

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
Form DEFA14A
March 29, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Kratos Defense & Security Solutions, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 9, 2019.

Meeting Information

KRATOS DEFENSE & SECURITY

SOLUTIONS, INC.

Meeting
Type: Annual
Meeting
For holders
as of:
March 15,
2019
Date: May 9,
2019
Time: 9:00
AM PDT
Location: Rancho
Bernardo Inn
17550
Bernardo
Oaks Drive
San Diego,
CA 92128

You are receiving
this communication
because you hold
shares in the
company named
above.

This is not a ballot.
You cannot use this
notice to vote these
shares. This
communication
presents only an
overview of the
more complete
proxy materials that
are available to you
on the Internet. You
may view the proxy
materials online at
www.proxyvote.com or
easily request a
paper copy (see
reverse side).

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
10680 TREENA STREET, SUITE 600
SAN DIEGO, CA 92131

We encourage you
to access and review
all of the important
information
contained in the
proxy materials
before voting.

See the reverse side
of this notice to
obtain proxy
materials and voting
instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL
REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 25, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote
FOR the following:

1. Election of Directors

Nominees:

- | | |
|--------------------|-----------------------|
| 01) Scott Anderson | 05) Scot Jarvis |
| 02) Bandel Carano | 06) Jane Judd |
| 03) Eric DeMarco | 07) Samuel Liberatore |
| 04) William Hogle | 08) Amy Zegart |

The Board of Directors recommends you vote
FOR the following proposals:

- To ratify the selection of Deloitte & Touche
LLP as the Company's independent registered
public accounting firm for the fiscal year
ending December 29, 2019.
- 2.

- An advisory vote to approve the compensation
of our named executive officers, as presented
in the proxy statement.
- 3.

NOTE: Such other business as may properly
come before the meeting or any adjournment
thereof.