

KEYW HOLDING CORP  
Form 4  
June 01, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PISANO CAROLINE S

(Last) (First) (Middle)

7740 MILESTONE PARKWAY,  
SUITE 400

(Street)

HANOVER, MD 21076

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KEYW HOLDING CORP [KEYW]

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

05/28/2016

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 (A) 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, par value \$0.001	05/28/2016		X	45,455 A	\$ 5.5 368,899	I	Caroline Pisano 2009 Irrevocable Trust <sup>(1)</sup>
Common stock, par value \$0.001	05/28/2016		S <sup>(2)</sup>	28,702 D	\$ 8.71 340,197	I	Caroline Pisano 2009 Irrevocable Trust <sup>(1)</sup>

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

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SEC 1474 (9-02)

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants to purchase common stock	\$ 5.5	05/28/2016		X	45,455	05/31/2009	05/31/2016	Common stock, par value \$0.001	45,455

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PISANO CAROLINE S  
7740 MILESTONE PARKWAY, SUITE 400 X  
HANOVER, MD 21076

## Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Caroline S. Pisano

06/01/2016

\_\_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) Ms. Pisano has voting and dispositive power over the shares beneficially owned by the trust. Ms. Pisano disclaims beneficial ownership of the shares held by the trust except to the extent of her pecuniary interest therein.

Warrant Exercised by "Net Issue Exercise" by the following formula:  $X = Y (A-B)/A$  Where X = the number of shares of Common Stock to be issued to the Registered Holder Y = the number of shares of Common Stock purchasable under the Warrant(at the date of such exercise) A = the fair market value of one share of the Company's Common Stock (as calculated below) B = Warrant Exercise Price of \$5.50. For purposes of the above calculation, the fair market value per share shall be the average of the closing prices of the Company's Common Stock quoted on the exchange on which the Common Stock is listed over the five(5)trading day period ending on the trading day immediately preceding the day the Warrant is being exercised. The average closing price was \$8.7100.

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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