SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Add Adelman Jo		R (I			er Name and Ticker or Trac TOS DEFENSE &		Y SO	<u>LUTIONS, I</u>	<u>NC.</u> [KTOS]	
(Last) (First) (Middle) 4820 EASTGATE MALL SUITE 200 (Street) SAN DIEGO CA 92121 (City) (State) (Zip)		92121			tionship of Reporting Perso all applicable) Director Officer (give title below) Pres., Microwave E	10% Owner Other (specify below)	(N 6.	Ionth/Day/Year) Individual or Join oplicable Line) X Form filed b	ate of Original Filed /Group Filing (Check y One Reporting Person y More than One erson	
		, T	able I - Non-Derivati	ive Se	ecurities Beneficial	y Owned				
1. Title of Security (Instr. 4)					nt of Securities ally Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stoc	k				8,000	D				
Common Stock					2,000 ⁽¹⁾	D				
Common Stoc	k				5,200 ⁽²⁾	D				
Common Stock					30,000 ⁽³⁾	D				
		(e.g	Table II - Derivative J., puts, calls, warra		urities Beneficially ptions, convertible		·			
Expiration Date			2. Date Exercisable and Expiration Date	nd 3. Title and Amount of Securities 4. Underlying Derivative Security (Instr. 4) Conversion				5. Ownership	6. Nature of Indirect Beneficial Ownership	

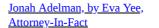
. The of Derivative Security (insult 4)	Expiration Date (Month/Day/Year)		Underlying Derivative Security (Instr. 4)		or Exercise	Ownership Form: Direct (D)	Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security (I) (Instr. 5)	or Indirect		

Explanation of Responses:

1. The reporting person was granted 10,000 Restricted Stock Units (RSUs) on March 30, 2011, which vest 20% annually beginning March 30, 2012, unless earlier vested or forfeited pursuant to the terms of the RSU agreement. 2,000 RSUs represent the remaining unvested units. Each RSU represents a contingent right to receive one share of Issuer's common stock.

2. The reporting person was granted 5,200 RSUs on March 30, 2012, which vest 100% on January 3, 2017, unless earlier vested or forfeited pursuant to the terms of the RSU agreement. Each RSU represents a contingent right to receive one share of Issuer's common stock.

3. The reporting person was granted 30,000 RSUs on August 21, 2015, which vest 100% on August 21, 2020, unless earlier vested or forfeited pursuant to the terms of the RSU agreement. Each RSU represents a contingent right to receive one share of Issuer's common stock.



08/24/2015

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY For Section 16(a) of the Securities Exchange Act of 1934, as amended, Filings

Know all by these presents that the undersigned hereby constitutes and appoints Eva Yee, the undersigned's true and lawful attorney-in-fact to:

Do and perform all acts for and on behalf the undersigned 1) which may be necessary or desirable to apply for and obtain and maintain EDGAR Access Codes to be used on behalf of the undersigned for Electronic Filing of all Section 16(a) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") filings; Execute for and on behalf of the undersigned, in the 2) undersigned's capacity as a Section 16(a) Reporting Officer of Kratos Defense & Security Solutions, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder; Do and perform any and all acts for and on behalf of the 3) undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any other authority; and

4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, or in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-infact's discretion.

The undersigned hereby grants to such attorney-in-fact, full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12 day of August, 2015.

Signature: /s/ Jonah Adelman

Name: Jonah Adelman

[Graphic of Notary Seal] Chaim Crown Notary