

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Smith Carey A.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/07/2019	3. Issuer Name and Ticker or Trading Symbol <u>PARSONS CORP [ PSN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>Chief Operating Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>PARSONS CORPORATION</u> <u>5875 TRINITY PARKWAY #300</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>CENTREVILLE VA</u> <u>20120</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>623</u>	<u>I</u>	<u>See footnote<sup>(1)</sup></u>

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Phantom Stock</u>	<u>(2)</u>	<u>03/15/2022</u>	<u>Common Stock</u>	<u>5,556</u>	<u>0.00</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(3)</u>	<u>03/15/2022</u>	<u>Common Stock</u>	<u>8,333</u>	<u>0.00</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(4)</u>	<u>03/15/2021</u>	<u>Common Stock</u>	<u>4,089</u>	<u>0.00</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(5)</u>	<u>03/15/2021</u>	<u>Common Stock</u>	<u>4,089</u>	<u>0.00</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(6)</u>	<u>03/15/2021</u>	<u>Common Stock</u>	<u>32,753</u>	<u>68</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(7)</u>	<u>03/15/2020</u>	<u>Common Stock</u>	<u>4,421</u>	<u>0.00</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(8)</u>	<u>03/15/2020</u>	<u>Common Stock</u>	<u>4,421</u>	<u>0.00</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(9)</u>	<u>03/15/2020</u>	<u>Common Stock</u>	<u>33,708</u>	<u>61</u>	<u>D</u>
<u>Phantom Stock</u>	<u>(10)</u>	<u>12/15/2020</u>	<u>Common Stock</u>	<u>18,333</u>	<u>0.00</u>	<u>D</u>
<u>Excess Benefit Plan Account</u>	<u>(11)</u>	<u>(11)</u>	<u>Common Stock</u>	<u>(11)</u>	<u>0.00</u>	<u>D</u>

## Explanation of Responses:

- Consists of shares of common stock beneficially owned by such person through Issuer's Employee Stock Ownership Plan ("ESOP"), rounded to the nearest whole share. Reporting Person shares voting and investment power with the ESOP with respect to such shares beneficially owned through the ESOP. For the avoidance of doubt, all of the share numbers and prices per share in this report do not reflect the stock dividend to be effected by Issuer in connection with the closing of its initial public offering.
- Represents an award granted in 2019 under the Issuer's Restricted Award Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The award will vest in three equal installments on each of December 31, 2019, 2020 and 2021, subject to the Reporting Person's continued employment with Issuer on each such vesting date. The award will be paid in cash, although the Issuer may elect to pay the award in the form of shares of Issuer's common stock. If paid in cash, the value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
- Represents an award granted in 2019 under the Issuer's Long Term Growth Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The award will vest based on Issuer's performance during a three-year performance period ending December 31, 2021, subject to the Reporting Person's continued employment with Issuer on the payment date. The award will be paid in cash, although the Issuer may elect to pay the award in the form of shares of Issuer's common stock. If paid in cash, the value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
- Represents an award granted in 2018 under the Issuer's Restricted Award Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The award will vest on December 31, 2020, subject to the Reporting Person's continued employment with Issuer on such vesting date. The award will be paid in cash. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
- Represents an award granted in 2018 under the Issuer's Long Term Growth Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The award will vest based on Issuer's performance during a three-year performance period ending December 31, 2020, subject to the Reporting Person's continued employment with Issuer on the payment date. The award will be paid in cash. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
- Represents an award granted in 2018 under the Issuer's Shareholder Value Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock less the base price per unit of the award. The award will vest on December 31, 2020, subject to the Reporting Person's continued employment with Issuer on such vesting date. The award will be paid in cash. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
- Represents an award granted in 2017 under the Issuer's Restricted Award Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The award will vest on December 31, 2019, subject to the Reporting Person's continued employment with Issuer on such vesting date. The award will be paid in cash. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.
- Represents an award granted in 2017 under the Issuer's Long Term Growth Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The award will vest based on Issuer's performance during a three-year performance period ending December 31, 2019, subject to the Reporting Person's continued employment with Issuer on the payment date. The award will be paid in cash. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.

9. Represents an award granted in 2017 under the Issuer's Shareholder Value Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock less the base price per unit of the award. The award will vest on December 31, 2019, subject to the Reporting Person's continued employment with Issuer on such vesting date. The award will be paid in cash. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.

10. Represents an award granted in 2016 under the Issuer's Restricted Award Plan. Each share of phantom stock represents a right to receive the cash value of one share of Issuer's common stock. The award will vest in two installments, with 10,000 shares of phantom stock vesting on December 15, 2019, and 8,333 shares of phantom stock vesting on December 15, 2020, subject to the Reporting Person's continued employment with Issuer on each such vesting date. The award will be paid in cash. The value of the phantom stock will be determined based on the Issuer's share price at the time of payment.

11. Represents Reporting Person's account under the Issuer's Executive Restoration Plan. Reporting Person's account is increased or decreased annually by the percentage change in the value of Issuer's common stock since the preceding annual valuation date. Reporting Person's account balance as of December 31, 2018, the most recent annual valuation date, was \$37,114. The Reporting Person will vest in the excess benefit plan account in accordance with the same vesting schedule as the ESOP. The account is paid in cash in a lump sum upon the Reporting Person's termination of employment, or, if so elected by the Reporting Person, upon a change in control or substantial financial hardship.

**Remarks:**

/s/ Michael R. Kolloway, as  
attorney-in-fact

05/07/2019

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of (i) the Company's Chief Financial Officer of Parsons Corporation, a Delaware corporation (the "Company"), who is currently George L. Ball, and (ii) the Company's Chief Legal Officer and Secretary, who is currently Michael R. Kolloway, and their respective successors, signing singly, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of the Company, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in- fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of May, 2019.

/s/ Carey A. Smith

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Carey A. Smith