (the “Special Meeting”). Two proposals were submitted to the holders of the Company’s Class A Common Stock and Class B Common Stock for their approval, which are described in detail in the Company’s Notice of Special Meeting of Common Stockholders. The final results of voting for each matter submitted to a vote of the stockholders at the Special Meeting were as follows:

1. The holders of the Company’s Class A and Class B Common Stock voted to approve the Second Articles of Amendment and Restatement (the “Amended Charter”). The proposal received the affirmative vote of a majority of the votes cast by the holders of the Company’s Class A and Class B Common Stock present in person or represented by proxy at the Special Meeting. The final results of voting regarding this proposal were as follows:

For	Against	Abstain
34,012,068	0	0

2. The holders of the Company’s Class A and Class B Common Stock voted to approve Amendment No. 1 to the 2016 Omnibus Long-Term Incentive Plan. The proposal received the affirmative vote of a majority of the votes cast by the holders of the Company’s Class A and Class B Common Stock present in person or represented by proxy at the Special Meeting. The final results of voting regarding this proposal were as follows:

For	Against	Abstain
34,012,068	0	0

On October 27, 2020, the Company obtained consent from the record holders holding at least a majority of the issued and outstanding shares of the Company’s 12% Cumulative Exchangeable Redeemable Preferred Stock (the “Exchangeable Preferred Stock”) to approve the amendment and restatement of certain of the terms of the Exchangeable Preferred Stock, which will be reflected in the Amended Charter. The Company received the following responses from the record holders of the Exchangeable Preferred Stock regarding this matter:

For	Against	Abstain
1,892,991	80,060	55

A copy of the press release announcing the results of the Special Meeting and the consent obtained from the record holders of the Exchangeable Preferred Stock is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release, dated October 27, 2020](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Telos Corporation

By: /s/ Michele Nakazawa
Michele Nakazawa
Chief Financial Officer

Date: October 27, 2020

Telos Announces Successful Consent Solicitation and Common Stockholder Vote

Stockholders approve amendments to articles of incorporation

Ashburn, Va. – October 27, 2020 – Telos® Corporation, a leading provider of cyber, cloud and enterprise security solutions for the world's most security-conscious organizations, announced today that it has obtained stockholder approval of its Second Amended and Restated Articles of Incorporation (the "Amended Charter").

Telos announced the early termination of its consent solicitation of holders of the 12% Exchangeable Redeemable Preferred Stock (the "Preferred Stock") after obtaining the requisite consent with respect to the proposed amendments to the terms of the Preferred Stock described in the company's consent solicitation. Telos received overwhelming support from holders of its Preferred Stock with approximately 95.9% of the consents received supporting the proposal. Holders of 1,892,991 shares of Preferred Stock, or approximately 59.4% of the outstanding shares of Preferred Stock, consented to the proposal enabling Telos to terminate the consent solicitation early.

Common stockholders were equally enthusiastic about the proposed amendments to the charter reflected in the Amended Charter. During a special meeting of common stockholders held yesterday, October 26, 2020, the Amended Charter was approved by holders of 34,012,068 shares of Class A and Class B Common Stock voting together as a class with 100% of the votes cast in favor of the approval of the Amended Charter. Common stockholders also approved an amendment to the 2016 Omnibus Long-Term Incentive Plan.

"The approval of the Amended Charter is an important step forward for Telos," said John Wood, chief executive officer of Telos. "We are grateful for the support of our common stockholders and preferred stockholders, many of whom have been longtime stockholders of the company."

About Telos Corporation

Telos Corporation empowers and protects the world's most security-conscious organizations with solutions for continuous security assurance of individuals, systems, and information. Telos' offerings include cybersecurity solutions for IT risk management and information security; cloud security solutions to protect cloud-based assets and enable continuous compliance with industry and government security standards; and enterprise security solutions to ensure that personnel can work and collaborate securely and productively. The company serves military, intelligence and civilian agencies of the federal government, allied nations and commercial organizations around the world. The company is a recipient of the prestigious James S. Cogswell Outstanding Industrial Security Achievement Award from the Defense Security Service (DSS), awarded to less than .03% of eligible organizations. For more information, visit www.telos.com and follow the company on Twitter @TelosNews.

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