
**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): April 21, 2020

PARSONS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-07782
(Commission File Number)

95-3232481
(I.R.S. Employer Identification No.)

5875 Trinity Parkway, #300
Centreville, Virginia 20120
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (703) 988-8500

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))

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------------|-------------------|---|
| Common Stock, par value \$1 per share | PSN | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting on April 21, 2020, the stockholders of the Company voted on the following five proposals, each of which is described in detail in the Proxy Statement filed with the Securities and Exchange Commission on March 10, 2020:

Proposal No. 1: To elect three members to the Board to serve a three-year term expiring at the 2023 Annual Meeting of Stockholders:

| Nominee | For | Against | Broker Non-votes |
|-------------------|------------|----------------|-------------------------|
| Letitia A. Long | 96,775,889 | 757,492 | 1,354,324 |
| James F. McGovern | 88,887,564 | 8,645,817 | 1,354,324 |
| Harry T. McMahon | 96,657,953 | 875,428 | 1,354,324 |

Each of the nominees nominated in Proposal No. 1 was elected.

Proposal No. 2: To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020:

| For | Against | Abstain | Broker Non-votes |
|------------|----------------|----------------|-------------------------|
| 97,647,807 | 955,757 | 284,141 | — |

Proposal No. 2 was approved.

Proposal No. 3: To consider and approve, on an advisory basis, the compensation of the Company's Named Executive Officers as disclosed in the Proxy Statement:

| For | Against | Abstain | Broker Non-votes |
|------------|----------------|----------------|-------------------------|
| 94,579,207 | 1,792,333 | 1,161,841 | 1,354,324 |

Proposal No. 3 was approved on an advisory basis..

Proposal No. 4: To consider and approve the frequency of future advisory votes to approve named executive compensation:

| One Year | Two Years | Three Years | Abstain | Broker Non-votes |
|-----------------|------------------|--------------------|----------------|-------------------------|
| 95,890,176 | 705,253 | 615,688 | 322,264 | 1,354,324 |

Proposal No. 4 was approved on an advisory basis.

Proposal No. 5: To approve the Employee Stock Purchase Plan:

| For | Against | Abstain | Broker Non-votes |
|------------|----------------|----------------|-------------------------|
| 96,664,624 | 472,737 | 396,020 | 1,354,324 |

Proposal No. 5 was approved.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 10.1 | Parsons Corporation Employee Stock Purchase Plan (Appendix B to Proxy Statement of the Company filed March 10, 2020) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PARSONS CORPORATION

Date: May 1, 2020

By: /s/ Michael R. Kolloway
Michael R. Kolloway
Chief Legal Officer and Secretary