

OMB APPROVAL	
OMB Number:	3235-0287
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>Carrai Phillip D</u> <hr/> (Last) (First) (Middle) 10680 TREENA STREET, SUITE 600 <hr/> (Street) SAN DIEGO CA 92131 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KRATOS DEFENSE &amp; SECURITY SOLUTIONS, INC. [ KTOS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <b>President, STC Division</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/05/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/05/2019		S		12,619 <sup>(1)</sup>	D	\$19.8877 <sup>(2)</sup>	164,136 <sup>(7)</sup>	D	
Common Stock	08/05/2019		I		16,889 <sup>(3)</sup>	D	\$19.55 <sup>(3)</sup>	147,247 <sup>(8)</sup>	D	
Common Stock	08/06/2019		S		966 <sup>(1)</sup>	D	\$19.3323 <sup>(4)</sup>	146,281 <sup>(9)</sup>	D	
Common Stock	08/06/2019		S		51,538 <sup>(1)</sup>	D	\$19.2735 <sup>(5)</sup>	94,743 <sup>(9)</sup>	D	
Common Stock	08/05/2019		S		12,379 <sup>(1)</sup>	D	\$19.797 <sup>(6)</sup>	46,644 <sup>(10)</sup>	I	by trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Open market sale of Issuer's common stock made in accordance with Issuer's trading policies.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.80 to \$20.00 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.
- Transfer of common stock held through Issuer's 401(k) Plan, as valued based on 8/5/2019 Issuer common stock closing price.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.305 to \$19.375 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.15 to \$19.405 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.76 to \$19.835 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.
- Includes 13,837 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 16,889 shares held in Issuer's 401(k) Plan.
- Includes 13,837 shares purchased through Issuer's Employee Stock Purchase Plan.
- Includes 12,871 shares purchased through Issuer's Employee Stock Purchase Plan.
- Includes 6,921 shares purchased through Issuer's Employee Stock Purchase Plan and subsequently transferred to trust.

Phillip D. Carrai, by Eva Yee, Attorney-In-Fact 08/06/2019

\*\* 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.**