

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

November 10, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cervantes de Burgreen Maria

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)
11/08/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP & Corporate Controller

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/08/2016		F		733 ⁽¹⁾ D \$ 6.98	21,024 ⁽²⁾	D
Common Stock	11/08/2016		F		733 ⁽¹⁾ D \$ 6.98	20,291 ⁽²⁾	D
Common Stock	11/08/2016		F		733 ⁽¹⁾ D \$ 6.97	19,558 ⁽²⁾	D
Common Stock	11/08/2016		F		734 ⁽¹⁾ D \$ 6.91	18,824 ⁽²⁾	D
Common Stock	11/08/2016		F		751 ⁽¹⁾ D \$ 6.53	18,073 ⁽²⁾	D

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cervantes de Burgreen Maria 4820 EASTGATE MALL SUITE 200 SAN DIEGO, CA 92121			VP & Corporate Controller	

Signatures

Maria Cervantes de Burgreen, by Eva Yee,
Attorney-In-Fact 11/10/2016

__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) Restricted stock units ("RSUs") representing contingent rights to receive common stock were previously reported in Table I on a Form 3 filed May 20, 2016 ("Form 3"). Of these RSUs, five tranches of 2,000 RSUs were released on November 8, 2016 and shares were withheld in net transactions to satisfy the minimum tax liability, in accordance with Issuer's trading policies, in connection with shares released.

(2) Includes 323 shares purchased through Issuer's Employee Stock Purchase Plan; 434 shares held in Issuer's 401(k) Plan; 1,000 RSUs that vest 100% on May 22, 2017, subject to the terms of the RSU agreement, as reported on the Form 3; and 10,000 RSUs that vest on May 12, 2021, subject to the terms of the RSU agreement, as reported on the Form 3.

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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