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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**PAE Incorporated**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

(4) Date Filed

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**PAE INCORPORATED**  
7799 Leesburg Pike, Suite 300 North  
Falls Church, Virginia 22043

**NOTICE OF ANNUAL MEETING OF  
STOCKHOLDERS**

to be held on  
Thursday, June 17, 2021

\*Stockholders are cordially invited to attend the Virtual Annual Meeting and to vote on the Internet or any Mobile device.

Dear Stockholder,

The 2021 Annual Meeting of Stockholders of PAE Incorporated (the "Company") will be conducted online. You will be able to attend the annual meeting, vote your shares electronically and submit your questions during the live webcast of the meeting being held on Thursday, June 17, 2021, at 1:00 p.m. Eastern Daylight Time (EDT) by visiting <https://www.cstproxy.com/pae/2021>.

Proposals to be considered at the Annual Meeting:

- (1) The election of two nominees to serve as Class I directors on the Board of Directors for a term of 3 years;
- (2) The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year 2021;
- (3) A non-binding advisory vote on the compensation paid to the Company's named executive officers in 2020, as disclosed in the proxy statement;
- (4) A non-binding, advisory vote on the frequency of future advisory votes to approve named executive officer compensation; and
- (5) To address such other matters as may properly come before the 2021 annual meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "FOR" the nominees under Proposal 1, "FOR" Proposals 2 and 3, and "ONE YEAR" for Proposal 4.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



**Vote at the Meeting –**

If you plan to attend the virtual online annual meeting, you will need your 12 digit control number to vote electronically at the annual meeting

**To view the Proxy Materials and attend  
the annual meeting, please go to:  
<https://www.cstproxy.com/pae/2021>**



***Vote Your Proxy on the Internet:***

**Go to <http://www.cstproxyvote.com>**

Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

**PAE INCORPORATED**  
7799 Leesburg Pike, Suite 300 North  
Falls Church, Virginia 22043

**Important Notice Regarding the Availability of Proxy Materials For the  
2021 Annual Meeting of Stockholders to be Held On Thursday, June 17, 2021**

The following Proxy Materials are available to you to review at: <https://www.cstproxy.com/pae/2021>

- the Company's Annual Report for the year ended December 31, 2020.
- the Company's 2021 Proxy Statement.
- the Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to stockholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before June 3, 2021 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

**Have this notice available when you request a paper copy of the proxy materials  
or to vote your proxy electronically. You must reference your Control number.**

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

**By telephone please call 917-262-2373, or**

**By logging on to <https://www.cstproxy.com/pae/2021> or**

**By email at: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)**

*Please include the company name and your control number in the subject line.*