

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 11)

Telos Corporation

(Name of Issuer)

12% Cumulative Exchangeable Redeemable Preferred Stock,
Par Value \$0.01 Per Share

(Title of Class of Securities)

87969B200

(CUSIP Number of Class of Securities)

Wynnefield Partners Small Cap Value, L.P.
450 Seventh Avenue, Suite 509
New York, New York 10123
Attention: Mr. Nelson Obus

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

Copy to:

D. Scott Freed, Esquire,
Whiteford, Taylor & Preston L.L.P.
Seven Saint Paul Street
Baltimore, Maryland 21202
(410) 347-8700

August 15, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a Statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box []

(continued on following pages)

-
1. NAME OF REPORTING PERSON:
Wynnefield Partners Small Cap Value, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-3688497
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS
WC (SEE ITEM 3)
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE
-
- | | |
|---|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH | 7. SOLE VOTING POWER
112,423 shares (See Item 5) |
| | 8. SHARED VOTING POWER
-0- (See Item 5) |
| | 9. SOLE DISPOSITIVE POWER
112,423 shares (See Item 5) |
| | 10. SHARED DISPOSITIVE POWER
-0- (See Item 5) |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
112,423 (See Item 5)
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.5% (See Item 5)
-
14. TYPE OF REPORTING PERSON
PN

-
1. NAME OF REPORTING PERSON:
Wynnefield Small Cap Value Offshore Fund, Ltd.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: Not Applicable
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS
WC (SEE ITEM 3)
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (d) OR 2 (e) []
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS
-
- | | |
|--|---|
| | 7. SOLE VOTING POWER
85,532 shares (See Item 5) |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 8. SHARED VOTING POWER
-0- (See Item 5) |
| | 9. SOLE DISPOSITIVE POWER
85,532 shares (See Item 5) |
| | 10. SHARED DISPOSITIVE POWER
-0- (See Item 5) |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
85,532 shares (See Item 5)
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.7% (See Item 5)
-
14. TYPE OF REPORTING PERSON
CO
-

-
1. NAME OF REPORTING PERSON:
Wynnefield Partners Small Cap Value, L.P. I
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 13-3953291
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS
WC (SEE ITEM 3)
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE
-
- | | |
|--|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. SOLE VOTING POWER
175,545 shares (See Item 5) |
| | 8. SHARED VOTING POWER
-0- (See Item 5) |
| | 9. SOLE DISPOSITIVE POWER
175,545 shares (See Item 5) |
| | 10. SHARED DISPOSITIVE POWER
-0- (See Item 5) |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
175,545 shares (See Item 5)
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.5% (See Item 5)
-
14. TYPE OF REPORTING PERSON
PN
-

-
1. NAME OF REPORTING PERSON:
Channel Partnership II, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 22-3215653
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS
WC (SEE ITEM 3)
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK
-
- | | |
|---------------------|--|
| | 7. SOLE VOTING POWER
-0- shares (See Item 5) |
| NUMBER OF
SHARES | ----- |
| BENEFICIALLY | 8. SHARED VOTING POWER
-0- (See Item 5) |
| OWNED BY | ----- |
| EACH REPORTING | 9. SOLE DISPOSITIVE POWER
-0- shares (See Item 5) |
| PERSON | ----- |
| WITH | 10. SHARED DISPOSITIVE POWER
-0- (See Item 5) |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0- shares (See Item 5)
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0 % (See Item 5)
-
14. TYPE OF REPORTING PERSON
PN

1. NAME OF REPORTING PERSON:

Nelson Obus

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF (SEE ITEM 3)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA

7. SOLE VOTING POWER

-0- shares (See Item 5) (1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

8. SHARED VOTING POWER

373,500 (See Item 5) (1)

9. SOLE DISPOSITIVE POWER

-0- shares (See Item 5)(1)

10. SHARED DISPOSITIVE POWER

373,500 (See Item 5) (1)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

373,500 shares (See Item 5)(1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.8% (See Item 5)(1)

14. TYPE OF REPORTING PERSON

IN

- (1) Mr. Obus may be deemed to have an indirect beneficial ownership in such shares through his positions as a co-managing member of Wynnefield Capital Management, LLC, a principal executive officer of Wynnefield Capital, Inc., and general partner of Channel Partnership II, L.P. Wynnefield Capital Management, LLC holds an indirect beneficial ownership interest in 287,968 shares which are directly owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I. Wynnefield Capital, Inc. holds an indirect beneficial ownership interest in 85,532 shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. As Mr. Joshua H. Landes is a co-managing member of Wynnefield Capital Management, LLC and an executive officer of Wynnefield Capital, Inc., Mr. Obus shares voting and dispositive power with Mr. Landes with regard to any shares beneficially owned by Wynnefield Capital Management, LLC and Wynnefield Capital, Inc.

1. NAME OF REPORTING PERSON:
Joshua H. Landes
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
AF (SEE ITEM 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES OF AMERICA
- | | |
|--|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. SOLE VOTING POWER
-0- shares (See Item 5) (1) |
| | 8. SHARED VOTING POWER
373,500 (See Item 5) (1) |
| | 9. SOLE DISPOSITIVE POWER
-0- shares (See Item 5) (1) |
| | 10. SHARED DISPOSITIVE POWER
373,500 (See Item 5) |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
373,500 shares (See Item 5) (1)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8% (See Item 5) (1)
14. TYPE OF REPORTING PERSON
IN

- (1) Mr. Landes may be deemed to have an indirect beneficial ownership in such shares through his positions as a managing member of Wynnefield Capital Management, LLC and an executive officer of Wynnefield Capital, Inc. Wynnefield Capital Management, LLC holds an indirect beneficial ownership interest in 287,968 shares which are directly owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I. Wynnefield Capital, Inc. holds an indirect beneficial ownership interest in 85,532 shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. As Mr. Obus is a co-managing member of Wynnefield Capital Management, LLC and a principal executive officer of Wynnefield Capital, Inc., Mr. Landes shares voting and dispositive power with Mr. Obus with regard to any shares beneficially owned by Wynnefield Capital Management, LLC and Wynnefield Capital, Inc.

-
1. NAME OF REPORTING PERSON:
Wynnefield Capital Management LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 13-4018186
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS
AF (SEE ITEM 3)
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK
-
- | | |
|--|--|
| | 7. SOLE VOTING POWER
287,968 shares (See Item 5) (1) |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 8. SHARED VOTING POWER
-0- (See Item 5) |
| | 9. SOLE DISPOSITIVE POWER
287,968 shares (See Item 5) (1) |
| | 10. SHARED DISPOSITIVE POWER
-0- (See Item 5) |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
287,968 shares (See Item 5) (1)
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9,0% (See Item 5) (1)
-
14. TYPE OF REPORTING PERSON
00 (Limited Liability Company)
-
- (1) Wynnefield Capital Management, LLC, as the general partner of Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I, holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

-
1. NAME OF REPORTING PERSON:
Wynnefield Capital, Inc.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: N/A
-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
-
3. SEC USE ONLY
-
4. SOURCE OF FUNDS
AF (SEE ITEM 3)
-
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)
-
6. CITIZENSHIP OR PLACE OF ORGANIZATION
CAYMAN ISLANDS
-
- | | |
|--|--|
| | 7. SOLE VOTING POWER
85,532 shares (See Item 5)(1) |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 8. SHARED VOTING POWER
-0- (See Item 5) |
| | 9. SOLE DISPOSITIVE POWER
85,532 shares (See Item 5)(1) |
| | 10. SHARED DISPOSITIVE POWER
-0- (See Item 5) |
-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
85,532 shares (See Item 5)(1)
-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
-
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.7% (See Item 5)(1)
-
14. TYPE OF REPORTING PERSON
CO
-
- (1) Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small
Cap Value Offshore Fund, Ltd., holds an indirect beneficial interest in these
shares which are directly beneficially owned by Wynnefield Small Cap Value
Offshore Fund, Ltd.

This Amendment No. 11 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D, filed with the Securities and Exchange Commission (the "Commission") on June 24, 1997, and amended by Amendment No. 1 filed on June 22, 1998, and further amended by Amendment No. 2 filed on December 18, 2003, and further amended by Amendment No. 3 filed on April 21, 2004, and further amended by Amendment No. 4 filed on April 1, 2005, and further amended by Amendment No. 5 filed on May 9, 2005, and further amended by Amendment No. 6 filed on February 9, 2006, 1 further amended by Amendment No. 7 filed on June 5, 2006, and further amended by Amendment No. 8 filed on February 12, 2007 and further amended by Amendment No. 9 filed on February 21, 2007, and further amended by Amendment No. 10 filed on February 27, 2007 (the "Wynnefield Schedule 13D"), filed by Wynnefield Partners Small Cap Value, L.P. (the "Partnership"), Wynnefield Small Cap Value Offshore Fund, Ltd. (the "Fund"), Wynnefield Partners Small Cap Value, L.P. I (the "Partnership-I"), Wynnefield Capital Management, LLC ("WCM"), Wynnefield Capital, Inc. ("WCI"), Nelson Obus ("Mr. Obus"), Joshua Landes ("Mr. Landes") and Channel Partnership II, L.P. ("Channel" and, collectively with the Partnership, the Fund, the Partnership-I, WCM, WCI, Mr. Obus, and Mr. Landes, the "Wynnefield Reporting Persons"), with respect to the shares of 12% Cumulative Exchangeable Redeemable Preferred Stock, par value \$0.01 per share (the "Preferred Shares"), of Telos Corporation, a Maryland corporation with its principal executive offices located at 19886 Ashburn Road, Ashburn, Virginia 20147-2358 (the "Issuer"). All defined terms refer to terms defined herein or in the Wynnefield Schedule 13D. The information contained in this Amendment is as of the date hereof, unless otherwise expressly provided herein.

ITEM 4. PURPOSE OF TRANSACTION.

"Item 4. Purpose of Transaction." appearing in the Wynnefield Schedule 13D is supplemented by adding the following disclosure from Wynnefield's press release to the end of such item:

WYNNEFIELD CAPITAL CALLS FOR TELOS TO DISCHARGE ITS DECADES-LONG FINANCIAL LIABILITY TO ITS ERPS HOLDERS

NEW YORK-August 15, 2013-Wynnefield Capital, Inc. today called upon Telos Corp. (OTC: TLSRP) to immediately settle the \$150 million liability owed to its Exchangeable Redeemable Preferred Stock ("ERPS") holders. Wynnefield is a 20-year holder of approximately 12% percent of Telos' ERPS. This liability includes \$32 million in principal plus \$120 million in dividend arrearages built up over twenty years. If redeemed in full, the ERPS would be worth \$47/share, as opposed to the approximately \$12/share price at which the security currently trades.

"Telos has used a plethora of excuses and maneuvers over the last two decades to avoid paying its ERPS holders the annual dividends and principal clearly owed to them under the terms governing the covenants that accompanied the original ERPS offering," said Nelson Obus, President of Wynnefield Capital.

A large majority of the outstanding ERPS are held by long-standing investors who, like Wynnefield, have experienced Telos' continuing avoidance of its funding obligations. Wynnefield estimates that Telos and its ERPS holders together needlessly have spent over \$30 million litigating this liability.

"The ERPS holders are united in their resolve to use all available means to ensure that they receive the full payment to which they are legally entitled and that Telos has allowed to accumulate over the past two decades," continued Mr. Obus. "Until now, Telos' only action to fulfill its financial obligations to the ERPS holders has consisted of the questionable effort to pick off individual holders at prices far below true value. This action should be stopped and the ERPS should be redeemed at their full price.

"Telos has failed to meet its contractual obligations to establish a sinking fund to redeem the ERPS at par plus accrued dividends over a five-year period. The redemption timeframe has long expired. Telos' excuses for failing to meet these obligations ring hollow.

"It is both ironic and inappropriate that Telos, which has contributed so much to the security of the citizens of our nation and by extension the perpetuation of the values of trust, independence, integrity, and co-operation that have made our country great, should continually engage in evasive and borderline unethical behavior in regard to settling up with their ERPS creditors," concluded Mr. Obus.

ABOUT WYNNEFIELD CAPITAL, INC

Wynnefield Capital is a 20-year holder of approximately 12% percent of Telos' ERPS. Established in 1992, Wynnefield Capital, Inc. is a value investor specializing in U.S. small cap situations that have company- or industry-specific catalysts.

CONTACT

For Wynnefield Capital,
Kekst and Company
Eric Berman, 212-521-4894
Donald Cutler, 415-852-3903

As of the date of this Amendment No. 11, except as set forth above, none of the Wynnefield Reporting Persons has any present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of the instructions to Schedule 13D.

The Wynnefield Reporting Persons reserves the right to change their plans and intentions at any time as they deem appropriate. In particular, the Wynnefield Reporting Persons may purchase Preferred Shares, or may sell or otherwise dispose of all or a portion of the Preferred Shares, in public and private transactions and/or may enter into negotiated derivative transactions to hedge the market risk of some or all positions in, or to obtain greater exposure to, the Preferred Shares.

Any such transactions may be effected at any time or from time to time, subject to any applicable limitations imposed on the sale of shares of the Common Stock by the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended and applicable state securities or "blue sky" laws.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Amendment is true, complete and correct.

Dated: August 15, 2013

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,
its Investment Manager

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

CHANNEL PARTNERSHIP II, L.P.

By: /s/ Nelson Obus

Nelson Obus, General Partner

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua H. Landes

Joshua H. Landes, Individually

