FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| Washington, D.C. 20549 |  |
|------------------------|--|
|------------------------|--|

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 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(h)                       |

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.

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

| 1. Name and Address of Reporting Person* <u>Carter David M</u>       |   |  |             |   | <u>KI</u> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol KRATOS DEFENSE & SECURITY |         |   |                         |  |          |  |   |                                    |                    | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner |                                |  |  |   |  |
|--|---|--|-------------|---|-----------|--|---------|---|-------------------------|--|----------|--|---|------------------------------------|--------------------|---|--------------------------------|--|--|---|--|
|  |   |  |             |   |           | SOLUTIONS, INC. [ KTOS ]   |         |   |                         |  |          |  |   |                                    |                    | Office  | er (give title                 |  | Other (  |   |  |
| (Last) (First) (Middle)  |   |  |             |   |           | Date of Earliest Transaction (Month/Day/Year)                                |         |   |                         |  |          |  |   |                                    |                    | Officer (give title Other (specify below)  President, DRSS Division                         |                                |  |  |   |  |
| 10680 TREENA STREET, SUITE 600                                       |   |  |             |   |           | 01/02/2025   |         |   |                         |  |          |  |   |                                    |                    | 11  | esident, D                     | KSS  | DIVISION   |   |  |
| (Street)   |   |  |             |   | 4. If     | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |         |   |                         |  |          |  |   |                                    |                    | 6. Individual or Joint/Group Filing (Check Applicable Line)                                 |                                |  |  |   |  |
| SAN DIEGO CA 92131   |   |  |             |   |           |  |         |   |                         |  |          |  |   | Form filed by One Reporting Person |                    |   |                                |  |  |   |  |
| -  |   |  |             |   |           |  |         |   |                         |  |          |  |   |                                    |                    | Form filed by More than One Repo<br>Person  |                                |  |  |   |  |
| (City) (State) (Zip)   |   |  |             |   |           |  |         |   |                         |  |          |  |   |                                    | reisc              | ווכ   |                                |  |  |   |  |
|  |   | Table                                      | I - I       | Non-Deriva  | tive      | Secu   | ırities | Acc   | quir                    | ed, D  | Disp     | osed of  | f, or E   | 3enefi                             | cially             | Own   | ed                             |  |  |   |  |
| 1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year |   |  |             |   | ar) l     | 2A. Deemed<br>Execution Da<br>if any<br>(Month/Day/                          |         | Date, T   |                         | 3.<br>Fransaction<br>Code (Instr.<br>3)                        |          | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 ar |   |                                    | l 5)               | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported                   |                                | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership           |  |
|  |   |  |             |   |           |  |         | С   | ode                     | v  | Amo      | ount (   | (A) or<br>(D)   | Price                              | Tra                |   | saction(s)<br>c. 3 and 4)      |  | tr. 4)   | (Instr. 4)  |  |
| Common Stock 01/02/2025  |   |  |             |   |           | ;  |         |   | <b>S</b> <sup>(1)</sup> |  | 4,000(1) |  | D   | \$26.4881(2)                       |                    | 2) 103,430(3)   |                                |  | D  |   |  |
|  |   | Tal  | ole         | II - Derivati<br>(e.g., pu                                  |           |  |         |   |                         | ,  |          | ,  |   |                                    | •                  | )wne  | d                              |  | ·  |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | Exe<br>if a | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |           | 4.<br>Transaction<br>Code (Instr.<br>8)                                      |         | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |                         | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |          |  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Inst<br>3 and 4) |                                    | Der<br>Sec<br>(Ins | rice of<br>evative<br>urity<br>tr. 5)   | ive derivative<br>y Securities |  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Natur<br>of Indired<br>Beneficia<br>Ownersh<br>(Instr. 4) |  |
|  |   |  |             |   | Code      | , v  | (A)     | (D)   | Dat                     | te<br>ercisab  |          | Expiration<br>Date   | Title   | Amount or Number of Shares         | r                  | 1 1   |                                |  |  |   |  |

## **Explanation of Responses:**

- 1. This transaction was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 20, 2024.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.26 to \$26.89 inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, 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.
- 3. Includes 11,968 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 3,878 shares held through Issuer's 401(k) Plan.

David M. Carter, by Eva Yee, 01/03/2025 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).
- \*\* 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.