FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| gton, D.C. 20549 | OMB APP | OMB APPROVAL | |
|---------------------------|-------------|--------------|--|
| S IN DENEEICIAL OWNEDSHID | OMB Number: | 3235-028 | |

0.5

| or or mindle in beiner force owner. | Estimated average burden |
|--|--------------------------|
| uant to Section 16(a) of the Securities Exchange Act of 1934 | hours per response: |
| dant to become 10(a) of the becomines Exchange 7 of of 1004 | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 1. Name and Address of Reporting Person **KRATOS DEFENSE & SECURITY** Lund Deanna H Director 10% Owner **SOLUTIONS, INC.** [KTOS] Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) **EVP & CFO** 10680 TREENA STREET, SUITE 600 12/20/2019 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) **SAN DIEGO** CA 92131 Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature Transaction **Execution Date** Securities Form: Direct of Indirect (Month/Day/Year) Code (Instr Beneficially (D) or Indirect Beneficial 8) (Month/Dav/Year) Owned Following Ownership (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (A) or (D) Code Amount Price (Instr. 3 and 4) 12/20/2019 **S**⁽¹⁾ Common Stock 7,803(1) D \$18.3187(2) 244,455(3) D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Security Conversion Execution Date Transaction Expiration Date (Month/Day/Year) Amount of derivative Ownership (Month/Day/Year) Derivative or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial (Instr. 3) Price of (Month/Day/Year) Securities Underlying (Instr. 5) Beneficially Direct (D) Ownership (Instr. 4) Derivative Acquired Derivative Owned or Indirect (A) or Disposed (I) (Instr. 4) Security Security (Instr. 3 Following and 4) Reported of (D) Transaction(s) (Instr. 3, 4 and 5) (Instr. 4) Amount

Explanation of Responses:

- 1. This transaction was effected pursuant to a 10b5-1 trading plan adopted by the reporting person.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.40 inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

Date

Exercisable

Expiration

Date

3. Includes 16,626 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 16,246 shares held in Issuer's 401(k) Plan

Code

(A) (D)

<u>Deanna H. Lund, by Eva Yee</u>, <u>Attorney-In-Fact</u>

12/20/2019

** Signature of Reporting Person Date

Number

Shares

Title

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 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).

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.