

OAK IX AFFILIATES FUND A LP
 Form 3
 May 14, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Oak Investment Partners XIII, Limited Partnership | | (Month/Day/Year) | KRATOS DEFENSE & SECURITY SOLUTIONS, INC. [KTOS] | |
| (Last) | (First) | 05/14/2012 | | |
| ONE GORHAM ISLAND | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| WESTPORT,Â CTÂ 06880 | | ___ Director ___X___ 10% Owner | | ___ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | ___ Officer ___ Other (specify below) | |
| | | | | ___X___ 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 | 11,000,000 ⁽¹⁾ | D | Â |
| COMMON STOCK | 267,786 ⁽²⁾ | D | Â |
| COMMON STOCK | 2,853 ⁽³⁾ | D | Â |
| COMMON STOCK | 6,427 ⁽⁴⁾ | D | Â |
| COMMON STOCK | 539,618 ⁽⁵⁾ | D | Â |
| COMMON STOCK | 8,661 ⁽⁶⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 01/01/2013 | COMMON STOCK | 2,000 <u>(8)</u> | \$ 60.1 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 01/02/2014 | COMMON STOCK | 2,000 <u>(8)</u> | \$ 148.6 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 01/03/2015 | COMMON STOCK | 2,000 <u>(8)</u> | \$ 94.4 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 08/17/2015 | COMMON STOCK | 475 <u>(8)</u> | \$ 49.5 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 09/07/2015 | COMMON STOCK | 105 <u>(8)</u> | \$ 57 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 11/16/2015 | COMMON STOCK | 99 <u>(8)</u> | \$ 55.5 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 01/03/2016 | COMMON STOCK | 2,000 <u>(8)</u> | \$ 51 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 03/22/2016 | COMMON STOCK | 451 <u>(8)</u> | \$ 38.8 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 05/17/2016 | COMMON STOCK | 230 <u>(8)</u> | \$ 36.9 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 09/06/2016 | COMMON STOCK | 155 <u>(8)</u> | \$ 22.5 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 11/17/2016 | COMMON STOCK | 589 <u>(8)</u> | \$ 22.9 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 02/28/2017 | COMMON STOCK | 592 <u>(8)</u> | \$ 21.1 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |

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| | | | | | | | |
|--|--------------|------------|-----------------|------------------|----------|-------------------------|---|
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 05/16/2017 | COMMON STOCK | 255 <u>(8)</u> | \$ 13.7 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 09/04/2017 | COMMON STOCK | 383 <u>(8)</u> | \$ 27.4 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 11/14/2017 | COMMON STOCK | 239 <u>(8)</u> | \$ 23 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 02/27/2018 | COMMON STOCK | 514 <u>(8)</u> | \$ 20.4 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 05/20/2018 | COMMON STOCK | 305 <u>(8)</u> | \$ 18 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 09/17/2018 | COMMON STOCK | 294 <u>(8)</u> | \$ 18.7 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 11/05/2018 | COMMON STOCK | 517 <u>(8)</u> | \$ 14.5 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 03/06/2019 | COMMON STOCK | 1,591 <u>(8)</u> | \$ 6.6 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 06/04/2019 | COMMON STOCK | 1,180 <u>(8)</u> | \$ 7.2 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 09/17/2019 | COMMON STOCK | 763 <u>(8)</u> | \$ 8.52 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 11/10/2019 | COMMON STOCK | 1,042 <u>(8)</u> | \$ 10.08 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 02/25/2020 | COMMON STOCK | 585 <u>(8)</u> | \$ 12.84 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 05/11/2020 | COMMON STOCK | 683 <u>(8)</u> | \$ 12.46 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 09/20/2010 | COMMON STOCK | 1,094 <u>(8)</u> | \$ 10.97 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> <u>(8)</u> |
| DIRECTOR OPTION (RIGHT TO BUY) <u>(7)</u> | Â <u>(9)</u> | 11/18/2020 | COMMON STOCK | 996 <u>(8)</u> | \$ 10.55 | I <u>(7)</u> <u>(8)</u> | SEE FOOTNOTES <u>(7)</u> |

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| | |
|--|------------|
| /s/ Bandel L. Carano, as managing member of Oak Associates IX, LLC | 05/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Bandel L. Carano, as managing member of Oak IX Affiliates, LLC, the General Partner of Oak IX Affiliates Fund, Limited Partnership | 05/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Bandel L. Carano, as managing member of Oak IX Affiliates, LLC, the General Partner of Oak IX Affiliates Fund-A, Limited Partnership | 05/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Bandel L. Carano, as managing member of Oak IX Affiliates, LLC | 05/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Bandel L. Carano, as managing member of Oak Associates X, LLC, the General Partner of Oak Investment Partners X, Limited Partnership | 05/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Bandel L. Carano, as managing member of Oak Associates X, LLC | 05/14/2012 |
| __Signature of Reporting Person | Date |
| /s/ Bandel L. Carano, as managing member of Oak X Affiliates, LLC, the General Partner of Oak X Affiliates Fund, Limited Partnership and as managing member of Oak X Affiliates, LLC | 05/14/2012 |
| __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).
- (1) Represents shares directly owned by Oak Investment Partners XIII, Limited Partnership ("Oak XIII"). These shares were purchased pursuant to a public offering of the Issuer that closed on May 14, 2012.
- (2) Represents shares directly owned by Oak Investment Partners IX, Limited Partnership ("Oak IX").
- (3) Represents shares directly owned by Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates").
- (4) Represents shares directly owned by Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A").
- (5) Represents shares directly owned by Oak Investment Partners X, Limited Partnership ("Oak X").
- (6) Represents shares directly owned by Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates" and together with Oak XIII, Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, and Oak X, the "Oak Funds").
- (7) Represents options received in lieu of cash fees from Bandel Carano's service on the Issuer's Board of Directors. Mr. Carano is a Managing Member of (i) Oak Associates XIII, LLC, the General Partner of Oak XIII, (ii) Oak Associates IX, LLC, the General Partner of Oak IX, (iii) Oak IX Affiliates, LLC, the General Partner of each of Oak IX Affiliates and Oak IX Affiliates-A, (iv) Oak Associates X, LLC, the General Partner of Oak X, and (v) Oak X Affiliates, LLC, the General Partner of Oak X Affiliates.
- (8) Mr. Carano has Director Options exercisable for a total of 28,930 shares of Common Stock, 28,470 shares of which are held by Mr. Carano on behalf of Oak X and 460 shares of which are held by Mr. Carano on behalf of Oak X Affiliates. Approximately 98.4% of each option grant is held by Mr. Carano on behalf of Oak X and approximately 1.6% of each such option grant is held by Mr. Carano on behalf of Oak X Affiliates.
- (9) All options are immediately exercisable.
- (10) Reporting Person has two additional Director Options to report but the maximum number of rows/entries for Table II on the electronic Form 4 have been exceeded. The two additional Director Options to be reported are as follows: (1) Director Option (Right to Buy) (footnote 7), Date Exercisable: footnote 9, Expiration Date: 11/14/2021, Title: Common Stock, Amount or Number of Shares: 2,254 (footnote 8), Conversion or Exercise Price: 5.77, Ownership: Indirect (footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8; and (2) Director Option (Right to Buy) (footnote 7), Date Exercisable: footnote 9, Expiration Date: 3/15/2022, Title: Common Stock, Amount or Number of Shares: 1,939(footnote 8), Conversion or Exercise Price:

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6.19, Ownership: Indirect (footnotes 7 and 8), Nature of Director Beneficial Ownership: See Footnotes 7 and 8.

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Remarks:

Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X and Oak X Affiliates, and their respective

Bandel Carano is a Director of the Issuer as well as the Managing Member of the General Partn

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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