KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4 July 23, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

**OMB APPROVAL** 

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading POIRIER RICHARD Issuer Symbol KRATOS DEFENSE & SECURITY (Check all applicable) SOLUTIONS, INC. [KTOS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 4820 EASTGATE MALL, SUITE 07/19/2013 President, Elec. Products Div. 200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92121 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) Common 12,000 07/19/2013 \$0 47,393 (2) A A D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: KRATOS DEFENSE & SECURITY SOLUTIONS, INC. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(4)</u>	07/19/2013		D <u>(1)</u>	12,000	(3)	(3)	Common Stock	12,000	

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POIRIER RICHARD 4820 EASTGATE MALL SUITE 200 SAN DIEGO, CA 92121

President, Elec. Products Div.

#### **Signatures**

Richard Poirier, by Eva Yee, Attorney-In-Fact

07/23/2013

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- The two reported transactions involve an amendment of oustanding Restricted Stock Units, resulting in the deemed cancellation of the
- (1) unvested Restricted Stock Units and the grant of replacement Restricted Stock Units under the same terms and conditions. The Restricted Stock Units were originally granted on March 30, 2011 and vest in five equal annual installments commencing March 30, 2013.
- (2) Includes 3,944 shares held in Issuer's 401(k) Plan and 7,449 shares purchased through Issuer's Employee Stock Purchase Plan.
- (3) The reporting person was granted 20,000 Restricted Stock Units on March 30, 2011, which vest 20% annually beginning on March 30, 2012, unless earlier vested upon a change in control or forfeited pursuant to the terms fo the Restricted Stock Unit agreement.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Issuer's common stock.

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.

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