

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K  
CURRENT REPORT

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

Date of Report : September 15, 1997

TELOS CORPORATION  
(Exact name of registrant as specified in charter)

Maryland  
(State of  
Incorporation)

1-8443  
(Commission  
File Number)

52-0880974  
(IRS Employer  
Identification No.)

19886 Ashburn Road, Ashburn, Virginia  
(Address of principle executive offices)

20147  
(Zip Code)

Registrant's telephone number, including area code  
(703) 724-3800

Item 4. Change in Registrant's Certifying Accountants

- (a) Previous independent accountants
  - (i) On September 15, 1997, Telos Corporation dismissed Coopers & Lybrand L.L.P. as its independent accountants.
  - (ii) The reports of Coopers & Lybrand L.L.P. on the consolidated financial statements of Telos Corporation and subsidiaries for the past two fiscal years contained no adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principle.
  - (iii) The Registrant's Audit Committee of its Board of Directors approved the decision to change independent accountants.
  - (iv) In connection with its audits for the two most recent fiscal years and through September 15, 1997, there have been no disagreements with Coopers & Lybrand L.L.P. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to their satisfaction would have caused them to make reference thereto in their report on the financial statements for such years.
  - (v) During the two most recent fiscal years and through September 15, 1997, there have been no reportable events (as defined in Regulation S-K Item 304 (a)(1)(v)) with Coopers & Lybrand L.L.P.
  - (vi) The Registrant has requested Coopers & Lybrand L.L.P. furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of such letter, dated September 17, 1997 is filed as Exhibit 16.1 to this Form 8-K.
- (b) New independent accountants
  - (i) The Registrant engaged Price Waterhouse L.L.P. as its new independent accountant as of September 15, 1997. During the two most recent fiscal years and through September 15, 1997, the Registrant has not consulted with Price Waterhouse L.L.P. regarding either: (1) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Registrant's financial statements; or (2) any matter that was either the subject of a disagreement (as defined in Item 304 (a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) or reportable event (as defined in Item 304 (a)(1)(v) of Regulation S-K).

Item 7. Financial Statements and Exhibits

- (a) Exhibits
  - 16.1 Letter from Coopers & Lybrand L.L.P. regarding change in certifying accountants.

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

Date: September 18, 1997

By: /s/ Lorenzo Tellez  
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Lorenzo Tellez  
Chief Financial Officer

Coopers & Lybrand L.L.P.

September 17, 1997

Securities and Exchange Commission  
450 5th Street, N.W.  
Washington, DC 20549

Gentlemen:

We have read the statements made by Telos Corporation (copy attached), which we understand will be filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-K report for the month of September 1997. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

Coopers & Lybrand L.L.P.