

Lund Deanna H
Form 4
January 18, 2019

FORM 4

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

OMB APPROVAL

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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 *
Lund Deanna H

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)
10680 TREENA STREET, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

SAN DIEGO, CA 92131

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/17/2019 | | M | 20,000 (2) | A \$ 0 | 261,681 (5) | D |
| Common Stock | 01/17/2019 | | F | 9,930 (4) | D \$ 14.09 | 251,751 (5) | D |
| Common Stock | 01/17/2019 | | M | 30,000 (3) | A \$ 0 | 281,751 (5) | D |
| Common Stock | 01/17/2019 | | F | 14,274 (4) | D \$ 13.87 | 267,477 (5) | D |

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

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- (4) 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.
- (5) Includes 16,626 shares purchased through Issuer's Employee Stock Purchase Plan and approximately 15,859 shares held in Issuer's 401(k) Plan.

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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