

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

1. Name and Address of Reporting Person* <u>CARANO BANDEL L</u>  (Last) (First) (Middle) <u>C/O OAK INVESTMENT PARTNERS</u> <u>901 MAIN AVENUE, SUITE 600</u>  (Street) <u>NORWALK CT 06851</u>  (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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
Director Option (Right to Buy)	\$7.3	03/28/2014		A		2,227 <sup>(1)</sup>		03/28/2014 <sup>(2)</sup>	03/28/2024	Common Stock	2,227	<sup>(3)</sup>	50,393	D <sup>(4)</sup>	

1. Name and Address of Reporting Person\*  
CARANO BANDEL L  
 (Last) (First) (Middle)  
C/O OAK INVESTMENT PARTNERS  
901 MAIN AVENUE, SUITE 600  
 (Street)  
NORWALK CT 06851  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Oak Investment Partners XIII, Limited Partnership  
 (Last) (First) (Middle)  
901 MAIN AVENUE  
SUITE 600  
 (Street)  
NORWALK CT 06851  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
OAK INVESTMENT PARTNERS X LTD PARTNERSHIP  
 (Last) (First) (Middle)  
901 MAIN AVENUE

SUITE 600

(Street)

NORWALK CT 06851

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[OAK X AFFILIATES FUND LP](#)

(Last)

(First)

(Middle)

901 MAIN AVENUE

SUITE 600

(Street)

NORWALK CT 06851

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[OAK INVESTMENT PARTNERS IX L P](#)

(Last)

(First)

(Middle)

901 MAIN AVENUE

SUITE 600

(Street)

NORWALK CT 06851

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[OAK IX AFFILIATES FUND LP](#)

(Last)

(First)

(Middle)

901 MAIN AVENUE

SUITE 600

(Street)

NORWALK CT 06851

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[OAK IX AFFILIATES FUND A LP](#)

(Last)

(First)

(Middle)

901 MAIN AVENUE

SUITE 600

(Street)

NORWALK CT 06851

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Represents options received in lieu of cash fees from Mr. Carano's service on the Issuer's Board of Directors as approved by the Board of Directors. The grant is effective March 28, 2014.

2. The Director Options became fully exercisable on the date of the grant.

3. Not applicable

4. Includes Director Option to purchase 104 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners X, Limited Partnership ("Oak X"); Director Option to purchase 2 shares of Common Stock, which is held by Mr. Carano on behalf of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates"); and Director Option to purchase 2,121 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners XIII, Limited Partnership ("Oak XIII"). Mr. Carano is a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak X, a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates and a Managing Member of Oak Associates XIII, L.L.C., the General Partner of Oak XIII.

**Remarks:**

Bandel L. Carano is a Director of the Issuer. This Form 4 is being filed by Bandel L. Carano, Oak XIII, Oak X, Oak X Affiliates, Oak Investment Partners IX, Limited Partnership, Oak IX Affiliates Fund, Limited Partnership, and Oak IX Affiliates Fund-A, Limited Partnership, collectively the "Reporting Persons". Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Person, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

[Bandel L. Carano](#) [03/28/2014](#)

[/s/ Bandel L. Carano, Managing  
Member of Oak Associates](#)

[XIII, LLC., general partner of](#) [03/28/2014](#)

[Oak Investment Partners XIII,  
Limited Partnership](#)

[/s/ Bandel L. Carano, Managing Member of Oak Associates X, LLC, general partner of Oak Investment Partners X, Limited Partnership](#) 03/28/2014

[/s/ Bandel L. Carano, Managing Member of Oak X Affiliates, LLC, general partner of Oak X Affiliates Fund, Limited Partnership](#) 03/28/2014

[/s/ Bandel L. Carano, Managing Member of Oak Associates IX, LLC, general partner of Oak Investment Partners IX, Limited Partnership](#) 03/28/2014

[/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund, Limited Partnership](#) 03/28/2014

[/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund-A, Limited Partnership](#) 03/28/2014

\*\* 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.**