SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person' (Check all applicable) **KRATOS DEFENSE & SECURITY** Lund Deanna H Director 10% Owner SOLUTIONS, INC. [KTOS] Officer (give title Other (specify Х below) below) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) EVP & CFO 04/06/2020 10680 TREENA STREET, SUITE 600 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) SAN DIEGO 92131 X Form filed by One Reporting Person CA 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) 6. Ownership Form: Direct 7. Nature of Indirect 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of Execution Date Transaction Securities Date (Month/Dav/Year) if any (Month/Day/Year) Code (Instr. Beneficially (D) or Beneficial Indirect (I) Ownership (Instr. 4) 8) Owned Following (Instr. 4) Reported (A) or (D) Transaction(s) (Instr. 3 and 4) Code v Amount Price

6,000⁽¹⁾ \$14.0302(2) **S**⁽¹⁾ Common Stock 04/06/2020 D 266,057(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 Conversion Execution Date Transaction Ownership Derivative Date Expiration Date Amount of Derivative derivative of Indirect if any (Month/Day/Year) Security (Instr. 3) or Exercise Price of (Month/Dav/Year) Code (Instr. Derivative (Month/Day/Year) Securities Security (Instr. 5) Securities Form: Beneficial 8) Ownership (Instr. 4) Securities Acquired Underlying Beneficially Direct (D) Derivative Derivative Owned or Indirect Security (A) or Security (Instr. 3 and 4) Following (I) (Instr. 4) Disposed Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount or Number Expiration

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 \$13.87 to \$14.25 inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, 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

Date

3. Includes 16,626 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 16,706 shares held through Issuer's 401(k) Plan.

Code v (A) (D)

<u>Deanna H. Lund, by Eva Yee,</u>	04/08/2020
<u>Attorney-In-Fact</u>	
** Signature of Reporting Person	Date

of

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.