

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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|---|--|--|
| 1. Name and Address of Reporting Person* <u>Schaufeld Fredrick</u> (Last) (First) (Middle) C/O TELOS CORPORATION 19886 ASHBURN ROAD (Street) ASHBURN VA 20147 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TELOS CORP [TLS]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/12/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | |
| Common Stock | 08/12/2024 | | P | | 212,463 | A | \$2.51 ⁽¹⁾ | 1,556,610 | I | By Fredrick D. Schaufeld Rev Trust |
| Common Stock | 08/14/2024 | | P | | 37,537 | A | \$2.35 ⁽²⁾ | 1,594,147 | I | By Fredrick D. Schaufeld Rev Trust |
| Common Stock | | | | | | | | 189,620 | D | |
| Common Stock | | | | | | | | 250,000 | I | By FDS New River Farm 2017 Irrevocable Trust |
| Common Stock | | | | | | | | 181,498 | I | River Farm Investments, LLC |
| Common Stock | | | | | | | | 84,603 | I | By Haley E. Schaufeld Irr Trust |
| Common Stock | | | | | | | | 84,602 | I | By Jacob A. Schaufeld Irr Trust |
| Common Stock | | | | | | | | 84,602 | I | By Jacob A. Schaufeld Irr Trust |

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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. The shares were acquired in multiple transactions at prices ranging from \$2.26 to \$2.60, inclusive. The reporting person undertakes to provide Telos Corporation, any security holder of Telos Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the range set forth in these footnotes.

2. The price reported in Column 4 is a weighted average price. The shares were acquired in multiple transactions at prices ranging from \$2.29 to \$2.43, inclusive. The reporting person undertakes to provide Telos Corporation, any security holder of Telos Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each separate price within the range set forth in these footnotes.

Remarks:

/s/ Helen M. Oh, attorney-in-
fact 08/14/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.