

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Nakazawa Michele</u>  (Last) (First) (Middle) C/O TELOS CORPORATION 19  (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) 12/21/2020	
	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	12/21/2020		G		840,000	D	\$0	501,198 <sup>(1)</sup>	D	
Common Stock	12/21/2020		G	v	420,000	A	\$0	420,000 <sup>(2)</sup>	I	Held by Spouse
Common Stock	12/21/2020		G		420,000	A	\$0	420,000 <sup>(3)</sup>	I	By LLC
Common Stock	12/21/2020		G		420,000	D	\$0	0 <sup>(3)</sup>	I	Held by Spouse
Common Stock	12/21/2020		G		420,000	A	\$0	840,000	I	By LLC
Common Stock								126,104.5 <sup>(1)</sup>	I	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)	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Reflects approximately 0.794 to 1 reverse stock split effective November 12, 2020.
- This transaction involved a gift of securities by the reporting person to her spouse. The reporting person disclaims beneficial ownership of the shares held by her spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of her spouse's shares for purposes of Section 16 or for any other purpose.
- The shares are held by the Nakazawa Family Investment, LLC, a limited liability company of which the reporting person and her spouse are the managers and the only members. The reporting person disclaims beneficial ownership of the securities and the filing of the report is not an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or otherwise.

/s/ Helen M. Oh, attorney-in-fact 12/23/2020

\*\* 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.