

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.  
Form SC 13D/A  
March 11, 2016

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Kratos Defense and Security Solutions, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

50077B207  
(CUSIP Number)

Bandel L. Carano  
Oak Management Corporation  
901 Main Avenue, Suite 600  
Norwalk, Connecticut 06851  
(203) 226-8346  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

May 18, 2015  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 21 Pages)

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\* 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 disclosures provided in a prior cover page.

The information required on 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).

	NAME OF REPORTING PERSON
<b>1</b>	Oak Investment Partners IX, Limited Partnership
	06-1556218
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	
	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Delaware
	SOLE VOTING POWER
<b>7</b>	
	267,786 shares of Common Stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SHARED VOTING POWER
<b>8</b>	
<b>9</b>	Not applicable SOLE DISPOSITIVE POWER

267,786 shares  
of Common  
Stock  
SHARED  
DISPOSITIVE  
**10** POWER

Not applicable  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
**11** OWNED BY EACH  
PERSON

267,786 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
**12** AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
**13** REPRESENTED BY  
AMOUNT IN ROW (11)

0.5%  
TYPE OF REPORTING  
**14** PERSON

PN

NAME OF REPORTING  
PERSON

**1** Oak Associates IX, LLC

06-1556230  
CHECK THE  
APPROPRIATE

**2** BOX IF A  
MEMBER OF (b) [X]

**3** A GROUP  
SEC USE ONLY  
SOURCE OF FUNDS

**4** WC  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
PROCEEDING

**5** IS  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY **7**  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

SOLE  
VOTING  
POWER  
  
Not applicable  
SHARED  
VOTING  
POWER

**8**  
267,786 shares  
of Common  
Stock  
SOLE  
DISPOSITIVE  
**9** POWER

**10** Not applicable

SHARED  
DISPOSITIVE  
POWER

267,786 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**12** 267,786 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 0.5%  
TYPE OF REPORTING  
PERSON

OO-LLC

	NAME OF REPORTING PERSON
<b>1</b>	Oak IX Affiliates Fund – A, Limited Partnership
	06-1571899
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	Delaware
	SOLE VOTING POWER
<b>7</b>	
	6,427 shares of Common Stock SHARED VOTING POWER
<b>8</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	Not applicable SOLE DISPOSITIVE POWER
<b>9</b>	
	6,427 shares of Common Stock

10 SHARED  
DISPOSITIVE  
POWER

Not applicable  
11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

6,427 shares of Common  
Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 0.01%  
TYPE OF REPORTING  
PERSON

PN



**1** NAME OF REPORTING PERSON

Oak IX Affiliates Fund,  
Limited Partnership

06-1556229

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) [X]  
A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** WC CHECK BOX IF

DISCLOSURE OF LEGAL

**5** PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

2,853 shares of Common Stock SHARED

VOTING POWER

Not applicable SOLE DISPOSITIVE POWER

2,853 shares of Common Stock

10 SHARED  
DISPOSITIVE  
POWER

Not applicable  
11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

2,853 shares of Common  
Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 0.005%  
TYPE OF REPORTING  
PERSON

PN

NAME OF REPORTING PERSON

**1** Oak IX Affiliates, LLC

06-1556233  
CHECK THE APPROPRIATE

**2** BOX IF A MEMBER OF (b) [X]

**3** A GROUP SEC USE ONLY SOURCE OF FUNDS

**4** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**8** SOLE VOTING POWER Not applicable SHARED VOTING POWER

**9** 9,280 shares of Common Stock SOLE DISPOSITIVE POWER

**10** Not applicable SHARED DISPOSITIVE

POWER

9,280 shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

9,280 shares of Common  
Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 0.02%  
TYPE OF REPORTING  
PERSON

OO-LLC

	NAME OF REPORTING PERSON
<b>1</b>	Oak Investment Partners X, Limited Partnership
	06-1601019
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	Delaware
	SOLE VOTING POWER
<b>7</b>	566,005 shares of Common Stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SHARED VOTING POWER
<b>8</b>	
<b>9</b>	Not applicable SOLE DISPOSITIVE POWER

566,005 shares  
of Common  
Stock  
SHARED  
DISPOSITIVE  
**10** POWER

Not applicable  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
**11** OWNED BY EACH  
PERSON

566,005 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
**12** AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
**13** REPRESENTED BY  
AMOUNT IN ROW (11)

1.0%  
TYPE OF REPORTING  
**14** PERSON

PN

NAME OF REPORTING PERSON

**1** Oak Associates X, LLC

06-1630661  
CHECK THE APPROPRIATE BOX IF A

**2** MEMBER OF (b) [X]  
A GROUP

**3** SEC USE ONLY  
SOURCE OF FUNDS

**4** WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

Not applicable  
SHARED VOTING POWER

**8** 566,005 shares of Common Stock

**9** SOLE DISPOSITIVE POWER

**10** Not applicable

SHARED  
DISPOSITIVE  
POWER

566,005 shares  
of Common  
Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**12** 566,005 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)     "

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 1.0%  
TYPE OF REPORTING  
PERSON

OO-LLC



**1** NAME OF REPORTING PERSON

Oak X Affiliates Fund,  
Limited Partnership

06-1622220

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) [X]  
A GROUP

**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

WC  
CHECK BOX  
IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

9,085 shares of Common Stock  
SHARED VOTING POWER

**9** SOLE DISPOSITIVE POWER

9,085 shares of Common Stock

10 SHARED  
DISPOSITIVE  
POWER

Not applicable  
11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

9,085 shares of Common  
Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 0.02%  
TYPE OF REPORTING  
PERSON

PN

NAME OF REPORTING  
PERSON

**1** Oak X Affiliates, LLC

06-1630662  
CHECK THE  
APPROPRIATE

**2** BOX IF A  
MEMBER OF (b) [X]

**3** A GROUP  
SEC USE ONLY  
SOURCE OF FUNDS

**4** WC  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
PROCEEDING

**5** IS  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY **7**  
OWNED BY

EACH  
REPORTING  
PERSON WITH:  
**8**

SOLE  
VOTING  
POWER

Not applicable  
SHARED  
VOTING  
POWER

**9** 9,085 shares of  
Common Stock  
SOLE  
DISPOSITIVE  
POWER

**10** Not applicable  
SHARED  
DISPOSITIVE

POWER

9,085 shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

9,085 shares of Common  
Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

0.02%  
TYPE OF REPORTING  
PERSON

**14**

OO-LLC

	NAME OF REPORTING PERSON
<b>1</b>	Oak Investment Partners XIII, Limited Partnership
	27-0500764
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>5</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	Delaware
	SOLE VOTING POWER
<b>7</b>	11,040,458 shares of Common Stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SHARED VOTING POWER
<b>8</b>	
<b>9</b>	Not applicable SOLE DISPOSITIVE POWER

11,040,458  
shares of  
Common Stock  
SHARED  
DISPOSITIVE  
**10** POWER

Not applicable  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
**11** OWNED BY EACH  
PERSON

11,040,458 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
**12** AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
**13** REPRESENTED BY  
AMOUNT IN ROW (11)

18.7%  
TYPE OF REPORTING  
**14** PERSON

PN

	NAME OF REPORTING PERSON
<b>1</b>	Oak Associates XIII, LLC
	27-0443236
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Delaware
	SOLE VOTING POWER
<b>7</b>	
	Not applicable SHARED VOTING POWER
<b>8</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	11,040,458 shares of Common Stock SOLE DISPOSITIVE POWER
<b>9</b>	
	Not applicable

SHARED  
DISPOSITIVE  
POWER

10

11,040,458  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

11,040,458 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11)        "  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

13

18.7%  
TYPE OF REPORTING  
PERSON

14

OO-LLC



	NAME OF REPORTING PERSON
<b>1</b>	Oak Management Corporation
	06-0990851
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	WC
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>7</b>	SOLE VOTING POWER
	Not applicable
<b>8</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	11,892,614 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE POWER
	Not applicable

SHARED  
DISPOSITIVE  
POWER

10

11,892,614  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

11,892,614 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11)        "

EXCLUDES  
CERTAIN  
SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

20.1%  
TYPE OF REPORTING  
PERSON

14

CO

<b>1</b>	NAME OF REPORTING PERSON
	Bandel L. Carano
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
	WC
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
	SOLE VOTING POWER
<b>7</b>	
<b>8</b>	606,098 shares of Common Stock SHARED VOTING POWER
<b>9</b>	11,892,614 shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	
<b>9</b>	606,098 Shares of Common

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

Stock  
SHARED  
DISPOSITIVE  
POWER

**10**

11,892,614  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11**

12,498,712 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)       "  
EXCLUDES  
CERTAIN  
SHARES

**12**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**13**

21.2%  
TYPE OF REPORTING  
PERSON

**14**

IN

**1** NAME OF REPORTING PERSON

Edward F. Glassmeyer

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) [X]

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

WC

**5** CHECK BOX

IF

DISCLOSURE

OF LEGAL

**6** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**7** ORGANIZATION

United States

**8** NUMBER OF SHARES

BENEFICIALLY OWNED BY

EACH REPORTING PERSON WITH:

**9** SOLE VOTING POWER

3,459 shares of

Common Stock

SHARED

VOTING

POWER

**10** 11,892,614

shares of

Common Stock

SOLE

DISPOSITIVE

POWER

3,459 shares of

Common Stock

SOLE

DISPOSITIVE

POWER

3,459 shares of

Common Stock

SOLE

DISPOSITIVE

POWER

SHARED  
DISPOSITIVE  
POWER

11,892,614  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11,896,073 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 20.1%  
TYPE OF REPORTING  
PERSON

IN

**1** NAME OF REPORTING PERSON

Frederic W. Harman

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) [X] A GROUP  
**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

**5** WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION  
**6**

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
**7** SOLE VOTING POWER  
 1,599 shares of Common Stock SHARED VOTING POWER

**8** 11,892,614 shares of Common Stock SOLE DISPOSITIVE POWER  
**9**

1,599 shares of Common Stock  
**10**

SHARED  
DISPOSITIVE  
POWER

11,892,614  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11,894,213 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)     "

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 20.1%  
TYPE OF REPORTING  
PERSON

IN



**1** NAME OF REPORTING PERSON

Ann H. Lamont

**2** CHECK THE APPROPRIATE BOX IF A

MEMBER OF (b) [X]  
A GROUP

**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

WC  
CHECK BOX  
IF

**5** DISCLOSURE OF LEGAL PROCEEDING

IS  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

United States

**7** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

SOLE VOTING POWER

3,701 shares of  
Common Stock  
SHARED VOTING POWER

**8** 11,892,614 shares of  
Common Stock  
SOLE DISPOSITIVE  
**9** POWER

3,701 shares of  
Common Stock

**10**

SHARED  
DISPOSITIVE  
POWER

11,892,614  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11,896,315 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**14** 20.1%  
TYPE OF REPORTING  
PERSON

IN

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission ("SEC") by the Reporting Persons on May 18, 2012 ("Original Schedule 13D", together with this Amendment No. 1, the "Schedule 13D"), relating to the Common Stock, par value \$0.001 per share (the "Common Stock") of Kratos Defense and Security Solutions, Inc., a Delaware corporation ("Issuer"). Capitalized terms used here without definition shall have the meaning set forth in the Original Schedule 13D.

This Amendment No. 1 is being filed to reflect the changes in the number of shares of Common Stock held and beneficial ownership percentages, as previously reported on the Forms 4 filed with the SEC and the removal of each of Iftikar A. Ahmend, Gerald R. Gallagher, Grace A. Ames, Warren B. Riley and Andrew W. Adams as Reporting Persons.

## **Item 2. IDENTITY AND BACKGROUND**

Item 2 of the Schedule 13D is hereby amended by removing the following from the list of filing Persons:

Iftikar A. Ahmed

Gerald R. Gallagher

Grace A. Ames

Warren B. Riley

Andrew W. Adams

## **Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

As of November 20, 2015 since the filing of the Original Schedule 13D, the Issuer has granted Bandel L. Carano options that remain outstanding to purchase a total of 67,269 shares of Common Stock for service on the Issuer's Board of Directors.

## **Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5 of the Schedule 13D is hereby amended restated as follows:

(a) and (b) The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons is based upon 59,088,317 shares of Common Stock outstanding as of October 30, 2015, as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended September 30, 2015 (as filed with the Securities and Exchange Commission on November 30, 2015) (the “Kratos 10-Q”).

Oak Associates IX GP is the general partner of Oak IX. Oak IX Affiliates GP is the general partner of each of Oak IX Affiliates and Oak IX Affiliates-A. Oak Associates X GP is the general partner of Oak X. Oak X Affiliates GP is the general partner of Oak X Affiliates. Oak Associates XIII GP is the general partner of Oak XIII. Oak Management is the manager of Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X, Oak X Affiliates and Oak XIII.

Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates IX GP and Oak IX Affiliates GP, and, as such, may be deemed to possess shared beneficial ownership of any shares of common stock held by Oak IX, Oak IX Affiliates and Oak IX Affiliates-A. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates X GP and Oak X Affiliates GP, and, as such, may be deemed to possess shared beneficial ownership of any shares of common stock held by Oak X and Oak X Affiliates. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of Oak Associates XIII GP, and, as such, may be deemed to possess shared beneficial ownership of any shares of common stock held by Oak XIII.

Amounts shown as beneficially owned by each of Oak X, Oak Associates X GP, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, and Ann H. Lamont include options to purchase 26,387 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak X.

Amounts shown as beneficially owned by each of Oak X Affiliates, Oak X Affiliates GP, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, and Ann H. Lamont include options to purchase 424 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak X Affiliates.

Amounts shown as beneficially owned by each of Oak XIII, Oak Associates XIII GP, Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman, and Ann H. Lamont include options to purchase 40,458 shares of Common Stock, which may be deemed to be held by Bandel L. Carano on behalf of Oak X Affiliates.

Amounts shown as beneficially owned by Edward F. Glassmeyer include 1,999 shares of Common Stock held individually by Mr. Glassmeyer and 1,460 shares of Common Stock held by a trust of which members of Mr. Glassmeyer's immediate family are the beneficiaries and the trustee.

Amounts shown as beneficially owned by Fredric W. Harman include an aggregate of 1,599 shares of Common Stock held in trust for the benefit of Mr. Harman's three minor children. Mr. Harman disclaims beneficial ownership of the shares held in trust for his three minor children.

Amounts shown as beneficially owned by Ann H. Lamont include 3,402 shares of Common Stock individually owned by Ms. Lamont and 299 shares of Common Stock held by The Lamont Children's 1998 Trust for the benefit of Ms. Lamont's minor children.

Please see Items 7, 8, 9, 10, 11, and 13 for each cover sheet for each Reporting Person.

(c) Except as set forth in herein, none of the Reporting Persons has effected any transaction in the Common Stock during the past 60 days.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of securities is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) Mr. Ahmed ceased to be the beneficial owner of more than five percent of the Common Stock as of May 18, 2015. Mr. Gallagher ceased to be the beneficial owner of more than five percent of the Common Stock as of July 17, 2014.

**Item 7. EXHIBITS**

Item 7 of the Schedule 13D is hereby amended and supplemented to add the following exhibits:

Exhibit 99.1

Joint Filing Agreement.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 11, 2016

Entities:

Oak Investment Partners IX, Limited  
Partnership  
Oak Associates IX, LLC  
Oak IX Affiliates Fund, Limited  
Partnership  
Oak IX Affiliates Fund – A, Limited  
Partnership  
Oak IX Affiliates, LLC  
Oak Investment Partners X, Limited  
Partnership  
Oak Associates X, LLC  
Oak X Affiliates Fund, Limited  
Partnership  
Oak X Affiliates, LLC  
Oak Investment Partners XIII,  
Limited Partnership  
Oak Associates XIII, LLC  
Oak Management Corporation

By: /s/ Bandel L. Carano  
Bandel L. Carano, as General Partner or Managing Member or as  
Attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont

By: /s/ Bandel L. Carano  
Bandel L. Carano, Individually and as Attorney-in-fact for the above-listed  
individuals