

**UNITED STATES
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 (Date of earliest event reported): August 17, 2006

TELOS CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-8443
(Commission File Number)

52-0880974
(IRS Employer
Identification No.)

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

20147-2358
(Zip Code)

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

Former name or former address, if changed since last report: Not Applicable

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 (see General Instruction A.2. below):

- 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)
 - 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On August 16, 2006, Ambassador Langhorne A. Motley resigned as a director of the Registrant and as a member of the proxy board (a board set up pursuant to a proxy agreement with respect to capital stock among the Registrant, the Defense Security Service of the United States Department of Defense, and Mr. John R.C. Porter and related entities, the majority shareholders of the Registrant's Class A Common Stock).

Ambassador Langhorne A. Motley served as the chair of the audit committee of the board of directors, and as a member of the management development and compensation committee and of the transaction committee of the board of directors of the Registrant. Ambassador Motley was also, with Mr. Byers, one of two members of the proxy board. A copy of Ambassador Motley's notice of resignation is filed as Exhibit 17.1 hereto and incorporated by reference herein. The reasons for his resignation are set out in his resignation letter, and include reference to a recent medical incident coupled with the workload related to the business of the Registrant.

Following its receipt of the resignation of Ambassador Motley on August 16, 2006, the Registrant also received the resignations of Mr. Geoffrey B. Baker, Mr. Malcolm M.B. Sterrett, Mr. Bruce J. Stewart, Mr. Thomas L. Owsley and Mr. Norman P. Byers from the board of the directors of the Registrant. In addition, Mr. Byers also resigned as Chairman of the proxy board.

Mr. Baker served as a member of the management development and compensation committee and the transaction committee of the board of directors. A copy of Mr. Baker's notice of resignation is filed as Exhibit 17.2 hereto and incorporated by reference herein. Mr. Sterrett served as a member of the audit committee, the nominating and corporate governance committee, and the transaction committee of the board of directors. A copy of Mr. Sterrett's notice of resignation is filed as Exhibit 17.3 hereto and incorporated by reference herein. The resignation letters of Mr. Sterrett and Mr. Baker are identical, and set forth their reasons for resigning.

Mr. Stewart and Mr. Owsley provided no reason for their resignations. Mr. Stewart and Mr. Owsley served as the members of special litigation committee of the board of directors. A copy of the notices of resignation of Mr. Stewart and Mr. Owsley are filed as Exhibits 17.4 and 17.5, respectively, and incorporated by reference herein.

Mr. Byers served as a member of the audit committee and the nominating and corporate governance committee of the board of directors, and as the chair of the transaction committee of the board of directors. Mr. Byers was also, with Ambassador Motley, one of two members of the proxy board, and was the chair of the proxy board. A copy of Mr. Byers's notice of resignation is filed as Exhibit 17.6 hereto and incorporated by reference herein. The reasons for his resignation are set out in his resignation letter.

Mr. Baker, Mr. Sterrett and Mr. Byers also stated they were each resigning because of a disagreement with the Registrant on a matter relating to the Registrant's operations, policies or practices, and required that the Registrant file a form 8-K with regard to their resignation and include a copy of their letter with the filing. The Registrant believes that the following circumstances may have represented the disagreements that might, in whole or in part, caused or contributed to the resignations of Mr. Baker, Mr. Sterrett, and Mr. Byers from the board of directors of the Registrant. The Registrant believes that they may have disagreed with the decision of Mr. David Borland to resign from the audit committee of the board of directors and as Chairman of the management development and compensation committee of the board of directors, but to remain as a director and as a member of the management development and compensation committee. Mr. Borland's resignation from the audit committee of the board of directors and as the Chairman of the management development and compensation committee of the board of directors of the Registrant was disclosed on a filing on Form 8-K filed on August 21, 2006. The Registrant also believes that they may have disagreed with Mr. John R.C. Porter, the owner of a majority of the Registrant's Class A Common Stock, over the extent of any asset sale or other strategic transaction that the Registrant might conduct, over their rights and responsibilities to Mr. Porter as the owner of a majority of the Registrant's Class A Common Stock, and, in the case of Mr. Byers, with regard to his obligations as set forth in the proxy agreement.

The Registrant will, on the day that this filing on Form 8-K is made, furnish a copy of this filing of Form 8-K to the directors whose resignation is addressed in this filing, as required by item 5.02(a)(3)(i) of Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description of Document</u>
17.1	Notice of Resignation of Ambassador Langhorne A. Motley
17.2	Notice of Resignation of Mr. Geoffrey B. Baker
17.3	Notice of Resignation of Mr. Malcolm M.B. Sterrett
17.4	Notice of Resignation of Mr. Bruce J. Stewart
17.5	Notice of Resignation of Mr. Thomas L. Owsley
17.6	Notice of Resignation of Mr. Norman Byers

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: August 22, 2006

By: /s/ Michele Nakazawa

Michele Nakazawa

Chief Financial Officer

Langhorne A. Motley
1325 Windy Hill Road
McLean VA, 22102

August 16, 2006

Ms Therese Hathaway
Secretary
Telos Corporation
19886 Ashburn Road
Ashburn VA 20147-2358

Dear Ms Hathaway:

I hereby resign from the Board of Directors and Proxy Board of the Telos Corporation effective August 16.

A recent medical incident coupled with an incredibly increased, complex, contentious, and sometimes stress inducing workload related to Telos business with the prospects of this increasing makes it impossible for me in the future to attend to board duties in a proper manner.

I wish the enterprise, and especially the employees, well.

Sincerely,



LAM

Cc Ms Othelia Rice
Mr. John Porter
Mr. John Wood

BAKER & DONALDSON
2410 WYOMING AVENUE, N.W.
WASHINGTON, D. C. 20008

(202) 293-2470

August 16, 2006

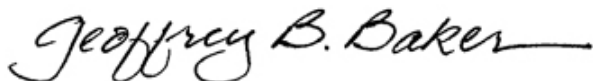
Ms. Therese K. Hathaway
VP, Corporate Counsel
Telos Corporation
19886 Ashburn Road
Ashburn, VA 20147-2358

Dear Ms. Hathaway:

As a member of the Board of Directors of Telos Corporation (the "Company") since 2001, I have done my best to do what I honestly believed was in the best interests of the Company and all its stockholders, to fulfill my fiduciary duties under Maryland law, and to cause the company to comply with all of its disclosure obligations under the federal securities laws. I regret that other important participants in the corporate enterprise have impeded the board of directors from taking actions that I believed were necessary and appropriate. Because it has become clear to me that I will not be allowed to function effectively as a fiduciary for the Company and all its stockholders, I hereby resign as a director of the Company, effective immediately.

Please be advised that I am resigning "because of a disagreement with the registrant" on a matter "relating to the registrant's operations, policies or practices." Accordingly, Item 5.02 of the instructions to Form 8-K requires that the Company file a Form 8-K with regard to my resignation and include a copy of this letter with that filing.

Sincerely,



Geoffrey B. Baker

MALCOLM M. B. STERRETT
4516 WETHERILL ROAD
BETHESDA, MARYLAND 20816

(301) 229-8999 FAX (301) 229-8877

August 16, 2006

Ms. Therese K. Hathaway
Corporate Secretary
Telos Corporation
19886 Ashburn Road
Ashburn, VA 20147

Dear Ms. Hathaway,

As a member of the Board of Directors of Telos Corporation (the "Company") since 1998, I have done my best to do what I honestly believed was in the best interests of the Company and all of its stockholders, to fulfill my fiduciary responsibilities under Maryland law, and to cause the company to comply with all of its disclosure obligations under the federal securities laws. I regret that other important participants in the corporate enterprise have impeded the Board of Directors from taking actions that I believed were necessary and appropriate. Because it has become clear to me that I will not be allowed to function effectively as a fiduciary for the Company and all of its stockholders, I hereby resign as a director of the Company, effective immediately.

Please be advised that I am resigning "because of a disagreement with the registrant" on a matter "relating to the registrant's operations, policies or practices." Accordingly, Item 5.02 of the instructions to Form 8-K requires that the Company file a Form 8-K with regard to my resignation and include a copy of this letter with that filing.

Sincerely,

A handwritten signature in black ink, appearing to read "Malcolm M. B. Sterrett". The signature is fluid and cursive, with the first name "Malcolm" being the most prominent.

Malcolm M. B. Sterrett

Bruce J. Stewart
8924 Belmart Road
Potomac, MD 20854

August 16, 2006

VIA FACSIMILE 703-729-7372

Therese Hathaway, Esq.
Corporate Secretary
Telos Corporation
19886 Ashburn Road
Ashburn, VA 20147

Dear Ms. Hathaway:

I am writing to inform Telos Corporation that I hereby resign from the Telos Corporation board of directors, effective immediately.

Sincerely,

Bruce J. Stewart

cc: Geoffrey B. Baker
David Borland
Norman P. Byers
Robert J. Marino
Langhorne A. Motley
Thomas L. Owsley
Malcolm M. B. Sterrett
John B. Wood

Thomas L. Owsley
1709 North 22nd Court
Arlington, VA 22209

August 16, 2006

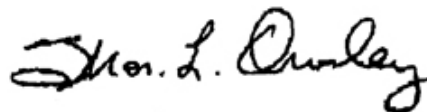
VIA FACSIMILE 703-729-7372

Therese Hathaway, Esq.
Corporate Secretary
Telos Corporation
19886 Ashburn Road
Ashburn, VA 20147

Dear Ms. Hathaway.

I am writing to inform Telos Corporation that I hereby resign from the Telos Corporation board of directors, effective immediately.

Sincerely,

A handwritten signature in black ink that reads "Thomas L. Owsley". The signature is written in a cursive style with a large, stylized initial 'T'.

Thomas L. Owsley

cc: Geoffrey B. Baker
David Borland
Norman P. Byers
Robert J. Marino
Langhorne A. Motley
Malcolm M. B. Sterrett
Bruce J. Stewart
John B. Wood

Norman P. Byers

7006 View Park Drive • Burke, Virginia 22015-4300

Cell: (703) 966-8467 • Tel: (703) 644-2794 • Fax: (703) 644-6822 • E-mail: nail72@aol.com

August 16, 2006

**Via USPS and
Electronically**

Ms. Therese Hathaway
Secretary
The Telos Corporation
19886 Ashburn Road
Ashburn, Virginia 20147-2358

I am formally notifying you of my immediate resignation as Proxy Chairman and Director of the Telos Corporation. Since joining the board on the 27th of January 1994, I have always striven to do my ultimate for the Company, all its shareholders and employees. Uppermost in my mind has been my fiduciary duties under Maryland law and to provide the oversight necessary to insure the Company's compliance with all federal security laws. Unfortunately, on several recent occasions, other important participants in the corporate enterprise have done everything possible to obstruct or prevent the board of directors from taking those actions I believe are absolutely necessary and appropriate to insure good corporate governance and compliance. It has been made abundantly clear to me I will not be allowed to function effectively or independently as a fiduciary for the Department of Defense, the Company, all its stockholders and employees.

I am resigning "because of a disagreement with the registrant" on a matter "relating to the registrant's operations, policies or practices." Accordingly, Item 5.02 of the instructions to Form 8-K requires the Company to file a Form 8-K noting my resignation and to include a copy of this letter with that filing.

Sincerely,



Norman P. Byers

Cc: John Porter
John Wood