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KRATOS DEFENSE & SECURITY SOLUTIONS, INC. Form 4 January 22, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 Carrai Phillip D 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) below) **4820 EASTGATE MALL** 01/20/2015 President, TTS Division (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _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 1.Title of 2. Transaction Date 2A. Deemed 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) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 3,455 Common \$ 01/20/2015 F D 41,300 (2) D 4.99 (1)Stock

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and 8. Price of 9. Nt Derivative Conversion (Month/Day/Year) TransactionNumber Expiration Date Derivative Execution Date, if Amount of Deriv Security or Exercise any Code of (Month/Day/Year) Underlying Security Secu (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Bene Derivative Securities (Instr. 3 and 4) Own Security Acquired Follo (A) or Repo Disposed Trans of (D) (Insti (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carrai Phillip D 4820 EASTGATE MALL SAN DIEGO, CA 92121			President, TTS Division	
Signatures				
Phillip D. Carrai, by Eva Yee, Attorney-In-Fact			01/22/2015	
**Signature of Reporting Perso	on		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) Shares tendered for payment of minimum tax liability, pursuant to a Rule 10b5-1 Plan, in connection with shares vested as reported on a Form 4 filed January 5, 2015 and released January 20, 2015.

(2) Includes 9,671 shares held through Issuer's 401(k) Plan and 6,921 shares purchased through Issuer's Employee Stock Purchase Plan.

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. 3 Dr. Charlotte F. Beason 10,582,922 16,703 4,432 564,913 William E. Brock 10,577,003 21,895 5,159 564,913 John T. Casteen III 9,674,901 924,106 5,050 564,913 Robert R. Grusky 10,595,810 3,146 5,101 564,913 Robert L. Johnson 10,595,694 3,373 4,990 564,913 Todd A. Milano 10,559,521 39,491 5,045 564,913 G. Thomas Waite, III 10,582,003 17,369 4,685 564,913 J. David Wargo 10,594,524 4,497 5,036 564,913

Proposal 2: To ratify the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2011.

Votes For	Votes Against	Abstain	Broker Non-Vote
11,122,358	39,467	7,145	0

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Proposal 3: To approve the Corporation's 2011 Equity Compensation Plan, which will increase the number of shares available for issuance as equity compensation by 300,000 shares.

Votes For	Votes Against	Abstain	Broker Non-Vote
10,485,416	109,712	8,929	564,913

Proposal 4: To conduct an advisory vote on the compensation of the named executive officers.

Votes For	Votes Against	Abstain	Broker Non-Vote
9,431,249	1,162,609	6,859	568,253

Proposal 5: To conduct an advisory vote on the frequency of stockholder votes on executive compensation.

1 Year	2 Years	3 Years	Abstain	Broker Non-Vote
7,738,428	20,989	2,827,249	15,568	566,736

Based on these voting results, the Company's Board of Directors has determined that an advisory vote on the compensation of the Company's named executive officers will be conducted every year.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

Exhibit NumberDescription99.1Press Release, dated April 28, 2011

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STRAYER EDUCATION, INC.

Date: April 28, 2011 By: /s/ Mark C. Brown Mark C. Brown Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release, dated April 28, 2011