

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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	
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1. Name and Address of Reporting Person* <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 & 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) 11/08/2019	
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	11/08/2019		M ⁽¹⁾		76,152 ⁽¹⁾	A	\$4.98	138,463 ⁽⁶⁾	D	
Common Stock	11/08/2019		M ⁽¹⁾		25,000 ⁽¹⁾	A	\$4.98	163,463 ⁽⁶⁾	D	
Common Stock	11/08/2019		M ⁽¹⁾		125,000 ⁽¹⁾	A	\$4.98	288,463 ⁽⁶⁾	D	
Common Stock	11/08/2019		M ⁽¹⁾		98,848 ⁽¹⁾	A	\$4.98	387,311 ⁽⁶⁾	D	
Common Stock	11/08/2019		F ⁽²⁾		31,519 ⁽²⁾	D	\$19.75	355,792 ⁽⁶⁾	D	
Common Stock	11/08/2019		S ⁽³⁾		200,000 ⁽³⁾	D	\$19.5042 ⁽⁴⁾	155,792 ⁽⁶⁾	D	
Common Stock	11/08/2019		S ⁽³⁾		93,481 ⁽³⁾	D	\$19.5011 ⁽⁵⁾	62,311 ⁽⁶⁾	D	
Common Stock								499,650	I	by trust
Common Stock								11,208	I	by spouse

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				
Stock Option (right to buy)	\$4.98	11/08/2019		M ⁽¹⁾		76,152		01/04/2017	01/04/2023	Common Stock	76,152	\$0	0	D	
Stock Option (right to buy)	\$4.98	11/08/2019		M ⁽¹⁾		25,000		01/04/2018	01/04/2023	Common Stock	25,000	\$0	0	D	
Stock Option (right to buy)	\$4.98	11/08/2019		M ⁽¹⁾		125,000		01/04/2018	01/04/2023	Common Stock	125,000	\$0	0	D	
Stock Option (right to buy)	\$4.98	11/08/2019		M ⁽¹⁾		98,848		11/08/2018	01/04/2023	Common Stock	98,848	\$0	0	D	

Explanation of Responses:

- Exercise of stock option right to buy, which was granted 1/4/2013.
- Shares withheld to cover exercise price of certain options exercised.
- Open market sale of Issuer's common stock made in accordance with Issuer's trading policies.
- 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.
- 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.
- 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

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.