1. Name and Address of Reporting Person*  
   **Heinberg Marshall**  
   (Last)  
   (First)  
   (Middle)  
   C/O PAE INCORPORATED  
   7799 LEESBURG PIKE, SUITE 300 NORTH  
   (Street)  
   FALLS CHURCH  
   VA  
   22043  
   (City)  
   (State)  
   (Zip)  

2. Transaction Date (Month/Day/Year)  
   04/14/2020  

3. Transaction Code (Instr. 8)  

4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  

7. Nature of Indirect Beneficial Ownership (Instr. 4)  

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Amount or Number of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount or Number of Shares</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>04/14/2020</td>
<td>A</td>
<td>13,453</td>
<td>$0.00</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(1)</td>
<td>04/14/2020</td>
<td>A</td>
<td>13,453</td>
<td>(2)</td>
<td>(2)</td>
<td>Class A Common Stock</td>
<td>13,453</td>
<td>$0.00</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:  
1. Each restricted stock unit represents a contingent right to receive one share of PAE Incorporated's Class A Common Stock.  
2. The restricted stock units vest on February 9, 2021.  

Remarks:  
By: /s/ Paul W. Cobb, Jr., as  
attorney-in-fact for Marshall  
Heinberg  
04/15/2020  
**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 4 (b)(v).  
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.