

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.  
Form DEFA14A  
March 29, 2019

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Kratos Defense & Security Solutions, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 9, 2019.

Meeting Information

KRATOS DEFENSE & SECURITY  
  
SOLUTIONS, INC.

Meeting  
Type: Annual  
Meeting  
For holders  
as of:  
March 15,  
2019  
Date: May 9,  
2019  
Time: 9:00  
AM PDT  
Location: Rancho  
Bernardo Inn  
17550  
Bernardo  
Oaks Drive  
San Diego,  
CA 92128

You are receiving  
this communication  
because you hold  
shares in the  
company named  
above.

This is not a ballot.  
You cannot use this  
notice to vote these  
shares. This  
communication  
presents only an  
overview of the  
more complete  
proxy materials that  
are available to you  
on the Internet. You  
may view the proxy  
materials online at  
[www.proxyvote.com](http://www.proxyvote.com) or  
easily request a  
paper copy (see  
reverse side).

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.  
10680 TREENA STREET, SUITE 600  
SAN DIEGO, CA 92131

We encourage you  
to access and review  
all of the important  
information  
contained in the  
proxy materials  
before voting.

See the reverse side  
of this notice to  
obtain proxy  
materials and voting  
instructions.

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— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT    ANNUAL  
REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:    [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*:    [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 25, 2019 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

The Board of Directors recommends you vote  
FOR the following:

1. Election of Directors

Nominees:

- |                    |                       |
|--------------------|-----------------------|
| 01) Scott Anderson | 05) Scot Jarvis       |
| 02) Bandel Carano  | 06) Jane Judd         |
| 03) Eric DeMarco   | 07) Samuel Liberatore |
| 04) William Hogle  | 08) Amy Zegart        |

The Board of Directors recommends you vote  
FOR the following proposals:

- To ratify the selection of Deloitte & Touche  
LLP as the Company's independent registered  
public accounting firm for the fiscal year  
ending December 29, 2019.
- 2.

- An advisory vote to approve the compensation  
of our named executive officers, as presented  
in the proxy statement.
- 3.

NOTE: Such other business as may properly  
come before the meeting or any adjournment  
thereof.