## Edgar Filing: KRATOS DEFENSE & SECURITY SOLUTIONS, INC. - Form 4

KRATOS DEFENSE & SECURITY S Form 4 May 13, 2015	SOLUTIONS, INC.							
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Number:       3235-02         Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES       OMB Number:       3235-02         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940)       Filed pursuant of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940)								
(Print or Type Responses)								
1. Name and Address of Reporting Person <u>*</u> Carter David M	2. Issuer Name <b>and</b> Ticker or Trading Symbol KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 4820 EASTGATE MALL	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2015	Director       10% Owner         Officer (give title       Other (specify below)         below)       Below)         President, DRSS Division						
(Street) SAN DIEGO, CA 92121	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned						
(Instr. 3) any	on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) orBeneficialOwnedIndirect (I) Indirect (I)Ownership OwnershipFollowing Reported Transaction(s) (Instr. 3 and 4)(Instr. 4)						
Common 05/11/2015 Stock	M $\frac{9,000}{(1)}$ A \$0	46,059 <u>(3)</u> D						

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number 6. Date Exercisabl Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	d 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	05/11/2015		М	9,000	<u>(1)</u>	<u>(1)</u>	Common Stock	9,000	\$

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
	Director	10% Owner	Officer	Other	
Carter David M 4820 EASTGATE MALL SAN DIEGO, CA 92121			President, DRSS Division		
Signatures					
David M. Carter, by Eva Yee, Attorney-In-Fact			05/13/2015		
<u>**</u> Signature of Reporting Perso	on		Date		

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Common Stock issued to reporting person pursuant to settlement of vested shares under RSUs that vest 100% on the five year anniversary of May 11, 2010, unless earlier vested pursuant to the terms of the RSU agreement.
- (2) Each RSU represents a contingent right to receive one share of Issuer's common stock.
- (3) Includes 6,963 shares purchased through Issuer's Employee Stock Purchase Plan and 7,544 shares held in Issuer's 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.