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

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

January 05, 2017

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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**OMB APPROVAL** 

3235-0287

January 31,

2005

**OMB** 

Number:

Expires:

Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

Carter David M Issuer Symbol KRATOS DEFENSE & SECURITY (Check all applicable) SOLUTIONS, INC. [KTOS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 4820 EASTGATE MALL 01/03/2017 President, DRSS Division

2. Issuer Name and Ticker or Trading

(Street)

1. Name and Address of Reporting Person \*

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

SAN DIEGO, CA 92121

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 20,000 01/03/2017 M A \$0 95,876 (4) D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                    |
|---|---|---|---|---|---|--------|--|--------------------|---|------------------------------------|
|   |   |   |   | Code V                                  | (A)   | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Share |
| Restricted<br>Stock<br>Units                        | (3)   | 01/03/2017                              |   | M                                       |   | 20,000 | <u>(1)</u>   | <u>(1)</u>         | Common<br>Stock   | 20,000                             |
| Restricted<br>Stock<br>Units                        | (3)   | 01/04/2017                              |   | A                                       | 30,000  |        | (2)  | (2)                | Common<br>Stock   | 30,000                             |

### **Reporting Owners**

Reporting Owner Name / Address

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

01/05/2017

\*\*Signature of Reporting Person

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).
- Common Stock issued to reporting person pursuant to settlement of vested shares under Restricted Stock Unit (RSU) granted on January (1) 3, 2012, which vest 100% on the five year anniversary of the date of grant, unless earlier vested pursuant to the terms of the RSU agreement.
  - 15,000 RSUs vest 100% on the five year anniversary of the date of grant, unless earlier vested or terminated pursuant to the terms of the RSU agreement. The other 15,000 RSUs vest 20% upon each 10% increase in the closing market price of the Issuer's common stock
- (2) measured from the RSU grant date through the 10-year anniversary of the RSU grant date, unless earlier vested or terminated pursuant to the terms of the RSU agreement (provided that such increase in the closing market price of common stock is sustained for twenty consecutive trading days).
- (3) Each RSU represents a contingent right to receive one share of Issuer's common stock.
- (4) Includes 10,551 shares purchased through Issuer's Employee Stock Purchase Plan and 11,466 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.

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