

Rock Stacey G  
Form 3  
March 01, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Rock Stacey G                           |         |          | (Month/Day/Year)                     |  | KRATOS DEFENSE & SECURITY SOLUTIONS, INC.  |  |
| (Last)                                    | (First) | (Middle) | 02/27/2019                           |  | [KTOS]   |  |
| 10680 TREENA STREET,<br>SUITE 600         |         |          |                                      |  | 4. Relationship of Reporting Person(s) to Issuer   |  |
| (Street)                                  |         |          |                                      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
| SAN DIEGO,Â CAÂ 92131                     |         |          |                                      |  | (Check all applicable)   |  |
| (City)                                    | (State) | (Zip)    |                                      |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>President, KTT Division |  |
|   |         |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person          |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 27,870 <sup>(1)</sup>                                    | D   | Â  |

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

SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br>Title | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|---|---|--|
|---|---|---|---|---|--|

## Edgar Filing: Rock Stacey G - Form 3

|                                       | Date Exercisable | Expiration Date  |              | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|---------------------------------------|------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units <sup>(2)</sup> | Â <sup>(3)</sup> | Â <sup>(3)</sup> | Common Stock | 5,000                      | \$ 0     | D                                     | Â |
| Restricted Stock Units <sup>(2)</sup> | Â <sup>(4)</sup> | Â <sup>(4)</sup> | Common Stock | 15,000                     | \$ 0     | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Rock Stacey G<br>10680 TREENA STREET, SUITE 600<br>SAN DIEGO, CA 92131 | Â             | Â         | Â President, KTT Division | Â     |

## Signatures

Stacey G. Rock, by Eva Yee,  
Attorney-In-Fact

03/01/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes approximately 9,232 shares held through Issuer's 401(k) Plan.
- (2) Each restricted stock unit (RSU) represents a contingent right to receive one share of Issuer's common stock.
- (3) Reporting Person was granted 5,000 RSUs on January 4, 2018, which vest 100% on January 4, 2023, unless earlier vested or forfeited pursuant to the terms of the RSU agreement.
- (4) Reporting Person was granted 15,000 RSUs on February 27, 2019, which vest 100% on February 27, 2024, unless earlier vested or forfeited pursuant to the terms of the RSU agreement.

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.