

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 4

August 31, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARANO BANDEL L

(Last) (First) (Middle)

C/O OAK INVESTMENT
PARTNERS, 525 UNIVERSITY
AVENUE, SUITE 1300

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

KRATOS DEFENSE & SECURITY
SOLUTIONS, INC. [KTOS]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
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. Transaction Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	08/27/2015		P	152,242	A \$ 4.23	506,098	D ⁽¹⁾
Common Stock						11,825,345	I See ⁽²⁾ ⁽³⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARANO BANDEL L
C/O OAK INVESTMENT PARTNERS
525 UNIVERSITY AVENUE, SUITE 1300
PALO ALTO, CA 94301

X X

Signatures

Bandel L. 08/31/2015
Carano

**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).

(1) Represents shares of Common Stock directly owned by Bandel L. Carano.

Represents 267,786 shares of Common Stock beneficially owned by Oak Investment Partners IX, Limited Partnership ("Oak IX"); 2,853 shares of Common Stock beneficially owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates"); 6,427 shares of Common Stock beneficially owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A"); 539,618 shares of Common Stock beneficially owned by Oak Investment Partners X, Limited Partnership ("Oak X"); 8,661 shares of Common Stock beneficially owned by Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates"); and 11,000,000 shares of Common Stock beneficially owned by Oak Investment Partners XIII, Limited Partnership ("Oak XIII").

(3) Bandel L. Carano is a Director of the Issuer. Mr. Carano is a Managing Member of Oak Associates IX, L.L.C., the General Partner of Oak IX; a Managing Member of Oak IX Affiliates, L.L.C., the General Partner of Oak IX Affiliates and Oak IX Affiliates-A; a Managing Member of Oak Associates X, L.L.C., the General Partner of Oak X; a Managing Member of Oak X Affiliates, L.L.C., the General Partner of Oak X Affiliates; and a Managing Member of Oak Associates XIII, L.L.C., the General Partner of Oak XIII.

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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