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, 2022



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.)

5875 Trinity Parkway, #300, Centreville, VA (Address of Principal Executive Offices)

20120 (Zip Code)

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

Not Applicable

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

	k the appropriate box below if the Form 8-K fill belowing provisions:	ling is intended to simultan	eously satisfy the filing obligation of the registrant under any of
	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))		
Sec	urities registered pursuant to Section 12(b)) of the Act:	
	Tide of each alone	Trading	Name of each analysis an orbid and artists and
	Title of each class Common Stock, \$1 par value	Symbol(s)	Name of each exchange on which registered
	Common Stock, \$1 par value	PSN	New York Stock Exchange
	ate by check mark whether the registrant is an eme er) or Rule 12b-2 of the Securities Exchange Act of		ned in Rule 405 of the Securities Act of 1933 (§ 230.405 of this apter).
Emer	ging growth company \square		
	emerging growth company, indicate by check mark ed financial accounting standards provided pursuan	· ·	ot to use the extended transition period for complying with any new or ange Act. \Box
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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, 2022, the Parsons Corporation Board of Directors unanimously approved the appointment of Carey A. Smith as Chairwoman of the Board of Directors effective as of the annual shareholders' meeting on April 14, 2022. Ms. Smith is currently the President and Chief Executive Officer of Parsons Corporation. The term for Parsons' current Chairman of the Board of Directors, Charles L. Harrington, will expire on April 14, 2022 due to his retirement.

On January 18, 2022, the Parsons Corporation Board of Directors unanimously approved the appointment of Steven F. Leer as the Lead Independent Director of the Board of Directors effective as of the annual shareholders' meeting on April 14, 2022. Mr. Leer has been a member of the Board of Directors since 2013 and has served as Chair of the Compensation and Management Development Committee. The term for Parsons' current Lead Independent Director, James F. McGovern, will expire on April 14, 2022 due to his retirement upon reaching the mandatory retirement age for board members.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Date: January 21, 2022

The following exhibits are furnished as part of this Report:

- 99.1 Press release announcing the appointments of Ms. Smith as Chairwoman of the Board of Directors, and Mr. Leer as Lead Independent Director, effective April 14, 2022.
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

The information disclosed pursuant to Items 9.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, of the Securities Exchange Act of 1934, as amended.

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

By: /s/ Michael R. Kolloway

Michael R. Kolloway

Chief Legal Officer



News

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Parsons Corporation Board Unanimously Elects Carey Smith as Chairwoman

CENTREVILLE, VA (January 24, 2022) – The board of directors of Parsons Corporation (NYSE: PSN) has unanimously elected Carey A. Smith as chairwoman, effective April 14, 2022. Smith will serve as chairwoman, president, and chief executive officer. She succeeds Charles "Chuck" Harrington, who currently serves as executive chairman and will retire when his current term on the board of directors expires on April 14, 2022, following 40 years with the company. The board also elected Steven F. Leer to serve as lead independent director effective April 14, 2022, succeeding James "Jim" McGovern, who has served as a director since joining the Parsons' board in 2005 and currently serves as lead independent director.

"Carey Smith has proven herself as an exceptional leader throughout her career and during her successful tenure with Parsons," said Leer. "She is the right person to serve as our next chairwoman and to lead Parsons into the future. We are confident in her ability to capitalize on the growth opportunities ahead for the company and to bring together Parsons' unique capabilities into integrated solutions that deliver value for our customers."

"I'm honored to be elected Parsons' chairwoman, and grateful for the trust and confidence of our board and of our workforce," Smith said. "Every day, our global workforce is delivering integrated solutions and services in a complex security environment and a world of digital transformation. We are creating the future of national security and critical infrastructure by leveraging advanced technologies across these domains. I'm proud to lead and support my colleagues in that mission."

Smith continued, "I also want to thank Chuck and Jim for their decades of service to Parsons. Their commitment to our company made an enduring mark on the future of Parsons and set the company on a course to deliver a better world. I am pleased to advance the company in partnership with Steve Leer. Steve's industry experience and insightful guidance have been invaluable as a director and will continue to be as our new lead independent director."

Smith joined Parsons in 2016 as president of the Federal Solutions business. She was promoted to chief operating officer in 2018 and then to president and chief operating officer in 2019 before being appointed president and chief executive officer in July 2021. She was elected to the company's board of directors in December 2020.

Leer has been an active leader of the Parsons' board of directors since joining in 2013 and most recently served as chair of the board's compensation and management development committee and a member of the executive and audit committees. Leer was the chief executive officer of Arch Coal, Inc., from 1992 through 2012. He served as chairman of its board from 2006 through 2012 and executive chairman from 2012 through 2014.

About Parsons

Parsons (NYSE: PSN) is a leading disruptive technology provider in the global security, intelligence, and critical infrastructure markets, with capabilities across cybersecurity, missile defense, space, connected infrastructure, and smart cities. Please visit <u>parsons.com</u>, and follow us on <u>LinkedIn</u> and <u>Facebook</u> to learn how we're making an impact.