

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form 3

July 07, 2008

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

OMB APPROVAL

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**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 *

Â COOKE CLIFTON L JR

(Last) (First) (Middle)

4810 EASTGATE MALL

(Street)

SAN DIEGO,Â CAÂ 92121

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/28/2008

3. Issuer Name **and** Ticker or Trading Symbol**KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
[KTOS]**4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Senior Vice President6. 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 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

191,800 ⁽¹⁾

I

Cooke Charitable Remainder
Unitrust

Common Stock

1,370,821 ⁽¹⁾

I

Clifton L. Cooke, Jr. & Janet S.
Cooke Family Trust

Common Stock

242,773 ⁽¹⁾

I

Clifton L. Cooke, Jr. IRA

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)**

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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	Date Exercisable: 02/14/2006 Expiration Date: 02/14/2009	Convertible Note <u>(2)</u> Amount or Number of Shares: 87,369	\$ 2.86	I	Cooke Charitable Remainder Unitrust

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOKE CLIFTON L JR 4810 EASTGATE MALL SAN DIEGO, CA 92121	Â	Â	Â Senior Vice President	Â

Signatures

Clifton L. Cooke, Jr. by Matthew G. Colvin,
Attorney-In-Fact

07/07/2008

__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).
- Common stock of Issuer issued to reporting person in exchange for shares of SYS surrendered by reporting person in connection with
- (1) Issuer's acquisition of SYS on June 28, 2008 at an exchange rate of 1.2582 shares of Issuer's common stock for each share of SYS common stock.
- (2) Convertible Notes assumed by Issuer in connection with its acquisition of SYS on June 28, 2008.

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.