

VSE CORP  
Form 8-K  
May 04, 2012

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

Date of Report (Date of earliest event reported): May 1, 2012

VSE CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	0-3676 (Commission File Number)	54-0649263 (IRS Employer Identification Number)
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2550 Huntington Avenue Alexandria, VA (Address of Principal Executive Offices)	22303-1499 (Zip Code)
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(703) 960-4600  
(Registrant's Telephone Number, Including Area Code)

Not applicable  
(Former Name or Former Address, 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)

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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))

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

The 2012 annual meeting of stockholders of VSE Corporation (the “Company”) was held on May 1, 2012. At the annual meeting, the holders of 4,790,505 shares of common stock, which represents approximately 90.6% of the outstanding shares entitled to vote as of the record date of March 20, 2012, were represented in person or by proxy. The proposals are described in more detail in the Company’s definitive proxy statement dated April 3, 2012 and filed with the Securities and Exchange Commission on April 3, 2012.

The final voting results for proposals 1, 2, 3 and 4, which were voted on by the stockholders at the annual meeting, are set forth below.

Proposal 1 - Election of Directors

With respect to the vote on the election of seven directors, each for a term of one year, to expire at the Company’s 2013 annual meeting of stockholders, the “for” votes received by each director represented a minimum of approximately 65.4% of the total number of shares that were either voted at the meeting or for which the authority to vote for the proposed nominee was withheld. The final voting results were as follows:

Director	For	Withheld	Broker Non-Vote
Ralph E. Eberhart	3,811,800	37,794	940,911
Maurice A. Gauthier	3,800,399	45,040	945,066
Clifford M. Kendall	3,806,364	39,075	945,066
Calvin S. Koonce	3,774,249	71,190	945,066
James F. Lafond	3,808,950	36,489	945,066
David M. Osnos	2,515,024	1,330,415	945,066
Bonnie K. Wachtel	3,774,253	71,186	945,066

Proposal 2 – Ratification of Independent Registered Public Accounting Firm for the year ending December 31, 2012.

With respect to the vote on the ratification of the selection by the Company’s audit committee of Ernst & Young LLP as the Company’s independent registered accounting firm for the 2012 fiscal year, the “for” votes received represented approximately 99.2% of the shares voted at the meeting. The final voting results were as follows:

For	Against	Abstentions	Broker Non-Vote
4,677,933	37,987	74,585	0

Proposal 3 – Advisory Vote to Approve the Company’s Executive Compensation.

With respect to the non-binding advisory vote to approve the Company’s executive compensation, the “for” votes received represented approximately 98.8% of the shares present at the meeting, in person or by proxy, and entitled to vote. The final voting results were as follows:

For	Against	Abstentions	Broker Non-Vote
3,672,558	44,433	128,448	945,066

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Proposal 4 – Advisory Vote on the Frequency of Advisory Votes to Approve the Company’s Executive Compensation.

With respect to the non-binding advisory vote on the frequency of advisory votes to approve the Company’s executive compensation, the option of “one year” received 93.6% of the votes cast and is considered to be the option recommended by the stockholders. The number of votes received for the options of one, two or three years, and the number of abstentions and broker non-votes, were as follows:

Votes For	Votes For	Votes For	Abstentions	Broker Non-Vote
1 Year Option	2 Year Option	3 Year Option		
3,582,519	13,271	233,254	13,446	948,015

SIGNATURE

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 thereunto duly authorized.

VSE CORPORATION  
(Registrant)

Date: May 4, 2012

By: /s/ Thomas M. Kiernan  
Thomas M. Kiernan  
Vice President, General Counsel and Secretary