## Edgar Filing: KEYW HOLDING CORP - Form 4

KEYW HOI	LDING CORP									
Form 4										
February 11,	, 2014									
FORM	<b>14</b> UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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							PPROVAL 3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	ger 6. r Filed p ns cinue.							January 3 Expires: 200 Estimated average burden hours per response 0.		
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> MINIHAN KENNETH A		2. Issuer Name <b>and</b> Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				KEYW HOLDING CORP [KEYW]						
(Last) (First) (Middle) 3. Date of Earlie (Month/Day/Ye 02/07/2014			ay/Year)	ansaction			X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	ual or Joint/Group Filing(Check Line) filed by One Reporting Person ïled by More than One Reporting			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securit	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			SecuritiesBeneficiallyOwnedFollowingReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common stock, par value \$0.001	02/07/2014			Code V	Amount 3,000 (1)		Price \$ 0	(Instr. 3 and 4) 12,000	D	

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

Persons who respond to the collection of information contained in this form are not 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 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. Transactio Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		•		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh	
Non-qualified stock options	\$ 17.11	02/07/2014		А	9,000	02/07/2014(2)	02/06/2024	Common stock	9	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	Director 10% Owner		Officer Other			
MINIHAN KENNETH A	х						
Signatures	u in Fast	for Vour oth					

/s/ Sarah E. Roberts as Attorney-in-Fact for Kenneth Minihan	02/11/2014	
**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) Restricted Stock Award issued pursuant to the terms and conditions of the Company's 2013 Stock Incentive Plan. Restricted Stock vests 2/7/2017 (three year cliff vesting).

(2) The options vest in four equal annual installments beginning on the date indicated in this column.

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.