

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person <sup>†</sup> <u>DEMARCO ERIC M</u>  (Last) (First) (Middle) 10680 TREENA STREET, SUITE 600  (Street) SAN DIEGO CA 92131  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KRATOS DEFENSE &amp; SECURITY SOLUTIONS, INC. [ KTOS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2025		M		115,000 <sup>(2)</sup>	A	\$0	1,185,244 <sup>(6)</sup>	I	by trust
Common Stock	01/01/2025		F		45,531 <sup>(5)</sup>	D	\$26.52	1,139,713 <sup>(6)</sup>	I	by trust
Common Stock	01/02/2025		M		25,000 <sup>(3)</sup>	A	\$0	1,164,713 <sup>(6)</sup>	I	by trust
Common Stock	01/02/2025		F		9,837 <sup>(5)</sup>	D	\$26.38	1,154,876 <sup>(6)</sup>	I	by trust
Common Stock	01/02/2025		M		50,000 <sup>(4)</sup>	A	\$19,674	1,204,876 <sup>(6)</sup>	I	by trust
Common Stock	01/02/2025		F		19,674 <sup>(5)</sup>	D	\$26.38	1,185,202 <sup>(6)</sup>	I	by trust
Common Stock								61,904 <sup>(7)</sup>	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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	01/01/2025		M			115,000	(2)	(2)	Common Stock	115,000	\$0	0	D	
Restricted Stock Units	(1)	01/02/2025		M			25,000	(3)	(3)	Common Stock	25,000	\$0	0	D	
Restricted Stock Units	(1)	01/02/2025		M			50,000	(4)	(4)	Common Stock	50,000	\$0	0	D	

**Explanation of Responses:**

- Each restricted stock unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
- RSUs were granted and previously reported on a Form 4 filed January 5, 2015, where 115,000 RSUs vest 100% on the 10th anniversary of the January 1, 2015 date of grant.
- RSUs were granted and previously reported on a Form 4 filed January 6, 2020, where 25,000 RSUs vest 100% on January 2, 2025.
- RSUs were granted on January 2, 2010 and vested on the 15th anniversary of the date of grant.
- Shares withheld in a net transaction to satisfy the tax liability, in accordance with Issuer's trading policies, in connection with shares vested as reported in this Form 4.
- RSUs were granted to Reporting Person, and per Reporting Person's instructions, the common stock from such released RSUs were issued to Reporting Person's trust.
- Includes 42,910 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 18,994 shares held through Issuer's 401(k).

Eric M. DeMarco, by Eva Yee, Attorney-In-Fact 01/03/2025

\*\* 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.