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. []

(	Pa	ge	1	of	21	Pages)	)

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<sup>\*</sup> 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).

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 2 of 21 Pages

	NAME C PERSON	F REPORTING
1		stment Partners ed Partnership
	06-15562 CHECK	
2	BOX IF A	A R OF(b) [X]
3	A GROU SEC USE SOURCE	
4	WC CHECK	BOX
	IF DISCLOS OF LEGA	
5	PROCEE IS REQUIR	
	PURSUA TO ITEM	ANT IS
	2(d) or 2( CITIZEN PLACE (	SHIP OR
6	ORGANI Delaware	IZATION
		SOLE VOTING POWER
	7	267,786 shares
NUMBER OF SHARES		of Common Stock SHARED
BENEFICIALLY OWNED BY EACH	8	VOTING POWER
REPORTING PERSON WITH:	9	Not applicable SOLE DISPOSITIVE POWER

267,786 shares of Common Stock SHARED DISPOSITIVE POWER

Not applicable

AGGREGATE AMOUNT

**10** 

BENEFICIALLY OWNED BY EACH

11 PERSON

267,786 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)

0.5%

TYPE OF REPORTING

14 PERSON

13

PN

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 3 of 21 Pages

NAME OF REPORTING

	PERSON	1
1	Oak Asso	ociates IX, LLC
2	BOX IF	THE PRIAT(E) "
3	A GROUP SEC USE ONLY	
		E OF FUNDS
4	WC	
	CHECK IF	
	DISCLO OF LEG	
5	PROCEE	
3	IS	
	REQUIR PURSUA	
	TO ITEN	
	2(d) or 2	` '
		NSHIP OR
6	PLACE ORGAN	OF IZATION
NILIMBED OF	Delaware	
NUMBER OF SHARES		SOLE VOTING
BENEFICIALLY	7	POWER
OWNED BY		
EACH		Not applicable
REPORTING		SHARED
PERSON WITH:		VOTING POWER
	8	TOWER
		267,786 shares
		of Common
		Stock
		SOLE
	0	DISPOSITIVE
	9	POWER
	10	Not applicable

SHARED DISPOSITIVE POWER

267,786 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

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

ROW (11) EXCLUDES CERTAIN

SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5%

TYPE OF REPORTING

14 PERSON

13

OO-LLC

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 4 of 21 Pages

	NAME C PERSON	OF REPORTING
1		Affiliates Fund – ed Partnership
3	BOX IF A MEMBE A GROU	THE PRIAT(E)" A R OF(b)[X] P
4	WC	
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
NUMBER OF SHARES	8	6,427 shares of Common Stock SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	9	Not applicable SOLE DISPOSITIVE POWER
		6,427 shares of Common Stock

SHARED DISPOSITIVE

10 POWER

Not applicable

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

13

6,427 shares of Common

Stock

CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.01%

TYPE OF REPORTING

14 PERSON

PN

# CUSIP No. 50077B207 SCHEDULE 13D/A Page 5 of 21 Pages

	NAME C	OF REPORTING
1		Affiliates Fund, Partnership
<b>2 3</b>	BOX IF A MEMBE A GROUSEC USE	THE PRIAT(E)" A R OF(b)[X] P
4	WC	
<b>5</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
NUMBER OF SHARES	8	2,853 shares of Common Stock SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	9	Not applicable SOLE DISPOSITIVE POWER
		2,853 shares of Common Stock

SHARED DISPOSITIVE

10 POWER

Not applicable

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH

11 OWNED PERSON

12

13

2,853 shares of Common

Stock

CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

ROW (11)
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.005%

TYPE OF REPORTING

14 PERSON

PN

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 6 of 21 Pages

NAME OF REPORTING

PERSON

	1 2110 01	•
1	Oak IX A	Affiliates, LLC
	06-15562	)33
	CHECK	
		PRIAT(E) "
2	BOX IF	` '
-		R OF(b) [X]
	A GROU	
3	SEC USI	
	SOURCE	E OF FUNDS
4		
	WC	
	CHECK	BOX
	IF	
	DISCLO	
	OF LEG	
5	PROCEE	EDING
	IS	77
	REQUIR	
	PURSUA	
	TO ITEN 2(d) or 20	
		(e) ISHIP OR
	PLACE (	
6		IZATION
V	OROZII	12/11/01
	Delaware	
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY		
EACH		Not applicable
REPORTING		SHARED
PERSON WITH:		VOTING
	8	POWER
		0.200 aboss of
		9,280 shares of Common Stock
		SOLE
		DISPOSITIVE
	9	POWER
		Not applicable
	10	SHARED
		DISPOSITIVE

#### **POWER**

9,280 shares of Common Stock

AGGREGATE

**AMOUNT** 

BENEFICIALLY

OWNED BY EACH

11 PERSON

9,280 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)

0.02%

TYPE OF REPORTING

14 PERSON

13

OO-LLC

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 7 of 21 Pages

	NAME C PERSON	OF REPORTING
1		stment Partners ed Partnership
	06-16010 CHECK	
2	BOX IF A	A R OF(b) [X]
3	A GROU SEC USE SOURCE	
4	WC CHECK	BOX
	IF DISCLOS OF LEGA	
5	PROCEEDING IS REQUIRED	
	PURSUA TO ITEM 2(d) or 2(	ANT IS
	CITIZEN PLACE (	ISHIP OR OF
6	Delaware	IZATION e
		SOLE VOTING POWER
	7	566,005 shares
NUMBER OF SHARES		of Common Stock SHARED
BENEFICIALLY OWNED BY EACH	8	VOTING POWER
REPORTING PERSON WITH:	9	Not applicable SOLE DISPOSITIVE POWER

566,005 shares of Common Stock SHARED DISPOSITIVE POWER

Not applicable

AGGREGATE AMOUNT

**10** 

BENEFICIALLY OWNED BY EACH

11 PERSON

566,005 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)

AMOUNT IN ROW (

1.0%

TYPE OF REPORTING

14 PERSON

PN

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 8 of 21 Pages

NAME OF REPORTING

PERSON

1	Oak Asso	ociates X, LLC
	06-16306	
	CHECK	
	_	PRIAT(E) "
2	BOX IF	` '
		R OF(b) [X]
	A GROU	
3	SEC USI	E ONLY
	SOURCE	E OF FUNDS
4	****	
	WC	DOV
	CHECK IF	BOX
	DISCLO	SURE
	OF LEG.	
_	PROCEE	
5	IS	· <b></b>
	REQUIR	ED
	PURSU/	
	TO ITEM	AS .
	2(d) or 2	• •
		ISHIP OR
	PLACE (	
6	ORGAN	IZATION
	Delaware	e
NUMBER OF		SOLE
SHARES	_	VOTING
BENEFICIALLY	7	POWER
OWNED BY EACH		Not applicable
REPORTING		Not applicable SHARED
PERSON WITH:		VOTING
TERSON WITH.		POWER
	8	101121
		566,005 shares
		of Common
		Stock
		SOLE
	•	DISPOSITIVE
	9	POWER
		Not applicable
	10	Not applicable
	10	

SHARED DISPOSITIVE POWER

566,005 shares of Common Stock

AGGREGATE AMOUNT

BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

566,005 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN

ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.0%

TYPE OF REPORTING

14 PERSON

13

OO-LLC

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 9 of 21 Pages

	NAME C PERSON	OF REPORTING
1		ffiliates Fund, Partnership
2 3 4	O6-1622220 CHECK THE APPROPRIAT(a) " BOX IF A MEMBER OF(b) [X] A GROUP SEC USE ONLY SOURCE OF FUNDS	
4	WC	
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY	8	9,085 shares of Common Stock SHARED VOTING POWER
OWNED BY EACH REPORTING PERSON WITH:	9	SOLE DISPOSITIVE POWER
		9,085 shares of Common Stock

SHARED DISPOSITIVE

10 POWER

Not applicable

AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH

11 OWNED PERSON

9,085 shares of Common

Stock

CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

ROW (11) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

TYPE OF REPORTING

14 PERSON

PN

0.02%

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 10 of 21 Pages

NAME OF REPORTING

PERSON

	1 2110 01	,
1	Oak X A	ffiliates, LLC
	06-16306	562
	CHECK	
		PRIAT(E) "
2	BOX IF	
	MEMBE	R OF(b) [X]
	A GROU	P
3	SEC USI	
	SOURCE	E OF FUNDS
4	WC	
	WC	DOV
	CHECK IF	BOX
	DISCLO	SURF
	OF LEG	
_	PROCEE	
5	IS	
	REQUIR	ED
	PURSUA	ANT
	TO ITEM	
	2(d) or 20	` '
		ISHIP OR
	PLACE (	
6	ORGAN.	IZATION
	Delaware	•
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY		
EACH		Not applicable
REPORTING		SHARED
PERSON WITH:		VOTING POWER
	8	FUWEK
		9,085 shares of
		Common Stock
		SOLE
		DISPOSITIVE
	9	POWER
		Not applicable
	10	SHARED
		DISPOSITIVE

#### **POWER**

9,085 shares of Common Stock

AGGREGATE

**AMOUNT** 

BENEFICIALLY OWNED BY EACH

11 PERSON

9,085 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)

0.02%

TYPE OF REPORTING

14 PERSON

13

OO-LLC

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 11 of 21 Pages

	NAME C PERSON	F REPORTING
1		stment Partners nited Partnership
	27-05007 CHECK	
2	BOX IF A	A R OF(b) [X]
3	A GROU SEC USE SOURCE	
4	WC CHECK	BOX
	IF DISCLOS OF LEGA	SURE
5	PROCEEDING IS	
	REQUIR PURSUA TO ITEM	ANT
	2(d) or 2( CITIZEN PLACE (	ISHIP OR
6	ORGAN	IZATION
	Delaware	SOLE VOTING
	7	POWER 11,040,458
NUMBER OF SHARES		shares of Common Stock
BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER
REPORTING PERSON WITH:	9	Not applicable SOLE
		DISPOSITIVE POWER

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

Not applicable

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

**10** 

11,040,458 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) "

ROW (11)
EXCLUDES
CERTAIN
SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.7%

TYPE OF REPORTING

14 PERSON

13

PN

#### CUSIP No. 50077B207 SCHEDULE 13D/A Page 12 of 21 Pages

NAME OF REPORTING

	PERSON	
1	Oak Asso LLC	ociates XIII,
2 3 4	BOX IF A MEMBE A GROUSEC USE	THE PRIAT(E) " A R OF(b) [X] P
4	WC	
5	CHECK I IF DISCLOSO OF LEGA PROCEE IS REQUIR PURSUA TO ITEM 2(d) or 2( CITIZEN PLACE O	SURE AL EDING ED ANT IS (e) ISHIP OR
	Delaware	
	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	8	Not applicable SHARED VOTING POWER 11,040,458 shares of Common Stock SOLE DISPOSITIVE POWER
		Not applicable

SHARED DISPOSITIVE POWER

10

11,040,458 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

**12** 

13

11,040,458 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.7%

TYPE OF REPORTING

14 PERSON

OO-LLC

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 13 of 21 Pages

NAME OF REPORTING

	PERSON	
1	Oak Man Corporati	•
2	06-09908 CHECK APPROP BOX IF A	THE RIAT( <b>E</b> ) "
2	A GROU	
3	SEC USE SOURCE	E ORL Y E OF FUNDS
4	WC CHECK I	
5	DISCLOSURE OF LEGAL PROCEEDING IS	
	REQUIR PURSUA TO ITEM	ANT IS
6	2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	7	SOLE VOTING POWER
	0	Not applicable SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	11,892,614 shares of Common Stock SOLE
EACH REPORTING PERSON WITH:	9	DISPOSITIVE POWER
		Not applicable

SHARED DISPOSITIVE POWER

10

11,892,614 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

**12** 

13

11,892,614 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.1%

TYPE OF REPORTING

14 PERSON

CO

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 14 of 21 Pages

1	NAME C PERSON	F REPORTING
	Bandel L	Carano
	CHECK '	
		RIATE) "
2	BOX IF	` '
_	_	R OF(b) [X]
	A GROU	
3	SEC USE	E ONLY
	SOURCE	E OF FUNDS
4		
	WC	
	CHECK	BOX
	IF	~******
	DISCLO	
	OF LEGA PROCEE	
5	IS	DING
	REQUIR	FD
	PURSUA	
	TO ITEM	
	2(d) or 20	(e)
		SHIP OR
	PLACE (	OF
6	ORGAN	IZATION
	United St	tates
	Cinted St	SOLE
		VOTING
		POWER
	7	
		606,098 shares
		of Common
		Stock
NUMBER OF		SHARED
SHARES		VOTING
BENEFICIALLY	0	POWER
OWNED BY	ð	11,892,614
EACH		shares of
REPORTING		Common Stock
PERSON WITH:	9	SOLE
		DISPOSITIVE
		POWER
		606,098 Shares
		of Common

Stock **SHARED DISPOSITIVE POWER 10** 11,892,614 shares of Common Stock AGGREGATE **AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 12,498,712 shares of Common Stock CHECK IF THE **AGGREGATE** AMOUNT IN **12** ROW (11) **EXCLUDES CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY 13 AMOUNT IN ROW (11) 21.2% TYPE OF REPORTING **PERSON** 14 IN

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 15 of 21 Pages

1	NAME C PERSON	F REPORTING
	Edward F	F. Glassmeyer
	CHECK '	•
	APPROP	RIAT(E) "
2	BOX IF	` '
	MEMBE	R OF(b) [X]
	A GROU	P
3	SEC USE	E ONLY
	SOURCE	E OF FUNDS
4	WC	
	CHECK	BOX
	IF	<b>D</b> 071
	DISCLO	SURE
	OF LEGA	
_	PROCEE	
5	IS	
	REQUIR	ED
	PURSUA	
	TO ITEM	1S
	2(d) or 2(	(e)
	CITIZEN	ISHIP OR
	PLACE (	OF
6	ORGAN	IZATION
	United St	cates
NUMBER OF	0	SOLE
SHARES		VOTING
BENEFICIALLY	_	POWER
OWNED BY	7	
EACH		3,459 shares of
REPORTING		Common Stock
PERSON WITH:		SHARED
		VOTING
		POWER
	8	
		11,892,614
		shares of
		Common Stock
		SOLE
		DISPOSITIVE POWER
	9	LOWEK
		3,459 shares of
		Common Stock
	10	Stock

SHARED DISPOSITIVE POWER

11,892,614 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

**12** 

13

11,896,073 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES

EXCLUDES
CERTAIN
SHARES
PERCENT OF C

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.1%

TYPE OF REPORTING

14 PERSON

IN

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 16 of 21 Pages

1	NAME OF REPORTING PERSON	
	Frederic V	W. Harman
	CHECK '	
		RIAT(E) "
2	BOX IF	` '
4	_	R OF(b) [X]
	A GROU	. ,
3	SEC USE	
3		E OF FUNDS
4	SOURCE	CONTONDS
•	WC	
	CHECK	R∩X
	IF	ВОХ
	DISCLOS	SIIRE
	OF LEGA	
	PROCEE	
5	IS	DINQ
	REQUIR	FD
	PURSUA	
	TO ITEM	
	2(d) or 2(	
		ISHIP OR
	PLACE (	
6		IZATION
U	OKOAN	IZATION
	United St	rates
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	_	POWER
OWNED BY	7	10,1121
EACH		1,599 shares of
REPORTING		Common Stock
PERSON WITH:		SHARED
		VOTING
		POWER
	8	
		11,892,614
		shares of
		Common Stock
		SOLE
		DISPOSITIVE
	0	POWER
	9	
		1,599 shares of
		Common Stock
	10	

SHARED DISPOSITIVE POWER

11,892,614 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED I

**12** 

13

11,894,213 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.1%

TYPE OF REPORTING

14 PERSON

IN

### CUSIP No. 50077B207 SCHEDULE 13D/A Page 17 of 21 Pages

1	NAME OF REPORTING PERSON	
	Ann H. L	amont
	CHECK '	
_		RIAT(E) "
2	BOX IF	
	A GROU	R OF(b) [X]
3	SEC USE	
	SOURCE OF FUNDS	
4		
	WC	
	CHECK	BOX
	IF	CLIDE
	DISCLOS OF LEGA	
	PROCEE	
5	IS	DING
	REQUIR	ED
	PURSUA	NT
	TO ITEM	
	2(d) or 2(	
		ISHIP OR
<u> </u>	PLACE O	JF IZATION
6	ORGANI	IZATION
	United St	ates
NUMBER OF		SOLE
SHARES		VOTING
BENEFICIALLY	7	POWER
OWNED BY	,	
EACH		3,701 shares of
REPORTING PERSON WITH:		Common Stock SHARED
I LKSON WIIII.		VOTING
		POWER
	8	
		11,892,614
		shares of
		Common Stock
		SOLE DISPOSITIVE
		POWER
	9	I O II LIK
		3,701 shares of
		Common Stock
	10	

SHARED DISPOSITIVE POWER

11,892,614 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

**12** 

13

11,896,315 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.1%

TYPE OF REPORTING

14 PERSON

IN

CUSIP No. 50077B207 SCHEDULE 13D/A Page 18 of 21 Pages

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 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.

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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.

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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.

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#### **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