

POIRIER RICHARD
Form 3
July 12, 2012

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
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)

| | | | |
|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>POIRIER RICHARD</p> <p>(Last) (First) (Middle)</p> <p>4820 EASTGATE MALL, SUITE 200</p> <p>(Street)</p> <p>SAN DIEGO, CA 92121</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/02/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Elec. Products. Div. President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 8,924 ⁽¹⁾ | D | ^ |

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

Edgar Filing: POIRIER RICHARD - Form 3

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units ⁽²⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 16,000 | \$ 0 | D | Â |
| Restricted Stock Units ⁽²⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 12,500 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|--------------------------------|-------|
| | Director | 10% Owner | Officer | | Other |
| POIRIER RICHARD 4820 EASTGATE MALL, SUITE 200 SAN DIEGO, CA 92121 | Â | Â | Â | Elec. Products. Div. President | Â |

Signatures

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

07/12/2012

__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 1,871 shares held in Issuer's 401(k) Plan and 3,053 shares purchased through Issuer's Employee Stock Purchase Plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

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 of the restricted stock unit agreement. 16,000 restricted stock units represents the remaining unvested units.

- (4) The reporting person was granted 12,500 restricted stock units on March 30, 2012, which vest 100% on January 3, 2017, unless earlier vested upon a change in control or forfeited pursuant to the terms of the restricted stock unit 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.