

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

August 12, 2016

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
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mendoza Marie

2. Issuer Name **and** 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, SUITE
200

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, General Counsel & Sec.

(Street)

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

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/10/2016		M	(A) or (D) Amount (2) 2,000 Price \$ 0	9,277 (4)	D	
Common Stock	08/10/2016		F	(A) or (D) 733 (3) Price \$ 4.47	8,544 (4)	D	
Common Stock	08/10/2016		M	(A) or (D) 2,000 (2) Price \$ 0	10,544 (4)	D	
Common Stock	08/10/2016		F	(A) or (D) 733 (3) Price \$ 4.67	9,811 (4)	D	
Common Stock	08/10/2016		M	(A) or (D) 2,000 (2) Price \$ 0	11,811 (4)	D	

Common Stock 08/10/2016 F 733 (3) D \$ 5.06 11,078 (4) D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(1)</u>	08/10/2016		M	2,000	<u>(2)</u>	<u>(2)</u>	Common Stock 2,000
Restricted Stock Units	<u>(1)</u>	08/10/2016		M	2,000	<u>(2)</u>	<u>(2)</u>	Common Stock 2,000
Restricted Stock Units	<u>(1)</u>	08/10/2016		M	2,000	<u>(2)</u>	<u>(2)</u>	Common Stock 2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mendoza Marie 4820 EASTGATE MALL SUITE 200 SAN DIEGO, CA 92121	VP, General Counsel & Sec.

Signatures

Marie C. Mendoza, by Eva Yee,
Attorney-In-Fact 08/12/2016

__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).
- (1) Each restricted stock unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
- (2) RSUs were granted and previously reported on a Form 4 filed January 5, 2016. Of these RSUs, three tranches of 2,000 RSUs were released on August 10, 2016.
- (3) Shares withheld in a net transaction to satisfy the minimum tax liability, in accordance with Issuer's trading policies, in connection with shares released as reported in this Form 4.
- (4) Includes 235 shares purchased through the Issuer's Employee Stock Purchase Plan and 7,042 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.

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