

OAK IX AFFILIATES FUND A LP

Form 3

May 14, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Oak Investment Partners XIII,  
Limited Partnership

(Last) (First) (Middle)

ONE GORHAM ISLAND

(Street)

WESTPORT,Â CTÂ 06880

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
05/14/2012

3. Issuer Name **and** Ticker or Trading Symbol

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.  
[KTOS]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

COMMON STOCK

11,000,000 <sup>(1)</sup>

D

Â

COMMON STOCK

267,786 <sup>(2)</sup>

D

Â

COMMON STOCK

2,853 <sup>(3)</sup>

D

Â

COMMON STOCK

6,427 <sup>(4)</sup>

D

Â

COMMON STOCK

539,618 <sup>(5)</sup>

D

Â

COMMON STOCK

8,661 <sup>(6)</sup>

D

Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	01/01/2013	COMMON STOCK	2,000 <u>(8)</u>	\$ 60.1	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	01/02/2014	COMMON STOCK	2,000 <u>(8)</u>	\$ 148.6	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	01/03/2015	COMMON STOCK	2,000 <u>(8)</u>	\$ 94.4	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	08/17/2015	COMMON STOCK	475 <u>(8)</u>	\$ 49.5	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	09/07/2015	COMMON STOCK	105 <u>(8)</u>	\$ 57	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	11/16/2015	COMMON STOCK	99 <u>(8)</u>	\$ 55.5	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	01/03/2016	COMMON STOCK	2,000 <u>(8)</u>	\$ 51	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	03/22/2016	COMMON STOCK	451 <u>(8)</u>	\$ 38.8	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	05/17/2016	COMMON STOCK	230 <u>(8)</u>	\$ 36.9	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	09/06/2016	COMMON STOCK	155 <u>(8)</u>	\$ 22.5	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	11/17/2016	COMMON STOCK	589 <u>(8)</u>	\$ 22.9	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	02/28/2017	COMMON STOCK	592 <u>(8)</u>	\$ 21.1	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>

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DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	05/16/2017	COMMON STOCK	255 <u>(8)</u>	\$ 13.7	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	09/04/2017	COMMON STOCK	383 <u>(8)</u>	\$ 27.4	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	11/14/2017	COMMON STOCK	239 <u>(8)</u>	\$ 23	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	02/27/2018	COMMON STOCK	514 <u>(8)</u>	\$ 20.4	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	05/20/2018	COMMON STOCK	305 <u>(8)</u>	\$ 18	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	09/17/2018	COMMON STOCK	294 <u>(8)</u>	\$ 18.7	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	11/05/2018	COMMON STOCK	517 <u>(8)</u>	\$ 14.5	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	03/06/2019	COMMON STOCK	1,591 <u>(8)</u>	\$ 6.6	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	06/04/2019	COMMON STOCK	1,180 <u>(8)</u>	\$ 7.2	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	09/17/2019	COMMON STOCK	763 <u>(8)</u>	\$ 8.52	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	11/10/2019	COMMON STOCK	1,042 <u>(8)</u>	\$ 10.08	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	02/25/2020	COMMON STOCK	585 <u>(8)</u>	\$ 12.84	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	05/11/2020	COMMON STOCK	683 <u>(8)</u>	\$ 12.46	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	09/20/2010	COMMON STOCK	1,094 <u>(8)</u>	\$ 10.97	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u> <u>(8)</u>
DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u>	Â <u>(9)</u>	11/18/2020	COMMON STOCK	996 <u>(8)</u>	\$ 10.55	I <u>(7)</u> <u>(8)</u>	SEE FOOTNOTES <u>(7)</u>

DIRECTOR OPTION (RIGHT TO BUY) <sup>(7)</sup>	Â <sup>(9)</sup>	03/10/2021	COMMON STOCK	1,188 <sup>(8)</sup>	\$ 13.89	I <sup>(7)</sup> <sup>(8)</sup>	<sup>(8)</sup> SEE FOOTNOTES <sup>(7)</sup> <sup>(8)</sup>
DIRECTOR OPTION (RIGHT TO BUY) <sup>(7)</sup>	Â <sup>(9)</sup>	05/27/2021	COMMON STOCK	1,000 <sup>(8)</sup>	\$ 12	I <sup>(7)</sup> <sup>(8)</sup>	<sup>(8)</sup> SEE FOOTNOTES <sup>(7)</sup> <sup>(8)</sup>
DIRECTOR OPTION (RIGHT TO BUY) <sup>(7)</sup> <sup>(10)</sup>	Â <sup>(9)</sup>	09/15/2021	COMMON STOCK	1,412 <sup>(8)</sup>	\$ 8.5	I <sup>(7)</sup> <sup>(8)</sup>	<sup>(8)</sup> SEE FOOTNOTES <sup>(7)</sup> <sup>(8)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oak Investment Partners XIII, Limited Partnership ONE GORHAM ISLAND WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
OAK INVESTMENT PARTNERS IX L P Â	Â	Â X	Â	Â
OAK IX AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
OAK IX AFFILIATES FUND A LP ONE GORHAM ISLAND WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
OAK INVESTMENT PARTNERS X LTD PARTNERSHIP Â	Â	Â X	Â	Â
OAK X AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â

## Signatures

/s/ Bandel L. Carano, as managing member of Oak Associates XIII, LLC, the General Partner of Oak Investment Partners XIII, Limited Partnership

05/14/2012

\_\_Signature of Reporting Person

Date

/s/ Bandel L. Carano, as managing member of Oak Associates XIII, LLC

05/14/2012

\_\_Signature of Reporting Person

Date

/s/ Bandel L. Carano, as managing member of Oak Associates IX, LLC, the General Partner of Oak Investment Partners IX, Limited Partnership

05/14/2012

\_\_Signature of Reporting Person

Date

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/s/ Bandel L. Carano, as managing member of Oak Associates IX, LLC	05/14/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, as managing member of Oak IX Affiliates, LLC, the General Partner of Oak IX Affiliates Fund, Limited Partnership	05/14/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, as managing member of Oak IX Affiliates, LLC, the General Partner of Oak IX Affiliates Fund-A, Limited Partnership	05/14/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, as managing member of Oak IX Affiliates, LLC	05/14/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, as managing member of Oak Associates X, LLC, the General Partner of Oak Investment Partners X, Limited Partnership	05/14/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, as managing member of Oak Associates X, LLC	05/14/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, as managing member of Oak X Affiliates, LLC, the General Partner of Oak X Affiliates Fund, Limited Partnership and as managing member of Oak X Affiliates, LLC	05/14/2012
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares directly owned by Oak Investment Partners XIII, Limited Partnership ("Oak XIII"). These shares were purchased pursuant to a public offering of the Issuer that closed on May 14, 2012.
- (2) Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX").
- (3) Represents shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates").
- (4) Represents shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A").
- (5) Represents shares directly owned by Oak Investment Partners X, Limited Partnership ("Oak X").
- (6) Represents shares directly owned by Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates" and together with Oak XIII, Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, and Oak X, the "Oak Funds").
- (7) Represents options received in lieu of cash fees from Bandel Carano's service on the Issuer's Board of Directors. Mr. Carano is a Managing Member of (i) Oak Associates XIII, LLC, the General Partner of Oak XIII, (ii) Oak Associates IX, LLC, the General Partner of Oak IX, (iii) Oak IX Affiliates, LLC, the General Partner of each of Oak IX Affiliates and Oak IX Affiliates-A, (iv) Oak Associates X, LLC, the General Partner of Oak X, and (v) Oak X Affiliates, LLC, the General Partner of Oak X Affiliates.
- (8) Mr. Carano has Director Options exercisable for a total of 28,930 shares of Common Stock, 28,470 shares of which are held by Mr. Carano on behalf of Oak X and 460 shares of which are held by Mr. Carano on behalf of Oak X Affiliates. Approximately 98.4% of each option grant is held by Mr. Carano on behalf of Oak X and approximately 1.6% of each such option grant is held by Mr. Carano on behalf of Oak X Affiliates.
- (9) All options are immediately exercisable.
- (10) Reporting Person has two additional Director Options to report but the maximum number of rows/entries for Table II on the electronic Form 4 have been exceeded. The two additional Director Options to be reported are as follows: (1) Director Option (Right to Buy) (footnote 7), Date Exercisable: footnote 9, Expiration Date: 11/14/2021, Title: Common Stock, Amount or Number of Shares: 2,254 (footnote 8), Conversion or Exercise Price: 5.77, Ownership: Indirect (footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8; and (2) Director Option (Right to Buy) (footnote 7), Date Exercisable: footnote 9, Expiration Date: 3/15/2022, Title: Common Stock, Amount or Number of Shares: 1,939(footnote 8), Conversion or Exercise Price:

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6.19, Ownership: Indirect (footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8.

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### Remarks:

OakÂ IX,Â OakÂ IXÂ Affiliates,Â OakÂ IXÂ Affiliates-A,Â OakÂ XÂ andÂ OakÂ XÂ Affiliates,Â andÂ theirÂ respective

BandelÂ CaranoÂ isÂ aÂ DirectorÂ ofÂ theÂ IssuerÂ asÂ wellÂ asÂ theÂ ManagingÂ MemberÂ ofÂ theÂ GeneralÂ Partn

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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