

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

June 09, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Beaman Gerald R

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/05/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Unmanned Sys. Div.

SAN DIEGO, CA 92121

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 06/05/2015                           |  | M                              |   | 3,000 (2) \$ 0  | D  |                                   |
| Common Stock                    | 06/05/2015                           |  | F                              |   | 1,100 (3) \$ 5.92   | D  |                                   |
| Common Stock                    | 06/09/2015                           |  | M                              |   | 3,000 (2) \$ 0  | D  |                                   |
| Common Stock                    | 06/09/2015                           |  | F                              |   | 1,100 (3) \$ 5.95   | D  |                                   |
| Common Stock                    | 06/09/2015                           |  | F                              |   | 1,467 (4) \$ 4.99   | D  |                                   |

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

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SEC 1474  
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (1)  | 06/05/2015                           |  | M                              | 3,000   | (2) (2)  | Common Stock  | 3,000   |
| Restricted Stock Units                     | (1)  | 06/09/2015                           |  | M                              | 3,000   | (2) (2)  | Common Stock  | 3,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Beaman Gerald R<br>4820 EASTGATE MALL<br>SUITE 200<br>SAN DIEGO, CA 92121 |               |           | President, Unmanned Sys. Div. |       |

## Signatures

Gerald R. Beaman, by Eva Yee,  
Attorney-In-Fact  
Date: 06/09/2015

\_\_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)

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RSUs were granted and previously reported on a Form 4 filed January 5, 2015. Of these RSUs, 3,000 RSUs were released on June 5, 2015 and 3,000 RSUs were released on June 9, 2015.

- (3) Shares withheld for payment of minimum tax liability, in accordance with Issuer's trading policies, in connection with shares released as reported in this Form 4.
- (4) Shares withheld for payment of minimum tax liability, in accordance with Issuer's trading policies, in connection with shares vested as reported on Form 4 filed January 5, 2015.
- (5) Includes 2,311 shares purchased through Issuer's Employee Stock Purchase Plan and 3,527 shares held in the 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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