

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.  
Form DEFA14A  
April 30, 2018

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

SCHEDULE 14A

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

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

Kratos Defense & Security Solutions, Inc.

(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.:

(3) Filing Party:

(4) Date Filed:

\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on June 19, 2018.

KRATOS DEFENSE & SECURITY

SOLUTIONS, INC.

Meeting Information

Meeting  
Type: Annual  
Meeting  
For holders  
as of:  
April 23,  
2018  
Date: June  
19, 2018  
Time: 9:00  
AM PDT  
Location: Offices  
of Paul  
Hastings LLP  
4747  
Executive  
Drive,  
San Diego,  
CA 92121

You are receiving  
this communication  
because you hold  
shares in the  
company named  
above.

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.  
4820 EASTGATE MALL, SUITE 200  
SAN DIEGO, CA 92121

This is not a ballot.  
You cannot use this  
notice to vote these  
shares. This  
communication  
presents only an  
overview of the  
more complete  
proxy materials that  
are available to you  
on the Internet. You  
may view the proxy  
materials online at  
[www.proxyvote.com](http://www.proxyvote.com) or  
easily request a

paper copy (see  
reverse side).

We encourage you  
to access and review  
all of the important  
information  
contained in the  
proxy materials  
before voting.

See the reverse side  
of this notice to  
obtain proxy  
materials and voting  
instructions.

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT    ANNUAL  
REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:    [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*:    [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 5, 2018 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote  
FOR the following:

1. Election of Directors

Nominees:

- |                    |                       |
|--------------------|-----------------------|
| 01) Scott Anderson | 05) Scot Jarvis       |
| 02) Bandel Carano  | 06) Jane Judd         |
| 03) Eric DeMarco   | 07) Samuel Liberatore |
| 04) William Hogle  | 08) Amy Zegart        |

The Board of Directors recommends you vote  
FOR the following proposals:

- To ratify the selection of Deloitte & Touche  
LLP as the Company's independent registered  
2. public accounting firm for the fiscal year  
ending December 30, 2018.

- An advisory vote to approve the compensation  
3. of our named executive officers, as presented  
in the proxy statement.

NOTE: Such other business as may properly  
come before the meeting or any adjournment  
thereof.