FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPRO	VAL

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

## 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

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 Address of Reporting Person* <u>Judd Jane Elizabeth</u>					KF	2. Issuer Name and Ticker or Trading Symbol KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [ KTOS ]									lationship d k all applic Directo	,			
(Last) (First) (Middle) 4820 EASTGATE MALL				3. Date of Earliest Transaction (Month/Day/Year) 03/20/2014										Officer below)	(give title		Other (s	pecify	
(Street) SAN DIEGO CA 92121		,	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)	6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(City) (State) (Zip)													Person					
		Tab	le I - Non	-Deriva	ative	Sec	curities	s Ac	quired, D	isp	osed o	f, or Be	nefi	cially	Owned				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					ar) E	A. Deemed xecution Date, any Month/Day/Year)		3. Transaction Code (Instr. 8) 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)					s ally ollowing	Form	: Direct C Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership			
								Code V	·	Amount	(A) o (D)	(A) or (D)		Transact	saction(s) r. 3 and 4)			(Instr. 4)	
	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 D if any (Month/Day/	ate, Tr	Transaction Code (Instr.		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 ar of Securi Underlyir Derivative (Instr. 3 a	ties Ig e Secu		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Owners Form: Direct (I or Indire (I) (Instr	Ownership	Beneficial Ownership (Instr. 4)
				C	ode	v	(A)	(D)	Date Exercisable		xpiration ate	Title	or	ount nber ires					
Restricted Stock	(1)	03/20/2014			A		10,000		(2)		(2)	Common Stock	10,	000	\$0	10,000		D	

## **Explanation of Responses:**

- 1. Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
- 2. 5,000 of the RSUs vest 100% on the five year anniversary of the grant date, unless earlier vested or terminated pursuant to the terms of the RSU agreement. The other 5,000 RSUs vest 20% upon each 10% increase in the closing market price of the Issuer's common stock measured from the RSU grant date through the 10-year anniversary of the RSU grant date, unless earlier vested or terminated pursuant to the terms of the RSU agreement, provided that the first vesting shall not occur until the first anniversary of the RSU grant date, at which time that percentage of RSUs shall vest based on increases in the closing market price measured from the RSU grant date through the first anniversary. Vested shares will be delivered to the reporting person on the first date which is administratively practicable for the distribution of the vested shares after termination of service with the Issuer.

Jane E. Judd, by Eva Yee, Attorney-In-Fact

03/24/2014

\*\* 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 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.

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:

- 1) Do and perform all acts for and on behalf the undersigned 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;
- 2) Execute for and on behalf of the undersigned, in the 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;
- 3) Do and perform any and all acts for and on behalf of the 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-in-fact'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 3rd day of January, 2011.

Signature: /s/ Jane Elizabeth Judd

Name: Jane Elizabeth Judd

State of California )
County of San Diego )

On January 3, 2011 before me,
Kathrine A. Foster, Notary Public, personally

appeared
(name and title of the
officer)
Jane Elizabeth Judd, who proved
to me on the basis of satisfactory evidence to be the person
whose name is subscribed to the within instrument and
acknowledged to me that she executed the same in
her authorized capacity, and that by her
signature on the instrument the person, or the entity upon

behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

/s/ Kathrine A. Foster Signature of Notary Public Notary Public Seal Graphic of Notary Public Seal Kathrine A. Foster Commission # 1886047 Notary PUblic - California San Diego County My Comm. Expires April 17, 2014