SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Image: Constraint of Responsible of Respons	Oak Investment Partners XIII, (Month		2. Date of Even Requiring State (Month/Day/Yea 05/14/2012	ement	3. Issuer Name and Ticker or Trading Symbol <u>KRATOS DEFENSE & SECURITY SOLUTIONS, INC.</u> [KTOS]				
Control (Streed) WESTPORT CT 066880 Applicable Line) Form field by One Reporting Form field by One Report Form field by One Report Form field by One Report Fo	(Last) (First)	(Middle)	-		(Check all applicable) Director X	10% Own	er (N	Ionth/Day/Year)	
Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) 3. Ownership Form Direct (D) (Instr. 5) 4. Nature of Indirect Beneficial Own (Instr. 5) COMMON STOCK 11,000,000 ⁽¹⁾ D	WESTPORT CT		-				· •	plicable Line) Form filed Y Form filed	by One Reporting Person by More than One
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COMMON STOCK 8,661 ⁽⁰⁾ D Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities 1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversity (Instr. 5) 5. Ownership Price of Direct (D) (Instr. 5) 6. Nature of Indi Beneficial Owner Direct (D) (Instr. 5) 6. Nature of Indi Beneficial Owner Or Shares 5. Ownership Price of Direct (D) (Instr. 5) 6. Nature of Indi Beneficial Owner Ownership Price of Direct (D) (Instr. 5) 5. Ownership Price of Direct (D) (Instr. 5) 6. Nature of Indi Beneficial Owner Ownership Price of Direct (D) (Instr. 5) 6. Nature of Indi Beneficial Owner Ownership Owners	COMMON STOCK				6,427(4)	D			
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DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 08/17/2015 COMMON STOCK 475 ⁽⁸⁾ 49.5 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 09/07/2015 COMMON STOCK 105 ⁽⁸⁾ 57 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 09/07/2015 COMMON STOCK 105 ⁽⁸⁾ 57 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 11/16/2015 COMMON STOCK 99 ⁽⁸⁾ 55.5 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 01/03/2016 COMMON STOCK 2,000 ⁽⁸⁾ 51 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO	DIRECTOR OPTION	(RIGHT TO BUY) ⁽⁷⁾	(9)	01/02/2014	COMMON STOCK	2,000 ⁽⁸⁾	148.6	I (7)(8)	SEE FOOTNOTES ⁽⁷⁾ ⁽⁸⁾
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DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 01/03/2016 COMMON STOCK 2.000 ⁽⁸⁾ 51 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO	DIRECTOR OPTION	(RIGHT TO BUY) ⁽⁷⁾	(9)	09/07/2015	COMMON STOCK	105(8)	57	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES ⁽⁷⁾ ⁽⁸⁾
	DIRECTOR OPTION	(RIGHT TO BUY) ⁽⁷⁾	(9)	11/16/2015	COMMON STOCK	99 ⁽⁸⁾	55.5	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES ⁽⁷⁾ ⁽⁸⁾
	DIRECTOR OPTION	(RIGHT TO BUY) ⁽⁷⁾	(9)	01/03/2016	COMMON STOCK	2,000 ⁽⁸⁾	51	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES ⁽⁷⁾ ⁽⁸⁾
DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 03/22/2016 COMMON STOCK 451 ⁽⁸⁾ 38.8 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO	DIRECTOR OPTION	(RIGHT TO BUY) ⁽⁷⁾	(9)	03/22/2016	COMMON STOCK	451(8)	38.8	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES ⁽⁷⁾ ⁽⁸⁾
DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 05/17/2016 COMMON STOCK 230 ⁽⁸⁾ 36.9 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO	DIRECTOR OPTION			05/17/2016	COMMON STOCK	230(8)	36.9	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES ⁽⁷⁾ ⁽⁸⁾
DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 09/06/2016 COMMON STOCK 155 ⁽⁸⁾ 22.5 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO			(9)						
DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ (9) 11/17/2016 COMMON STOCK 589 ⁽⁸⁾ 22.9 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO		(RIGHT TO BUY) ⁽⁷⁾		09/06/2016	COMMON STOCK	155 ⁽⁸⁾	22.5	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOES ⁽⁷⁾ ⁽⁸⁾
DIRECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾ ⁽⁹⁾ 02/28/2017 COMMON STOCK 592 ⁽⁸⁾ 21.1 I ⁽⁷⁾⁽⁸⁾ SEE FOOTNO	DIRECTOR OPTION	I (RIGHT TO BUY) ⁽⁷⁾	(9)						SEE FOOTNOES ⁽⁷⁾ (8) SEE FOOTNOTES ⁽⁷⁾ (8)

	·	Year)	Underlying Derivative Securit	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Conversion or Exercise	Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	05/16/2017	COMMON STOCK	255 ⁽⁸⁾	13.7	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	09/04/2017	COMMON STOCK	383(8)	27.4	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	11/14/2017	COMMON STOCK	239(8)	23	I(7)(8)	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	02/27/2018	COMMON STOCK	514 ⁽⁸⁾	20.4	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	05/20/2018	COMMON STOCK	305 ⁽⁸⁾	18	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	09/17/2018	COMMON STOCK	294(8)	18.7	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	11/05/2018	COMMON STOCK	517(8)	14.5	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	03/06/2019	COMMON STOCK	1,591 ⁽⁸⁾	6.6	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	06/04/2019	COMMON STOCK	1,180 ⁽⁸⁾	7.2	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	09/17/2019	COMMON STOCK	763(8)	8.52	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	11/10/2019	COMMON STOCK	1,042(8)	10.08	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	02/25/2020	COMMON STOCK	585 ⁽⁸⁾	12.84	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	05/11/2020	COMMON STOCK	683 ⁽⁸⁾	12.46	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	09/20/2010	COMMON STOCK	1,094(8)	10.97	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	11/18/2020	COMMON STOCK	996 ⁽⁸⁾	10.55	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	03/10/2021	COMMON STOCK	1,188 ⁽⁸⁾	13.89	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾	(9)	05/27/2021	COMMON STOCK	1,000 ⁽⁸⁾	12	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
RECTOR OPTION (RIGHT TO BUY) ⁽⁷⁾⁽¹⁰⁾	(9)	09/15/2021	COMMON STOCK	1,412(8)	8.5	I ⁽⁷⁾⁽⁸⁾	SEE FOOTNOTES
Jame and Address of Reporting Person [*] <u>ak Investment Partners XIII, Limited</u> <u>artnership</u> (First) (Middle NE GORHAM ISLAND eet) ESTPORT CT 0688 ty) (State) (Zip) Jame and Address of Reporting Person [*] <u>AK INVESTMENT PARTNERS IX</u> ast) (First) (Middle	e)) P	_					

(State)

(Zip)

1. Name and Address of Reporting Person^{\star}

(City)

OAK IX AFF	FILIATES FUR	<u>ND LP</u>
(Last) ONE GORHAM	(First) I ISLAND	(Middle)
(Street) WESTPORT	СТ	06880
(City)	(State)	(Zip)
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(Last) ONE GORHAM	(First) I ISLAND	(Middle)
(Street) WESTPORT	СТ	06880
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents shares directly owned by Oak Investment Partners XIII, Limited Partnership ("Oak XIII"). These shares were purchased pursuant to a public offering of the Issuer that closed on May 14, 2012.

2. Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX").

3. Represents shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates").

4. Represents shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A").

5. Represents shares directly owned by Oak Investment Partners X, Limited Partnership ("Oak X").

5. Represents shares unecury owned by Oak investment Parmers A, Linned Parmersinp (Oak A).

6. Represents shares directly owned by Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates" and together with Oak XIII, Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, and Oak X, the "Oak Funds").

7. Represents options received in lieu of cash fees from Bandel Carano's service on the Issuer's Board of Directors. Mr. Carano is a Managing Member of (i) Oak Associates XIII, LLC, the General Partner of Oak XIII, (ii) Oak Associates IX, LLC, the General Partner of Oak IX Affiliates, LLC, the General Partner of Oak IX Affiliates, LLC, the General Partner of Oak X, and (v) Oak A Affiliates, LLC, the General Partner of Oak X Affiliates.

8. Mr. Carano has Director Options exercisable for a total of 28,930 shares of Common Stock, 28,470 shares of which are held by Mr. Carano on behalf of Oak X and 460 shares of which are held by Mr. Carano on behalf of Oak X Affiliates. Approximately 98.4% of each option grant is held by Mr. Carano on behalf of Oak X and approximately 1.6% of each such option grant is held by Mr. Carano on behalf of Oak X Affiliates.

9. All options are immediately exercisable.

10. Reporting Person has two additional Director Options to report but the maximum number of rows/entries for Table II on the electronic Form 4 have been exceeded. The two additional Director Options to be reported are as follows: (1) Director Option (Right to Buy) (footnote 7), Date Exercisable: footnote 9, Expiration Date: 11/14/2021, Title: Common Stock, Amount or Number of Shares: 2,254 (footnote 8), Conversion or Exercise Price: 5.77, Ownership: Indirect (footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8; and (2) Director Option (Right to Buy) (footnote 7), Date Exercisable: footnote 9, Expiration Date: 3/15/2022, Title: Common Stock, Amount or Number of Shares: 1,939(footnote 8), Conversion or Exercise Price: 6.19, Ownership: Indirect (footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8).

Remarks:

Oak IX, Oak IX Affiliates, Oak X Affiliates-A, Oak X and Oak X Affiliates, and their respective General Partners, are filing this report because they may be deemed to be included in a "group" with Oak XIII and its General Partner, which are a Reporting Person with respect to the Issuer. Henceforth, any future changes in the beneficial ownership of the Issuer held by Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X and Oak X Affiliates in the securities of the foregoing entities disclaims beneficial ownership of any securities (except to the extent of its pecuniary interest in such securities) other than any securities reported herein as being directly owned by such entity, and this report shall not be deemed an admission that such entity is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose. Bandel Carano is a Director of the Issuer as well as the Managing Member of the General Partners of the Oak Funds as disclosed in footnote 7 above. Mr. Carano is concurrently filing a Form 4 to report his beneficial interests in the holdings of the Oak Funds and their General Partners. The Oak Funds and Mr. Carano reserve the right to consolidate the filings of the Oak Funds and Mr. Carano in the future.

<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak</u> <u>Associates XIII, LLC, the</u> <u>General Partner of Oak</u> <u>Investment Partners XIII,</u> <u>Limited Partnership</u>

05/14/2012

<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak</u> <u>Associates XIII, LLC</u>	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> managing member of Oak Associates IX, LLC, the General Partner of Oak Investment Partners IX, Limited Partnership	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak</u> <u>Associates IX, LLC</u>	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak IX</u> <u>Affiliates, LLC, the General</u> <u>Partner of Oak IX Affiliates</u> <u>Fund, Limited Partnership</u>	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak IX</u> <u>Affiliates, LLC, the General</u> <u>Partner of Oak IX Affiliates</u> <u>Fund-A, Limited Partnership</u>	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak IX</u> <u>Affiliates, LLC</u>	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak</u> <u>Associates X, LLC, the</u> <u>General Partner of Oak</u> <u>Investment Partners X, Limited</u> <u>Partnership</u>	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> <u>managing member of Oak</u> <u>Associates X, LLC</u>	<u>05/14/2012</u>
<u>/s/ Bandel L. Carano, as</u> managing member of Oak X Affiliates, LLC, the General Partner of Oak X Affiliates Fund, Limited Partnership and as managing member of Oak X	<u>05/14/2012</u>
<u>Affiliates, LLC</u> ** 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 5 (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.