
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

TELOS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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TELOS CORPORATION
19886 ASHBURN ROAD
ASHBURN, VIRGINIA 20147

Your **Vote** Counts!

TELOS CORPORATION

2024 Annual Meeting
Vote by May 20, 2024 11:59 PM EDT. For shares held in a Plan, vote by May 15, 2024 11:59 PM EDT.



V34326-P05092

You invested in TELOS CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 21, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 7, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 21, 2024
10:00 AM, EDT

Telos Corporation
19886 Ashburn Road
Ashburn, Virginia 20147

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends								
<p>1. ELECTION OF DIRECTORS: To elect seven Directors to the Board of Directors to serve until the 2025 Annual Meeting of Stockholders or until their successors are elected and qualified.</p> <p>Nominees:</p> <table border="0"> <tr> <td>01) John B. Wood</td> <td>05) Derrick D. Dockery</td> </tr> <tr> <td>02) David Borland</td> <td>06) Brad Jacobs</td> </tr> <tr> <td>03) Maj. Gen. (ret) John W. Maluda</td> <td>07) Fredrick D. Schaufeld</td> </tr> <tr> <td>04) Bonnie Carroll</td> <td></td> </tr> </table>	01) John B. Wood	05) Derrick D. Dockery	02) David Borland	06) Brad Jacobs	03) Maj. Gen. (ret) John W. Maluda	07) Fredrick D. Schaufeld	04) Bonnie Carroll		<input checked="" type="checkbox"/> For
01) John B. Wood	05) Derrick D. Dockery								
02) David Borland	06) Brad Jacobs								
03) Maj. Gen. (ret) John W. Maluda	07) Fredrick D. Schaufeld								
04) Bonnie Carroll									
<p>2. INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM: To ratify the selection of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm.</p>	<input checked="" type="checkbox"/> For								
<p>3. AMENDED AND RESTATED 2016 OMNIBUS LONG-TERM INCENTIVE PLAN: To approve the Amended and Restated 2016 Omnibus Long-Term Incentive Plan of the Company, substantially in the form attached hereto as Exhibit A (the "Amended and Restated Plan").</p>	<input checked="" type="checkbox"/> For								
<p>4. ADVISORY VOTE ON EXECUTIVE COMPENSATION: To approve, on an advisory basis, the compensation of the Company's named executive officers or "say-on-pay".</p>	<input checked="" type="checkbox"/> For								
<p>5. OTHER BUSINESS: To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.</p>									

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".