

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	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(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

1. Name and Address of Reporting Person* <u>Goodwin Benjamin M.</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Corp. Dev. &amp; Gov. Affairs</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>10680 TREENA STREET, SUITE 600</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN DIEGO CA 92131</u>								
(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	08/05/2019		M		15,000 <sup>(3)</sup>	A	\$4.98	103,933 <sup>(7)</sup>	D	
Common Stock	08/05/2019		M		15,000 <sup>(3)</sup>	A	\$4.98	118,933 <sup>(7)</sup>	D	
Common Stock	08/05/2019		F		7,428 <sup>(4)</sup>	D	\$20.1153	111,505 <sup>(7)</sup>	D	
Common Stock	08/05/2019		S		18,700 <sup>(5)</sup>	D	\$20.1153 <sup>(6)</sup>	92,805 <sup>(7)</sup>	D	
Common Stock								13,105	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)	01/04/2019		A		12,500		(2)	(2)	Common Stock	12,500	\$0	12,500	D	
Stock Option (right to buy) <sup>(3)</sup>	\$4.98	08/05/2019		M		15,000		01/04/2018	01/04/2023	Common Stock	15,000	\$0	0	D	
Stock Option (right to buy) <sup>(3)</sup>	\$4.98	08/05/2019		M		15,000		11/08/2018	01/04/2023	Common Stock	15,000	\$0	0	D	

**Explanation of Responses:**

- Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
- RSUs vest 100% on the fifth anniversary of the date of grant, unless earlier vested or terminated pursuant to the terms of the RSU agreement.
- Exercise of stock option right to buy, which was granted 1/4/2013.
- Shares withheld to cover exercise price of 30,000 options exercised.
- Open market sale of Issuer's common stock made in accordance with Issuer's trading policies.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.50 inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the SEC, 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.
- Includes 3,634 shares purchased through Issuer's Employee Stock Purchase Plan.

Benjamin M. Goodwin, by Eva Yee, Attorney-In-Fact 08/06/2019

\*\* 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.