1. Name and Address of Reporting Person 
Heller John E.,
(C/O PAE INCORPORATED
7799 LEESBURG PIKE, SUITE 300 NORTH
FALLS CHURCH, VA 22043)

2. Issuer Name and Ticker or Trading Symbol
PAE Inc [ PAE ]

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director 10% Owner
X Officer (give title below)
President & CEO

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

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

1. Title of Security (Instr. 3)

2. Transaction Date (Month/Day/Year)

3. Transaction Code (Instr. 4)

4. Securities Acquired (A) or Disposed Of (D) (Instr. 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)

Class A Common Stock 02/10/2020 D A 112,663 A 112,663 D

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

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date (Month/Day/Year)

4. Transaction Code (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date (Month/Day/Year)

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

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

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

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

Explanation of Responses:
1. Represents shares acquired pursuant to the consummation of the transactions (collectively, the "Business Combination") contemplated by the Agreement and Plan of Merger by and among Gores Holdings III, Inc. (“Gores”), EAP Merger Sub, Inc., EAP Merger Sub II, LLC, Shay Holding Corporation ("Shay"), and Platinum Equity Advisors, LLC. At the effective time of the Business Combination, the equity interests held by the stockholders of Shay were automatically converted into the right to receive a combination of cash and shares of the Issuer’s Class A Common Stock.

Remarks:

By: /s/ Paul W. Cobb, Jr., as attorney-in-fact for John E. Heller
Date 02/12/2020

** 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.