

**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

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).

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.

1. Name and Address of Reporting Person* <u>Rock Stacey G</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 &amp; SECURITY SOLUTIONS, INC. [ KROS ]</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, KTT Division
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/03/2025		M		3,000 <sup>(3)</sup>	A	\$0	55,174 <sup>(10)</sup>	D	
Common Stock	01/03/2025		F		1,279 <sup>(8)</sup>	D	\$27.48	53,895 <sup>(10)</sup>	D	
Common Stock	01/03/2025		M		3,000 <sup>(4)</sup>	A	\$0	56,895 <sup>(10)</sup>	D	
Common Stock	01/03/2025		F		1,275 <sup>(8)</sup>	D	\$27.48	55,620 <sup>(10)</sup>	D	
Common Stock	01/03/2025		M		3,000 <sup>(5)</sup>	A	\$0	58,620 <sup>(10)</sup>	D	
Common Stock	01/03/2025		F		1,113 <sup>(8)</sup>	D	\$27.48	57,507 <sup>(10)</sup>	D	
Common Stock	01/04/2025		M		3,000 <sup>(6)</sup>	A	\$0	60,507 <sup>(10)</sup>	D	
Common Stock	01/04/2025		F		1,120 <sup>(8)</sup>	D	\$27.48	59,387 <sup>(10)</sup>	D	
Common Stock	01/04/2025		M		3,000 <sup>(7)</sup>	A	\$0	62,387 <sup>(10)</sup>	D	
Common Stock	01/04/2025		F		1,120 <sup>(8)</sup>	D	\$27.48	61,267 <sup>(10)</sup>	D	
Common Stock	01/06/2025		S		4,000 <sup>(9)</sup>	D	\$28.9593 <sup>(11)</sup>	57,267 <sup>(10)</sup>	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)	01/03/2025		A		40,000		(2)	(2)	Common Stock	40,000	\$0	40,000	D	
Restricted Stock Units	(1)	01/03/2025		M		3,000		(3)	(3)	Common Stock	3,000	\$0	0	D	
Restricted Stock Units	(1)	01/03/2025		M		3,000		(4)	(4)	Common Stock	3,000	\$0	6,000	D	
Restricted Stock Units	(1)	01/03/2025		M		3,000		(5)	(5)	Common Stock	3,000	\$0	9,000	D	
Restricted Stock Units	(1)	01/04/2025		M		3,000		(6)	(6)	Common Stock	3,000	\$0	3,000	D	
Restricted Stock Units	(1)	01/04/2025		M		3,000		(7)	(7)	Common Stock	3,000	\$0	12,000	D	

**Explanation of Responses:**

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

2. 15,500 RSUs vest on each of the 1st and 2nd anniversaries of the date of grant and 3,000 RSUs vest on each of the 3rd, 4th, and 5th anniversaries of the date of grant, unless earlier vested or terminated pursuant to the terms of the RSU agreement.
3. RSUs were granted and previously reported on a Form 4 filed January 3, 2020, where 15,000 RSUs vest ratably on each of the first five anniversaries of the January 3, 2020 date of grant.
4. RSUs were granted and previously reported on a Form 4 filed January 5, 2022, where 15,000 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 15,000 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 5, 2021, where 15,000 RSUs vest ratably on each of the first five anniversaries of the January 4, 2021 date of grant.
7. RSUs were granted and previously reported on a Form 4 filed January 5, 2024, where 15,000 RSUs vest ratably on each of the first five anniversaries of the January 4, 2024 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. This transaction was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 22, 2024.
10. Includes 3,306 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 6,444 shares held through Issuer's 401(k).
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.61 to \$29.40 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.

Stacey G. Rock, by Eva Yee,  
Attorney-In-Fact                      01/07/2025

\*\* 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.

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