1. Name and Address of Reporting Person: DEMARCO ERIC M

2. Issuer Name and Ticker or Trading Symbol: KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [ KTOS ]

3. Date of Earliest Transaction (Month/Day/Year): 11/08/2019

4. If Amendment, Date of Original Filed: 11/08/2019

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   X Director
   X Officer (give title below)
   
   President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (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 and 4)</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>Common Stock</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>76,152(1) A</td>
<td>$4.98 138,463(6) D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>25,000(1) A</td>
<td>$4.98 163,463(6) D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>125,000(1) A</td>
<td>$4.98 288,463(6) D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>98,848(1) A</td>
<td>$4.98 387,311(6) D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/08/2019</td>
<td></td>
<td>g(2)</td>
<td>31,519(2) D</td>
<td>$19.75 355,792(6) D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/08/2019</td>
<td></td>
<td>g(1)</td>
<td>200,000(3) D</td>
<td>$19.50 155,792(6) D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/08/2019</td>
<td></td>
<td>g(1)</td>
<td>93,481(1) D</td>
<td>$19.50 62,311(6) D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11,208</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>by spouse</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>2. 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 and 4)</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. 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 Option (right to buy)</td>
<td>$4.98</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>76,152 01/04/2017 01/04/2023 Common Stock 76,152</td>
<td>$0 0 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Option (right to buy)</td>
<td>$4.98</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>25,000 01/04/2018 01/04/2023 Common Stock 25,000</td>
<td>$0 0 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Option (right to buy)</td>
<td>$4.98</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>125,000 01/04/2018 01/04/2023 Common Stock 125,000</td>
<td>$0 0 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Option (right to buy)</td>
<td>$4.98</td>
<td>11/08/2019</td>
<td></td>
<td>M(1)</td>
<td>98,848 11/08/2018 01/04/2023 Common Stock 98,848</td>
<td>$0 0 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Exercise of stock option right to buy, which was granted 1/4/2013.
2. Shares withheld to cover exercise price of certain options exercised.
3. Open market sale of Issuer's common stock made in accordance with Issuer's trading policies.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $19.35 to $19.75 inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $19.37 to $19.76 inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
6. Includes 35,208 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 15,893 shares held in Issuer's 401(k) Plan.

Eric M. DeMarco, by Eva Yee, 11/08/2019
Attorney-In-Fact
** 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).
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.