

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

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

May 15, 2026

Date of Report (Date of earliest event reported)

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 Number)

1 Chisholm Trail
Round Rock, TX 92131
(Address of Principal Executive Offices) (Zip Code)

(512) 238-9840
(Registrant's telephone number, including area code)

(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 (*see* General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	KTOS	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.07. Submission of Matters to a Vote of Security Holders.

On May 12, 2026, the Company held its Annual Meeting. As of the record date for the Annual Meeting, there were 187,333,628 shares of the Company's common stock outstanding. At the Annual Meeting, the holders of 163,944,621 shares were represented in person or by proxy. Set forth below is a brief description of each matter acted upon by the stockholders of the Company at the Annual Meeting and the final voting results for each such proposal. These proposals are set out in more detail in the Company's Proxy Statement.

1. The stockholders considered a proposal to elect each of the individuals named below as directors to serve until the next annual meeting or until their successors are duly elected and qualified. The nominees for election to the Board of Directors were elected, each to serve until the next annual meeting, based upon the following votes:

Nominee	For	Withheld	Broker Non-Votes
Scott Anderson	133,987,961	9,972,861	19,983,799
Bradley Boyd	143,476,284	484,538	19,983,799
Eric DeMarco	142,865,781	1,095,041	19,983,799
Bobbi Doorenbos	141,611,070	2,349,752	19,983,799
William Hoglund	129,413,145	14,547,677	19,983,799
Scot Jarvis	132,134,404	11,826,418	19,983,799
David King	143,485,906	474,916	19,983,799
Deanna Lund	132,986,601	10,974,221	19,983,799
Amy Zegart	130,003,985	13,956,837	19,983,799

2. The stockholders considered a proposal to ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 27, 2026. This proposal was approved based upon the following votes:

For	162,870,324
Against	852,132
Abstain	222,165

3. The stockholders considered a proposal to approve an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock from 195,000,000 to 245,000,000, as presented in the Company's Proxy Statement. This proposal was approved based upon the following votes:

For	161,513,573
Against	2,190,431
Abstain	240,617

4. The stockholders considered a proposal to approve an amendment to the Company's Certificate of Incorporation to provide for officer exculpation, as presented in the Company's Proxy Statement. This proposal was approved based upon the following votes:

For	127,312,589
Against	16,326,148
Abstain	322,085
Broker Non-Votes	19,983,799

5. The stockholders considered a proposal to approve an amendment and restatement of the 2023 Equity Incentive Plan to increase the number of shares of Common Stock issuable under such plan by 6,900,000 shares, as presented in the Company's Proxy Statement. This proposal was approved based upon the following votes:

For	141,381,593
Against	2,279,440
Abstain	299,789
Broker Non-Votes	19,983,799

6. The stockholders considered a proposal to approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers, as presented in the Company's Proxy Statement. This proposal was approved based upon the following votes:

For	139,479,306
Against	4,089,389
Abstain	392,127
Broker Non-Votes	19,983,799

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

104 Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL).

SIGNATURES

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

Date: May 15, 2026

Kratos Defense & Security Solutions, Inc.

By: /s/ Marie Mendoza

Marie Mendoza
Senior Vice President, General Counsel & Secretary