

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP</u>  (Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509  (Street) NEW YORK NY 10123  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TELOS CORP [ TLSRP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2013	
	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 <input type="checkbox"/> 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			
Preferred Stock, par value \$.01 per share <sup>(1)</sup>								120,450	D <sup>(2)</sup>	
Preferred Stock, par value \$.01 per share <sup>(1)</sup>	11/25/2013		P		50	A	\$15.1	188,256	I	See Footnote <sup>(3)</sup>
Preferred Stock, par value \$.01 per share <sup>(1)</sup>								91,566	I	See Footnote <sup>(4)</sup>

**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)		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)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*

WYNNEFIELD PARTNERS SMALL CAP VALUE LP

(Last) (First) (Middle)

450 SEVENTH AVENUE

SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD PARTNERS SMALL CAP VALUE LP I

(Last) (First) (Middle)

450 SEVENTH AVENUE

SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD SMALL CAP VALUE  
OFFSHORE FUND LTD

(Last) (First) (Middle)

450 SEVENTH AVENUE  
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CHANNEL PARTNERSHIP II L P

(Last) (First) (Middle)

450 SEVENTH AVENUE  
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL MANAGEMENT  
LLC

(Last) (First) (Middle)

450 SEVENTH AVE  
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL INC

(Last) (First) (Middle)

450 SEVENTH AVE  
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

OBUS NELSON

(Last) (First) (Middle)

450 SEVENTH AVE  
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

LANDES JOSHUA

(Last) (First) (Middle)

450 SEVENTH AVE

STE 509

(Street)		
NEW YORK	NY	10123
(City)	(State)	(Zip)

**Explanation of Responses:**

1. 12% Cumulative Exchangeable Redeemable Preferred Stock, par value \$.01 per share (the "Preferred Stock"), of Telos Corporation (TLSP) ("Telos").
2. On the date hereof, Wynnefield Partners Small Cap Value, L.P. (the "Partnership") directly beneficially owns 120,450 shares of Preferred Stock. Wynnefield Capital Management, LLC ("WCM"), as the sole general partner of the Partnership, has an indirect beneficial ownership interest in the shares of Preferred Stock that the Partnership directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of WCM, have an indirect beneficial ownership interest in the shares of Preferred Stock that the Partnership directly beneficially owns.
3. On November 25, 2013 Wynnefield Partners Small Cap Value, L.P. I ("Partnership-I") purchased 50 shares of Preferred Stock reported herein. As a consequence, Partnership-I directly beneficially owns 188,256 shares of Preferred Stock, to which the Partnership claims indirect beneficial ownership as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. Partnership-I, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. WCM, as the sole general partner of Partnership-I, has indirect beneficial ownership interest in the shares of Preferred Stock that Partnership-I directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of WCM, have an indirect beneficial ownership interest in the shares of Preferred Stock that Partnership-I directly beneficially owns.
4. On the date hereof, Wynnefield Small Cap Value Offshore Fund (the "Fund") directly beneficially owns 91,566 shares of Preferred Stock, to which the Partnership claims indirect beneficial ownership as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended. The Fund, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. ("WCI"), as the sole investment manager of the Fund, has an indirect beneficial ownership interest in the shares of Preferred Stock that the Fund directly beneficially owns. Mr. Obus and Mr. Landes, as principal executive officers of WCI, have an indirect beneficial ownership interest in the shares of Preferred Stock that the Fund directly beneficially owns.

**Remarks:**

Each Reporting Person maintains offices at the same address as the Partnership and is filing this Form jointly with the Partnership. Each of the Reporting Persons identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that any of the Reporting Persons identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P.,  
By: Wynnefield Capital 11/27/2013  
Management, LLC, General  
Partner; By: /s/Nelson Obus,  
Managing Member

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P. I;  
By: Wynnefield Capital 11/27/2013  
Management, LLC, General  
Partner; By: /s/Nelson Obus,  
Managing Member

WYNNEFIELD SMALL CAP  
VALUE OFFSHORE FUND,  
LTD., By: Wynnefield Capital, 11/27/2013  
Inc.; By: /s/Nelson Obus,  
President

CHANNEL PARTNERSHIP  
II, L.P., By: /s/ Nelson Obus, 11/27/2013  
General Partner

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC, /s/ 11/27/2013  
Nelson Obus, Managing  
Member

WYNNEFIELD CAPITAL,  
INC., /s/ Nelson Obus, 11/27/2013  
President

/s/ Nelson Obus, Individually 11/27/2013  
/s/ Joshua Landes, Individually 11/27/2013

\*\* 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.

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