

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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| 1. Name and Address of Reporting Person* <u>Carrai Phillip D</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, STC Division |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 | 01/03/2024 | | M | | 10,000 ⁽³⁾ | A | \$0 | 191,021 ⁽⁹⁾ | D | |
| Common Stock | 01/03/2024 | | F | | 4,510 ⁽⁸⁾ | D | \$18.5 | 186,511 ⁽⁹⁾ | D | |
| Common Stock | 01/03/2024 | | M | | 10,000 ⁽⁴⁾ | A | \$0 | 196,511 ⁽⁹⁾ | D | |
| Common Stock | 01/03/2024 | | F | | 4,923 ⁽⁸⁾ | D | \$18.5 | 191,588 ⁽⁹⁾ | D | |
| Common Stock | 01/03/2024 | | M | | 10,000 ⁽⁵⁾ | A | \$0 | 201,588 ⁽⁹⁾ | D | |
| Common Stock | 01/03/2024 | | F | | 4,510 ⁽⁸⁾ | D | \$18.5 | 197,078 ⁽⁹⁾ | D | |
| Common Stock | 01/04/2024 | | M | | 50,000 ⁽⁶⁾ | A | \$0 | 247,078 ⁽⁹⁾ | D | |
| Common Stock | 01/04/2024 | | F | | 22,550 ⁽⁸⁾ | D | \$18.53 | 224,528 ⁽⁹⁾ | D | |
| Common Stock | 01/04/2024 | | M | | 10,000 ⁽⁷⁾ | A | \$0 | 234,528 ⁽⁹⁾ | D | |
| Common Stock | 01/04/2024 | | F | | 4,510 ⁽⁸⁾ | D | \$18.53 | 230,018 ⁽⁹⁾ | D | |
| Common Stock | | | | | | | | 46,644 | I | by trust |

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 |
| Restricted Stock Units | (1) | 01/04/2024 | | A | | 50,000 | | (2) | (2) | Common Stock | 50,000 | \$0 | 50,000 | D | |
| Restricted Stock Units | (1) | 01/03/2024 | | M | | | 10,000 | (3) | (3) | Common Stock | 10,000 | \$0 | 10,000 | D | |
| Restricted Stock Units | (1) | 01/03/2024 | | M | | | 10,000 | (4) | (4) | Common Stock | 10,000 | \$0 | 30,000 | D | |
| Restricted Stock Units | (1) | 01/03/2024 | | M | | | 10,000 | (5) | (5) | Common Stock | 10,000 | \$0 | 40,000 | D | |
| Restricted Stock Units | (1) | 01/04/2024 | | M | | | 50,000 | (6) | (6) | Common Stock | 50,000 | \$0 | 0 | D | |
| Restricted Stock Units | (1) | 01/04/2024 | | M | | | 10,000 | (7) | (7) | Common Stock | 10,000 | \$0 | 20,000 | D | |

Explanation of Responses:

- Each restricted stock unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
- RSUs vest ratably on each of the first five anniversaries of the date of grant, unless earlier vested or terminated pursuant to the terms of the RSU agreement.
- RSUs were granted and previously reported on a Form 4 filed January 3, 2020, where 50,000 RSUs vest ratably on each of the first five anniversaries of the January 3, 2020 date of grant.
- RSUs were granted and previously reported on a Form 4 filed January 5, 2022, where 50,000 RSUs vest ratably on each of the first five anniversaries of the January 3, 2022 date of grant.

5. RSUs were granted and previously reported on a Form 4 filed January 5, 2023, where 50,000 RSUs vest ratably on each of the first five anniversaries of the January 3, 2023 date of grant.
6. RSUs were granted and previously reported on a Form 4 filed January 8, 2019, where 50,000 RSUs vest on the fifth anniversary of the January 4, 2019 date of grant.
7. RSUs were granted and previously reported on a Form 4 filed January 5, 2021, where 50,000 RSUs vest ratably on each of the first five anniversaries of the January 4, 2021 date of grant.
8. Shares withheld in a net transaction to satisfy the tax liability, in accordance with Issuer's trading policies, in connection with shares vested as reported in this Form 4.
9. Includes 11,385 shares purchased through Issuer's Employee Stock Purchase Plan, and approximately 3,113 shares held through Issuer's 401(k) Plan.

Phillip D. Carrai, by Eva Yee,
Attorney-In-Fact 01/05/2024

** 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.