### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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1. **Name and Address of Reporting Person**
   - **PEIFFER CHARLES**
   - 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 ]**

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 05/01/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 05/01/2020

5. **Relationship of Reporting Person(s) to Issuer**
   - 10% Owner
   - EVP & CFO

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Class A Common Stock</strong></td>
<td>05/01/2020</td>
<td></td>
<td></td>
<td></td>
<td>26,892</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>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Restricted Stock Units</strong></td>
<td>(1)(2)</td>
<td>(3)</td>
<td>(3)</td>
<td></td>
<td>220,000</td>
<td>Class A Common Stock</td>
<td>220,000</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Restricted Stock Units</strong></td>
<td>(2) 05/01/2020</td>
<td>A</td>
<td>26,116</td>
<td>(4)</td>
<td>26,116</td>
<td>Class A Common Stock</td>
<td>0.00</td>
<td>26,116</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Restricted Stock Units</strong></td>
<td>(2) 05/01/2020</td>
<td>A</td>
<td>58,754</td>
<td>(5)</td>
<td>58,754</td>
<td>Class A Common Stock</td>
<td>0.00</td>
<td>58,754</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
1. These restricted stock units were granted on April 14, 2020 and previously reported on a Form 4 filed April 15, 2020.
2. Each restricted stock unit represents a contingent right to receive one share of PAE Incorporated's Class A Common Stock.
3. The restricted stock units vest on February 10, 2021.
4. The restricted stock units vest in four equal annual installments beginning February 10, 2021.
5. The restricted stock units vest on February 10, 2022.

**Remarks:**

**By: /s/ Paul W. Cobb, Jr., as attorney-in-fact for Charles D. Peiffer**

**Signature of Reporting Person**

**Date: 05/05/2020**

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.