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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-3**  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**KRATOS DEFENSE & SECURITY SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or  
organization)

**4899**  
(Primary Standard Industrial  
Classification Code Number)

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

**4820 Eastgate Mall  
San Diego, California 92121  
(858) 812-7300**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

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**Eric DeMarco**  
**President and Chief Executive Officer**  
**4820 Eastgate Mall**  
**San Diego, California 92121**  
**(858) 812-7300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

Deyan P. Spiridonov  
Teri O'Brien  
Paul, Hastings, Janofsky & Walker LLP  
4747 Executive Drive  
12th Floor  
San Diego, CA 92121  
(858) 458-3000

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-161340

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, par value \$0.001 per share	\$11,094,800	\$1,289

(1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities which remain eligible to be sold under the registration statement on Form S-3 (File No. 333-161340) is hereby registered.

(2) Calculated pursuant to Rule 457(o) under the Securities Act.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.**

## EXPLANATORY NOTE

This Registration Statement is being filed to register an additional \$11,094,800 worth of shares of our common stock, par value \$0.001, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-161340), which was declared effective on August 21, 2009, including all exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinion and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on February 8, 2011.

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

By: /s/ ERIC M. DEMARCO

\_\_\_\_\_  
Eric M. DeMarco  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ ERIC M. DEMARCO _____ Eric M. DeMarco	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 8, 2011
/s/ DEANNA H. LUND _____ Deanna H. Lund	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 8, 2011
/s/ LAURA SIEGAL _____ Laura Siegal	Vice President and Corporate Controller <i>(Principal Accounting Officer)</i>	February 8, 2011
* _____ Scott I. Anderson	Director	February 8, 2011
* _____ Bandel L. Carano	Director	February 8, 2011
* _____ William A. Hoglund	Director	February 8, 2011
* _____ Scot B. Jarvis	Director	February 8, 2011
* _____ Samuel N. Liberatore	Director	February 8, 2011

\*By: /s/ ERIC M. DEMARCO

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Eric M. DeMarco  
*Attorney-in-fact*

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## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Paul, Hastings, Janofsky & Walker LLP
23.1	Consent of Paul, Hastings, Janofsky & Walker LLP (included in Exhibit 5.1 to this filing)
23.2	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP
23.3	Consent of Independent Registered Public Accountants, Amper, Politziner & Mattia LLP
23.4	Independent Registered Public Accounting Firm's Consent, Marcum LLP
23.5	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP
23.6	Consent of Independent Registered Public Accounting Firm, Brightman Almagor Zohar & Co.
24.1	Power of Attorney(1)

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(1) Previously filed on the signature page to Registrant's registration statement on Form S-3 (No. 333-161340), filed with the Securities and Exchange Commission on August 14, 2009.

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[EXPLANATORY NOTE](#)

[SIGNATURES](#)

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Washington, DC

February 8, 2011

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Kratos Defense & Security Solutions, Inc.  
4820 Eastgate Mall  
San Diego, CA 92121

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 filing of a Registration Statement on Form S-3 (the "**Registration Statement**") pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), relating to an aggregate of \$11,094,800 of shares of common stock, par value \$0.001 per share ("**Common Stock**"), of the Company (the "**Shares**"). The Shares are being registered for offering and sale from time to time pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act. The Registration Statement incorporates by reference the Registration Statement on Form S-3 (No. 333-161340), which was declared effective on August 21, 2009, including the prospectus which forms a part of such Registration Statement (the "**Prospectus**"), as supplemented from time to time by one or more prospectus supplements (each, a "**Prospectus Supplement**").

In connection with this opinion, we have examined and relied upon the originals, or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently sought to verify such matters.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents. We have also assumed that, at the time of issuance and sale, a sufficient number of shares of Common Stock is authorized and reserved or available for issuance and that the consideration for the issuance and sale of such shares of Common Stock is not less than the par value of the Common Stock, and that, prior to any offering and sale of the Shares, the Company's board of directors (the "**Board**"), including any appropriate committee appointed thereby, will duly authorize the price at which the Shares are to be issued and sold.

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Our opinion herein is expressed solely with respect to the federal laws of the United States and the Delaware General Corporation Law. We express no opinion as to whether the laws of any jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that, with respect to any offering of the Shares, (i) when the Registration Statement has become effective; (ii) when the Prospectus and any Prospectus Supplement(s) required by applicable laws have been delivered as required by such laws; (iii) if the Shares are to be sold pursuant to a purchase, underwriting or similar agreement, such agreement has been duly authorized, executed and delivered by the Company and the other parties thereto and has become a valid and binding agreement of the Company; (iv) when the Board, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Shares and related matters; and (v) if the issuance and sale of the Shares do not violate any applicable law or the operative certificate of incorporation or bylaws of the Company or result in a default under or breach of any agreement or instrument binding upon the Company and comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, then the Shares, when issued and sold in accordance with a duly authorized, executed and delivered purchase, underwriting or similar agreement, will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement.

Sincerely,

/s/ Paul, Hastings, Janofsky & Walker LLP





**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated March 10, 2010 with respect to the consolidated financial statements and internal control over financial reporting of Kratos Defense & Security Solutions, Inc. incorporated by reference from the Annual Report on Form 10-K for the year ended December 27, 2009 in the Registration Statement on Form S-3, as amended (File No. 333-161340, effective August 21, 2009), which are incorporated by reference in this Registration Statement on Form S-3MEF. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ Grant Thornton LLP

San Diego, California  
February 7, 2011

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[Exhibit 23.2](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Kratos Defense & Security Solutions, Inc. of our report dated March 12, 2010 on the financial statements of Henry Bros. Electronics, Inc. and Subsidiaries as of December 31, 2009 and 2008 and for each of the three years in the period ended December 31, 2009.

/s/ Amper, Politziner & Mattia LLP

February 7, 2011  
Edison, New Jersey

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[Exhibit 23.3](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS](#)

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT**

We consent to the incorporation by reference in this Registration Statement of Kratos Defense & Security Solutions, Inc. on Form S-3 of our report dated October 16, 2009 with respect to our audit of the consolidated financial statements and related consolidated financial statement schedule of Herley Industries, Inc. as of August 2, 2009 and for the fifty-two (52) weeks ended August 2, 2009 and the fifty-three (53) weeks ended August 3, 2008, appearing in the Annual Report on Form 10-K of Herley Industries, Inc. for the fifty-two (52) weeks ended August 1, 2010.

We were dismissed as auditors on February 17, 2010, effective immediately after the filing of Herley Industries, Inc.'s quarterly report on Form 10-Q for the quarter ended January 31, 2010, which was filed with the SEC on March 11, 2010 and, accordingly, we have not performed any audit or review procedures with respect to any financial statements appearing in such prospectus supplement for the periods after the filing of the Form 10-Q for the quarter ended January 31, 2010, which was filed with the SEC on March 11, 2010.

/s/ MARCUM LLP

Melville, New York  
February 8, 2011

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[Exhibit 23.4](#)

[INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT](#)

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Kratos Defense & Security Solutions, Inc.:

We have issued our reports dated October 14, 2010 with respect to the consolidated financial statements, schedule and internal controls over financial reporting included in the Annual Report of Herley Industries, Inc. on Form 10-K for the fifty two week period ended August 1, 2010 included in the Form 8-K of Kratos Defense & Security Solutions, Inc. dated February 7, 2011, incorporated by reference in the Registration Statement on Form S-3, as amended (File No 333-161340, effective August 21, 2009), which is incorporated by reference in this Registration Statement on Form S-3MEF. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Philadelphia, Pennsylvania  
February 8, 2011

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## QuickLinks

[Exhibit 23.5](#)

[Consent of Independent Registered Public Accounting Firm](#)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated October 4, 2010, relating to the financial statements of General Microwave Israel Corp not presented separately herein appearing in the current report on Form 8-K of Kratos Defense & Security Solutions, Inc. dated February 7, 2011.

/s/ BRIGHTMAN ALMAGOR ZOHAR & CO.

Certified Public Accountants  
A member firm of Deloitte Touche Tohmatsu

Tel Aviv, Israel  
February 8, 2011

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[Exhibit 23.6](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)