SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Carter David M	KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS]	Director 10% Owner
(Last) (First) (Middle) 4820 EASTGATE MALL	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2017	X Officer (give title below) Other (specify below) President, DRSS Division
(Street) SAN DIEGO CA 92121	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	06/08/2017		M		3,000[2]	A	$0	97,413[4]	D	
Common Stock	06/08/2017		F		993[3]	D	$10.64	96,420[4]	D	
Common Stock	06/08/2017		M		3,000[2]	A	$0	99,420[4]	D	
Common Stock	06/08/2017		F		993[3]	D	$10.64	98,427[4]	D	

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				
Restricted Stock Units	[1]	06/08/2017		M			3,000	[2]	[2]	Common Stock	3,000	$0	27,000	D	
Restricted Stock Units	[1]	06/08/2017		M			3,000	[2]	[2]	Common Stock	3,000	$0	24,000	D	

Explanation of Responses:

1. Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Issuer's common stock.

2. RSUs were granted and previously reported on a Form 4 filed January 5, 2017. Of these RSUs, two tranches of 3,000 each were released on June 8, 2017.

3. Shares withheld in a net transaction to satisfy the minimum tax liability, in accordance with Issuer's trading policies, in connection with shares released as reported in this Form 4.

4. Includes 10,551 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 12,000 shares held in Issuer's 401(k) Plan.

David M. Carter, by Eva Yee, Attorney-In-Fact	06/09/2017
** 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.