

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

August 19, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Beaman Gerald R

2. Issuer Name and Ticker or Trading Symbol
KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
4820 EASTGATE MALL, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, US Division

SAN DIEGO, CA 92121

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	08/17/2016		M		3,000 (2) \$ 0	D	
Common Stock	08/17/2016		F		1,127 (3) \$ 5.67	D	
Common Stock	08/17/2016		M		3,000 (2) \$ 0	D	
Common Stock	08/17/2016		F		1,127 (3) \$ 5.89	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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- (3) Shares withheld in a net transaction to satisfy the minimum tax liability, in accordance with Issuer's trading policies, in connection with shares released as reported in this Form 4.

Includes 7,320 shares purchased through Issuer's Employee Stock Purchase Plan; 6,767 shares held in Issuer's 401(k) Plan; and 50,000

- (4) RSUs granted on August 5, 2016 which vest in three equal installments annually beginning August 5, 2017 subject to the terms of the RSU agreement, as reported on the Form 4 filed August 8, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.