

---

**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 16, 2024**



**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**  
(IRS Employer  
Identification No.)

**14291 Park Meadow Drive, Suite 100**  
**Chantilly, Virginia**  
(Address of Principal Executive Offices)

**20151**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (703) 988-8500**

(Former Name or Former Address, if Changed Since Last Report)

---

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))

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$1 par value	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 16, 2024, the stockholders of Parsons Corporation (the "Company") voted on the following three proposals, each of which is described in detail in the Proxy Statement filed with the Securities and Exchange Commission on March 5, 2024:

Proposal No. 1: To elect four members to the Board to serve a three-year term expiring at the 2027 Annual Meeting of Stockholders:

Nominee	For	Withheld	Broker Non-Votes
Steven F. Leer	93,638,056	2,691,094	4,808,162
Mark K. Holdsworth	82,357,377	13,971,773	4,808,162
M. Christian Mitchell	84,030,751	12,298,399	4,808,162
David C. Wajsgas	94,705,279	1,623,871	4,808,162

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

Proposal No. 2: To ratify the appointment of Price Waterhouse Coopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024:

For	Against	Abstain	Broker Non-Votes
98,936,217	1,911,922	289,173	-

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
94,134,008	1,685,889	509,253	4,808,162

Proposal No. 3 was approved on an advisory basis.

---

## 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.

Parsons Corporation

Date: April 16, 2024

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

---

