FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

or Section 30(h) of the Investment Company Act of 1940

SECURITIES A	AND EXCHANGE	COMMISSIO
144	D 0 00540	

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.

DEMARCO ERIC M

(Last)

SAN DIEGO

1. Name and Address of Reporting Person

(First)

10680 TREENA STREET, SUITE 600

CA

(Middle)

92131

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) KRATOS DEFENSE & SECURITY ✓ Director 10% Owner **SOLUTIONS, INC.** [KTOS] Officer (give title 1 Other (specify below) below) 3. Date of Earliest Transaction (Month/Day/Year) President & CEO 01/03/2025 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 1 Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)							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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Troncoction(c)		(111501.4)	
Common Stock	01/03/2025		M		30,000(3)	A	\$0	1,215,202(8)	I	by trust	
Common Stock	01/03/2025		F		11,805 ⁽⁷⁾	D	\$27.48	1,203,397(8)	I	by trust	
Common Stock	01/03/2025		M		30,000(4)	A	\$0	1,233,397(8)	I	by trust	
Common Stock	01/03/2025		F		11,805 ⁽⁷⁾	D	\$27.48	1,221,592(8)	I	by trust	
Common Stock	01/04/2025		M		30,000(5)	A	\$0	1,251,592(8)	I	by trust	
Common Stock	01/04/2025		F		11,805 ⁽⁷⁾	D	\$27.48	1,239,787(8)	I	by trust	
Common Stock	01/04/2025		M		30,000(6)	A	\$ <mark>0</mark>	1,269,787(8)	I	by trust	
Common Stock	01/04/2025		F		11,805 ⁽⁷⁾	D	\$27.48	1,257,982(8)	I	by trust	
Common Stock								61,862 ⁽⁹⁾	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)				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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	v	(Instr. 3,		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	(
Restricted Stock Units	(1)	01/03/2025		A		150,000		(2)	(2)	Common Stock	150,000	\$0	150,000	D	
Restricted Stock Units	(1)	01/03/2025		М			30,000	(3)	(3)	Common Stock	30,000	\$0	60,000	D	
Restricted Stock Units	(1)	01/03/2025		М			30,000	(4)	(4)	Common Stock	30,000	\$0	90,000	D	
Restricted Stock Units	(1)	01/04/2025		М			30,000	(5)	(5)	Common Stock	30,000	\$0	30,000	D	
Restricted Stock Units	(1)	01/04/2025		М			30,000	(6)	(6)	Common Stock	30,000	\$0	120,000	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 ratably on each of the first five 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 5, 2022, where 150,000 RSUs vest ratably on each of the first five anniversaries of the January 3, 2022 date of grant.
- 4. RSUs were granted and previously reported on a Form 4 filed January 5, 2023, where 150,000 RSUs vest ratably on each of the first five anniversaries of the January 3, 2023 date of grant.
- 5. RSUs were granted and previously reported on a Form 4 filed January 5, 2021, where 150,000 RSUs vest ratably on each of the first five anniversaries of the January 4, 2021 date of grant.
- 6. RSUs were granted and previously reported on a Form 4 filed January 4, 2024, where 150,000 RSUs vest ratably on each of the first five anniversaries of the January 4, 2024 date of grant.
- 7. 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.
- 8. RSUs were granted to Reporting Person, and per Reporting Person's instructions, the common stock from such released RSUs were issued to Reporting Person's trust.
- 9. Includes 42,910 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 18,952 shares held through Issuer's 401(k).

** 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.