

VSE CORP  
Form 8-K  
January 21, 2011

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): January 18, 2011

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)

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)
- .. 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 18, 2011, VSE Corporation (the “Company”) and Maurice A. Gauthier, who is the chief executive officer, president and a director of the Company, entered into an agreement amending the Employment Agreement, dated as of April 22, 2008, between the Company and Mr. Gauthier (as amended by Amendment Numbers One and Two to the Employment Agreement effective as of April 22, 2008 and April 19, 2010, respectively). The Employment Agreement, as amended on January 18, 2011, provides that the term of Mr. Gauthier’s employment with the Company will continue until April 30, 2015, unless it is terminated earlier by the Company or Mr. Gauthier pursuant to the agreement. The amendment also provides that if the Company terminates Mr. Gauthier’s employment prior to April 30, 2015 without Cause, as defined in the agreement, Mr. Gauthier will be entitled to a lump sum severance payment equal to the lesser of (a) two times Mr. Gauthier’s base salary in effect as of the date of termination or (b) such amount as would not trigger the application of Section 280G of the Internal Revenue Code of 1986, as amended.

A copy of the Amendment Agreement Number Three is filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The information in the Exhibit Index of this Current Report on Form 8-K is incorporated into this Item 9.01(d) by reference.

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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

Date: January 21, 2011

By: /s/ Thomas. R. Loftus

Thomas R. Loftus

Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
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10.1.	Amendment Agreement Number Three made as of January 18, 2011 by and between VSE Corporation and Maurice A. Gauthier
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