### 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

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1. **Name and Address of Reporting Person:**
   - **DEMARCO ERIC M**
     - (Last) DEMARCO
     - (First) ERIC
     - (Middle) M
     - 10680 TREENA STREET, SUITE 600
     - SAN DIEGO CA 92131

2. **Issuer Name and Ticker or Trading Symbol:**
   - KRATOS DEFENSE & SECURITY SOLUTIONS, INC. (KTOS)

3. **Date of Earliest Transaction (Month/Day/Year):** 01/03/2020

4. **If Amendment, Date of Original Filed:** 01/06/2020

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Units</td>
<td>01/03/2020</td>
<td></td>
<td></td>
<td>A</td>
<td>150,000</td>
<td>$0</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>01/03/2020</td>
<td></td>
<td></td>
<td>A</td>
<td>25,000</td>
<td>25,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>01/03/2020</td>
<td></td>
<td></td>
<td>A</td>
<td>150,000</td>
<td>150,000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Units</td>
<td>01/03/2020</td>
<td>150,000</td>
<td></td>
<td>A</td>
<td>25,000</td>
<td>Common Stock $25,000</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>01/03/2020</td>
<td>150,000</td>
<td></td>
<td>A</td>
<td>150,000</td>
<td>Common Stock $150,000</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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### Explanation of Responses:

1. Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
2. RSUs vest 100% on January 2, 2025, unless earlier vested or terminated pursuant to the terms of the RSU agreement.
3. RSUs vest ratably on each of the first five anniversaries of the date of grant, unless earlier vested or terminated pursuant to the terms of the RSU agreement.

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### Note:
- If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- 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.

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**Signature of Reporting Person**

**Date**

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**Eric M. DeMarco, by Eva Yee**

**Attorney-In-Fact**

**01/06/2020**

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**Estimated average burden hours per response:**

- **3235-0287**
- **0.5**