**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STANDARD 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

**1. Name and Address of Reporting Person**

Carrai Phillip D

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)**

11/04/2020

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

11/06/2020

**5. Relationship of Reporting Person(s) to Issuer**

Director 10% Owner

Officer (give title below) President, STC Division

**6. Individual or Joint/GROUP Filing (Check Applicable Line)**

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 6)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/04/2020</td>
<td></td>
<td>M(1)</td>
<td>40,000(1) A</td>
<td>$4.98</td>
<td>108,714(3) D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/04/2020</td>
<td></td>
<td>M(1)</td>
<td>40,000(1) A</td>
<td>$4.98</td>
<td>148,714(3) D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/04/2020</td>
<td></td>
<td>F(2)</td>
<td>42,459(2) D</td>
<td>$20.3</td>
<td>106,255(3) D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2020</td>
<td></td>
<td>G(3)</td>
<td>37,541(3) D</td>
<td>$20.1068(4)</td>
<td>68,714(3) D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/05/2020</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>46,644</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 3)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (right to buy)</td>
<td>$4.98</td>
<td>11/04/2020</td>
<td>M(1)</td>
<td>40,000</td>
<td>01/04/2018 01/04/2023</td>
<td>Common Stock 40,000</td>
<td>$0</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (right to buy)</td>
<td>$4.98</td>
<td>11/04/2020</td>
<td>M(1)</td>
<td>40,000</td>
<td>11/08/2018 01/04/2023</td>
<td>Common Stock 40,000</td>
<td>$0</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Exercise of stock option right to buy.
2. Shares withheld to cover exercise price and taxes for options exercised.
3. Open market sale of Issuer's common stock made in accordance with Issuer's trading policies.
4. 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 $20.31 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 range set forth in this footnote to this Form 4.
5. Includes 10,999 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 791 shares held through Issuer's 401(k) Plan.

**Philip D. Carrai, by Eva Yee, Attorney-In-Fact**

11/06/2020

**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.