Form 4

United States Securities and Exchange Commission
Washington, D.C. 20549

Statement of Changes in Beneficial Ownership
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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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
Fendley Steven S.

10680 Treena Street, Suite 600
San Diego, CA 92131

2. Issuer Name and Ticker or Trading Symbol
Kratos Defense & Security Solutions, Inc. [KTOS]

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2020

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
X Director

10% Owner

Officer (give title below)
President, US Division

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
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 Transactions(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Restricted Stock Units (1) 03/17/2020 A 50,000 (2) (2) Common Stock 50,000 $0 50,000 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 vest 1/3 on each anniversary of the date of grant, unless earlier vested or terminated pursuant to the terms of the RSU agreement.

Steven S. Fendley, by Eva Yee, Attorney-In-Fact 03/19/2020

** 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).

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.