

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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>CARANO BANDELL</u>  (Last) (First) (Middle) <u>C/O OAK INVESTMENT PARTNERS</u> <u>525 UNIVERSITY AVENUE, SUITE 1300</u>  (Street) <u>PALO ALTO CA 94301</u>  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2018</u>	
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	08/07/2018		P		10,000	A	\$12.6957	616,098	D <sup>(1)</sup>	
Common Stock								12,934,207	I	See <sup>(2)(3)</sup>

**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:**

- Represents shares of Common Stock directly owned by Bandel L. Carano.
- Represents 267,786 shares of Common Stock beneficially owned by Oak Investment Partners IX, Limited Partnership ("Oak IX"); 2,853 shares of Common Stock beneficially owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates"); 6,427 shares of Common Stock beneficially owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A"); 1,630,960 shares of Common Stock beneficially owned by Oak Investment Partners X, Limited Partnership ("Oak X"); 26,181 shares of Common Stock beneficially owned by Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates"); and 11,000,000 shares of Common Stock beneficially owned by Oak Investment Partners XIII, Limited Partnership ("Oak XIII").
- Bandel L. Carano is a Director of the Issuer. Mr. Carano is a Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak IX; a Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates and Oak IX Affiliates-A; a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak X; a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates; and a Managing Member of Oak Associates XIII, L.L.C., the General Partner of Oak XIII.

**Remarks:**

Bandel L. Carano 08/08/2018  
 \*\* 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.

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