FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	STATI
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

EMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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* Carter David M (Last) (First) (Middle) 4820 EASTGATE MALL							Issuer Name and Ticker or Trading Symbol KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS] 3. Date of Earliest Transaction (Month/Day/Year) 08/17/2016										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) below) President, DRSS Division					
(Street) SAN DII		tate)	92121 (Zip)	n-Deriv	4. If Amendment, Date of Original Filed (Month/Day/Year) vative Securities Acquired, Disposed of, or Benefic											Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
1. Title of Security (Instr. 3) 2. Tra					action Day/Yea		2A. Deemed Execution Date, if any (Month/Day/Year)		<u>.</u>	3. Transactio		4. Securities Acquired Disposed Of (D) (Instr.		d (A) or	nd :	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
					, ,			Code	de V Amoun			(A) or (D)	Price	- 1	Reported Transact (Instr. 3	tion(s)			(Instr. 4)			
Common		08/17	/17/2016					М		3,000	(2)	Α	\$()	71,2	275 ⁽⁴⁾		D				
Common Stock					/17/2016					F		993(3	3)	D	\$5.	67 70,2		282 ⁽⁴⁾		D		
Common Stock 08/1						5				M		3,000	(2)	A	\$(\$0		3,282 ⁽⁴⁾		D		
Common Stock 08/17					7/2016	5			F		993(3	D \$5.8		89	72,289 ⁽⁴⁾		D					
	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. Deemic Execution if any (Month/Da	Date,	4. Transaction Code (Instr 8)		n of			. Date Ex xpiration Month/Da	Date		7. Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4)			Der Sec	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)		ate xercisabl		xpiration ate	Title		Amount or Number of Shares	1						
Restricted Stock Units	(1)	08/17/2016			М			3,000		(2)		(2)		nmon ock	3,000		\$0	18,000		D		
Restricted Stock	(1)	08/17/2016			M			3,000		(2)		(2)		nmon	3,000		\$ 0	15,000		D		

Explanation of Responses:

Units

- 1. Each restricted stock unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
- 2. RSUs were granted and previously reported on a Form 4 filed January 5, 2016. Of these RSUs, two tranches of 3,000 were released on August 17, 2016.
- 3. Shares withheld in a net transaction to satisfy the minimum tax liability, in accordance with Issuer's trading policies, in connection with shares released as reported in this Form 4.
- 4. Includes 9,544 shares purchased through Issuer's Employee Stock Purchase Plan and 10,893 shares held in Issuer's 401(k) Plan.

David M. Carter, by Eva Yee, Attorney-In-Fact

08/19/2016

** 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.