

VSE CORP  
Form 10-Q/A  
October 27, 2016

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

FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended September 30, 2016 Commission File Number: 0 3676

VSE CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE 54-0649263  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

6348 Walker Lane  
Alexandria, Virginia 22310 www.vsecorp.com  
(Address of Principal Executive Offices) (Zip Code) (Webpage)

Registrant's Telephone Number, Including Area Code: (703) 960-4600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.05 per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

Number of shares of Common Stock outstanding as of October 21, 2016: 10,798,684

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Explanatory Note

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 that was originally filed with the Securities and Exchange Commission on October 26, 2016 (the "Form 10-Q"). This Amendment No.1 is being filed solely for the purpose of filing corrected certifications set forth in Exhibits 32.1 and 32.2. As required by Rule 12b-15 promulgated under the Securities Exchange Act of 1934, as amended ("Rule 12b-15"), also filed herewith as Exhibits 31.1 and 31.2 are the Section 302 CEO Certification and Section 302 CFO and PAO Certification both dated the date hereof.

This Amendment No. 1 amends and restates Exhibits 32.1 and 32.2 in their entirety and includes updated Exhibits 31.1 and 31.2. No other information included in the Form 10-Q is amended hereby. Accordingly, this Amendment No. 1 does not reflect events occurring after the filing of the Form 10-Q or modify or update the disclosure contained therein in any way other than as described above. This Amendment No. 1 should be read in conjunction with the Form 10-Q. Pursuant to Rule 12b-15, the complete text of Item 6 of the Form 10-Q is repeated in this Amendment No. 1.

This Amendment No. 1 consist solely of the preceding cover page, this explanatory note, amended Item 6, the signature page, and the certifications filed as Exhibits 31.1, 31.2, 32.1 and 32.2 under amended Item 6 to this Amendment No. 1.

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Item 6. Exhibits

(a) Exhibits

- Exhibit 31.1 Section 302 CEO Certification (filed with Amendment No. 1)
  - Exhibit 31.2 Section 302 CFO and PAO Certification (filed with Amendment No. 1)
  - Exhibit 32.1 Section 906 CEO Certification (filed with Amendment No. 1)
  - Exhibit 32.2 Section 906 CFO and PAO Certification (filed with Amendment No. 1)
  - Exhibit 101.INS XBRL Instance Document
  - Exhibit 101.SCH XBRL Taxonomy Extension Schema Document
  - Exhibit 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
  - Exhibit 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
  - Exhibit 101.LAB XBRL Taxonomy Extension Label Linkbase Document
  - Exhibit 101.PRE XBRL Taxonomy Extension Presentation Document
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VSE CORPORATION AND SUBSIDIARIES

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 thereunto duly authorized.

VSE CORPORATION

Date: October 27, 2016 By: /s/ M. A. Gauthier  
M. A. Gauthier  
Chief Executive Officer,  
President and Chief Operating Officer

Date: October 27, 2016 By: /s/ T. R. Loftus  
T. R. Loftus  
Executive Vice President and  
Chief Financial Officer  
(Principal Accounting Officer)