

OAK IX AFFILIATES FUND A LP

Form 4

November 21, 2014

**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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARANO BANDEL L

(Last) (First) (Middle)

C/O OAK INVESTMENT  
PARTNERS, 901 MAIN AVENUE,  
SUITE 600

(Street)

NORWALK, CT 06851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

KRATOS DEFENSE & SECURITY  
SOLUTIONS, INC. [KTOS]

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

11/19/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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.**

SEC 1474  
(9-02)

**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. 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Option (Right to Buy)	\$ 5.06	11/19/2014		A		3,212 (1)		11/19/2014(2)	11/19/2024	Common Stock	3,212

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARANO BANDEL L C/O OAK INVESTMENT PARTNERS 901 MAIN AVENUE, SUITE 600 NORWALK, CT 06851	X	X		
Oak Investment Partners XIII, Limited Partnership 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851			X	
OAK INVESTMENT PARTNERS X LTD PARTNERSHIP 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851			X	
OAK X AFFILIATES FUND LP 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851			X	
OAK INVESTMENT PARTNERS IX L P 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851			X	
OAK IX AFFILIATES FUND LP 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851			X	

OAK IX AFFILIATES FUND A LP  
901 MAIN AVENUE  
SUITE 600  
NORWALK, CT 06851

X

## Signatures

Bandel L. Carano	11/19/2014
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak Associates XIII, LLC, general partner of Oak Investment Partners XIII, Limited Partnership	11/19/2014
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak Associates X, LLC, general partner of Oak Investment Partners X, Limited Partnership	11/19/2014
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak X Affiliates, LLC, general partner of Oak X Affiliates Fund, Limited Partnership	11/19/2014
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak Associates IX, LLC, general partner of Oak Investment Partners IX, Limited Partnership	11/19/2014
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund, Limited Partnership	11/19/2014
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund-A, Limited Partnership	11/19/2014
__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) Represents options received in lieu of cash fees from Mr. Carano's service on the Issuer's Board of Directors as approved by the Board of Directors. The grant is effective November 19, 2014.
- (2) The Director Options became fully exerciseable on the date of the grant.
- (3) Not applicable
- (4) Includes Director Option to purchase 150 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners X, Limited Partnership ("Oak X"); Director Option to purchase 2 shares of Common Stock, which is held by Mr. Carano on behalf of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates"); and Director Option to purchase 3,060 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners XIII, Limited Partnership ("Oak XIII"). Mr. Carano is a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak X, a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates and a Managing Member of Oak Associates XIII, L.L.C., the General Partner of Oak XIII.

### Remarks:

Bandel L. Carano is a Director of the Issuer.

This Form 4 is being filed by Bandel L. Carano, Oak XIII, Oak X, Oak X Affiliates, Oak Investment Partners IX, Limited Partnership.

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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