

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 11, 2019**

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-34460
(Commission
File Number)

13-3818604
(I.R.S. Employer
Identification No.)

10680 Treena St., Suite 600
San Diego, CA 92131
(Address of Principal Executive Offices) (Zip Code)

(858) 812-7300
(Registrant's telephone number, including area code)

N/A
(Former Name, or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 11, 2019 Kratos Defense & Security Solutions, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “Commission”) a prospectus supplement dated March 11, 2019, pursuant to rule 424(b)(7) under the Securities Act of 1933, as amended, pursuant to the Company’s effective shelf registration statement on Form S-3ASR (Registration No. 333-220339), filed with the Commission on September 5, 2017. The prospectus supplement was filed to register the resale from time to time by certain selling stockholders of up to 1,825,406 shares of the Company’s common stock.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 5.1 [Opinion of Paul Hastings LLP as to the legality of the securities being registered.](#)
- 23.1 Consent of Paul Hastings LLP (contained in the opinion filed as Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 11, 2019

Kratos Defense & Security Solutions, Inc.,

By: /s/ Marie Mendoza

Name: Marie Mendoza

Title: Vice President, General Counsel and
Secretary

PAUL HASTINGS

March 11, 2019

76942.00039

Kratos Defense & Security Solutions, Inc.
10680 Trenea Street.
Suite 600
San Diego, CA 92131

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Kratos Defense & Security Solutions, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation and filing by the Company of a prospectus supplement (the "**Prospectus Supplement**") with the U.S. Securities and Exchange Commission (the "**Commission**") pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended (the "**Act**"), on or about the date hereof, with respect to the resale from time to time by the selling stockholders of the Company, as detailed in the Prospectus Supplement, of up to 1,825,406 shares of the Company's common stock, par value \$0.001 per share (the "**Shares**"), pursuant to a Registration Statement on Form S-3ASR (File No. 333-220339) (the "**Registration Statement**") filed by the Company with the Commission under the Act on September 5, 2017, the prospectus contained therein (the "**Base Prospectus**"), and the Prospectus Supplement.

As such counsel and for purposes of the opinion set forth herein, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company, certificates of public officials, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth herein, including, without limitation:

- i. the Registration Statement;
 - ii. the Base Prospectus;
 - iii. the Prospectus Supplement;
 - iv. the Amended and Restated Certificate of Incorporation of the Company and all amendments and supplements thereto, certified by the Secretary of State of the State of Delaware as of February 27, 2019 and certified by an officer of the Company as of the date hereof;
 - v. the Second Amended and Restated Bylaws of the Company, as amended, certified by an officer of the Company as of the date hereof;
 - vi. a certificate of the Secretary of State of the State of Delaware as to the incorporation and good standing of the Company under the laws of the State of Delaware as of March 11, 2019 (the "**Good Standing Certificate**"); and
 - vii. certain resolutions adopted by the board of directors of the Company on February 26, 2019.
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In addition, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth herein.

In such examination and in rendering the opinion set forth herein, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the legal capacity and authority of all persons or entities (other than the Company) executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (iii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iv) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to the originals thereof, and that such originals are authentic and complete; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to the opinion set forth herein and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company.

Based upon the foregoing, and in reliance thereon, and subject to the limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the law of any jurisdiction other than, as in effect on the date of this opinion letter, the General Corporation Law of the State of Delaware.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly addressed herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely to you in connection with the preparation and filing by the Company of the Prospectus Supplement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act solely for such purpose. This opinion letter is rendered to you as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We consent to the filing of this opinion letter as an exhibit to the Company's Current Report on Form 8-K filed with the Commission on or around March 11, 2019, the incorporation by reference of this opinion letter in the Registration Statement and to the reference to our firm under the caption "Legal Matters" in

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the Prospectus Supplement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP