

KEYW HOLDING CORP
Form SC 13G/A
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 7)*

THE KEYW HOLDING CORPORATION

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

49372310

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

.. Rule 13-d-1(b)

Rule 13-d-1(c)

Rule 13-d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 49372310

(1) Names of Reporting Persons THE
HANNON
FAMILY,
LLC

(2) Check the Appropriate Box if a Member of a Group

(a) ..

(b) x

(3) SEC Use Only

(4) Citizenship or Place of Organization Maryland

Number	(5) Sole Voting Power
of Shares	2,250,000
Beneficially	(6) Shared Voting Power
Owned by Each	0
Reporting Person	(7) Sole Dispositive Power
With:	2,250,000
	(8) Shared Dispositive Power
	0

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,250,000

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
..

(11) Percent of Class Represented by Amount in Row (9) 5.6%

(12) Type of Reporting Person

OO

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CUSIP No. 49372310

(1) Names of Reporting Persons Glenn
A.
Hannon

(2) Check the Appropriate Box if a Member of a Group
(a) ..
(b) x

(3) SEC Use Only

(4) Citizenship or Place of Organization United States

Number	(5) Sole Voting Power
	96,127
of Shares	(6) Shared Voting Power
Beneficially	2,250,000
	(7) Sole Dispositive Power
Owned by Each	96,127
Reporting Person	(8) Shared Dispositive Power
With:	2,250,000

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,346,127

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

(11) Percent of Class Represented by Amount in Row (9) 5.9%

(12) Type of Reporting Person IN

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CUSIP No. 49372310

(1) Names of Reporting Persons Natalie
R.
Hannon
Kizer

(2) Check the Appropriate Box if a Member of a Group

(a) ..
(b) x

(3) SEC Use Only

(4) Citizenship or Place of Organization United
States

	(5) Sole Voting Power
Number	90,005
of Shares	(6) Shared Voting Power
Beneficially	2,250,000
Owned by Each	(7) Sole Dispositive Power
Reporting Person	90,005
(8) Shared Dispositive Power	
With:	2,250,000

(9) Aggregate Amount Beneficially Owned by Each Reporting
Person
2,340,005

(10) Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares

..

(11) Percent of Class Represented by Amount in Row (9) 5.9%

(12) Type of Reporting Person IN

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(12)Type of Reporting Person

IN

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Explanatory Note: This Amendment No. 7 to Schedule 13G is filed to update direct holdings as of December 31, 2015.

Item 1

Item 1(a) Name of issuer:

THE KEYW HOLDING CORPORATION

Item 1(b) Address of issuer's principal executive offices:

7740 Milestone Parkway, Suite 400, Hanover, MD 21076

Item 2

Item 2(a) Name of person filing:

The Hannon Family, LLC

Glenn A. Hannon

Natalie R. Hannon Kizer

Maegan Hannon

Item 2(b) Address or principal business office or, if none, residence:

4416 East West Highway, Suite 400, Bethesda, MD 20814, for all persons filing

Item 2(c) Citizenship:

The Hannon Family, LLC - Maryland

Glenn A. Hannon, Natalie R. Hannon Kizer, and Maegan Hannon – United States

Item 2(d) Title of class of securities: Common Stock, par value \$0.001 per share

Item 2(e) Cusip No.: 49372310

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the filing person filing is a:

- (a) Broker or dealer registered under section 15 of the Act;
- (b) Bank as defined in section 3(a)(6) of the Act;
- (c) Insurance company as defined in section 3(a)(19) of the Act;
- (d) Investment company registered under section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);

- (f) " An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) " A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);

If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

- (k) " Group, in accordance with 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned: The Hannon Family, LLC owns 2,250,000 shares of Common Stock. Glenn A. Hannon, Natalie R. Hannon Kizer and Maegan Hannon (together, the "Managers") have shared voting and dispositive power over such 2,250,000 shares as Managers of The Hannon Family, LLC. Glenn A. Hannon also beneficially owns 96,127 shares of Common Stock, consisting of: (i) 77,945 shares of Common Stock and (ii) immediately exercisable warrants for 18,182 shares of Common Stock (the "GAH Warrants"). Glenn A. Hannon has sole voting and dispositive power over such 96,127 shares. Natalie R. Hannon Kizer also beneficially owns 102,005 shares of Common Stock, consisting of: (i) 90,005 shares of Common Stock and (ii) immediately exercisable warrants for 12,000 shares of Common Stock (the "NRHK Warrants"). Natalie R. Hannon Kizer has sole voting and dispositive power over such 102,005 shares. Maegan Hannon also beneficially owns 151,000 shares of Common Stock, consisting of: (i) 139,000 shares of Common Stock and, (ii) immediately exercisable warrants for 12,000 shares of Common Stock (the "MH Warrants"). Maegan Hannon has sole voting and dispositive power over such 151,000 shares.

(b) Percent of class: 5.6% for The Hannon Family, LLC; percentage calculated for this reporting person in this Schedule 13G is based upon an aggregate of 39,934,665 shares outstanding as of November 2, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015. Percent of class: 5.9% for Natalie R. Hannon Kizer; percentage calculated for this reporting person in this Schedule 13G is based upon an aggregate of 39,946,665 shares outstanding, which includes: (i) 39,934,665 shares outstanding as of November 2, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015; and (ii) 12,000 shares issuable upon exercise of the NRHK Warrants. Percent of class: 6.0% for Maegan Hannon; percentage calculated for this reporting person in this Schedule 13G is based upon an aggregate of 39,946,665 shares outstanding, which includes: (i) 39,934,665 shares outstanding as of November 2, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015; and (ii) 12,000 shares issuable upon exercise of the MH Warrants. Percent of class: 5.9% for Glenn A. Hannon; percentage calculated for this reporting person in this Schedule 13G is based upon an aggregate of 39,952,847 shares

outstanding, which includes: (i) 39,934,665 shares outstanding as of November 2, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2015; and (ii) 18,182 shares issuable upon exercise of the GAH Warrants.

(c) Number of shares as to which The Hannon Family, LLC has:

(i) Sole power to vote or direct to vote: 2,250,000

(ii) Shared power to vote or direct to vote: 0

(iii) Sole power to dispose of or to direct the disposition of: 2,250,000

(iv) Shared power to dispose or to direct the disposition of: 0

Number of shares as to which Glenn A. Hannon has:

(i) Sole power to vote or direct to vote: 96,127

(ii) Shared power to vote or direct to vote: 2,250,000

(iii) Sole power to dispose of or to direct the disposition of: 96,127

(iv) Shared power to dispose or to direct the disposition of: 2,250,000

Number of shares as to which Natalie R. Hannon Kizer has:

(i) Sole power to vote or direct to vote: 102,005

(ii) Shared power to vote or direct to vote: 2,250,000

(iii) Sole power to dispose of or to direct the disposition of: 102,005

(iv) Shared power to dispose or to direct the disposition of: 2,250,000

Number of shares as to which Maegan Hannon has:

(i) Sole power to vote or direct to vote: 151,000

(ii) Shared power to vote or direct to vote: 2,250,000

(iii) Sole power to dispose of or to direct the disposition of: 151,000

(iv) Shared power to dispose or to direct the disposition of: 2,250,000

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

See Item 4 above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certifications

N/A

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 2/16/2016 The Hannon Family, LLC

Date: 2/16/2016 By: /s/ Glenn A. Hannon
Name: Glenn A. Hannon

Date: 2/16/2016 By: /s/ Natalie R. Hannon Kizer
Name: Natalie R. Hannon Kizer

Date: 2/16/2016 By: /s/ Maegan Hannon
Name: Maegan Hannon