

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

Form S-3MEF

February 08, 2011

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As filed with the Securities and Exchange Commission on February 8, 2011

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-3**

REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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**KRATOS DEFENSE & SECURITY SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**4899**  
(Primary Standard Industrial  
Classification Code Number)

**13-3818604**  
(I.R.S. Employer  
Identification No.)

**4820 Eastgate Mall**  
**San Diego, California 92121**  
**(858) 812-7300**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

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**Eric DeMarco**  
**President and Chief Executive Officer**  
**4820 Eastgate Mall**  
**San Diego, California 92121**  
**(858) 812-7300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

Deyan P. Spiridonov  
Teri O'Brien  
Paul, Hastings, Janofsky & Walker LLP  
4747 Executive Drive

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12th Floor  
San Diego, CA 92121  
(858) 458-3000

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-161340

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities To Be Registered</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$0.001 per share	\$11,094,800	\$1,289

(1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities which remain eligible to be sold under the registration statement on Form S-3 (File No. 333-161340) is hereby registered.

(2) Calculated pursuant to Rule 457(o) under the Securities Act.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.**

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**EXPLANATORY NOTE**

This Registration Statement is being filed to register an additional \$11,094,800 worth of shares of our common stock, par value \$0.001, pursuant to Rule 462(b) of the Securities Act of 1933, as amended. In accordance with Rule 462(b), this Registration Statement incorporates by reference the contents of our registration statement on Form S-3 (File No. 333-161340), which was declared effective on August 21, 2009, including all exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinion and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on February 8, 2011.

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.

By: /s/ ERIC M. DEMARCO

Eric M. DeMarco  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> /s/ ERIC M. DEMARCO <hr/> Eric M. DeMarco	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 8, 2011
<hr/> /s/ DEANNA H. LUND <hr/> Deanna H. Lund	Executive Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 8, 2011
<hr/> /s/ LAURA SIEGAL <hr/> Laura Siegal	Vice President and Corporate Controller <i>(Principal Accounting Officer)</i>	February 8, 2011
<hr/> * <hr/> Scott I. Anderson	Director	February 8, 2011
<hr/> * <hr/> Bandel L. Carano	Director	February 8, 2011
<hr/> * <hr/> William A. Hoglund	Director	February 8, 2011
<hr/> * <hr/> Scot B. Jarvis	Director	February 8, 2011
<hr/> * <hr/> Samuel N. Liberatore	Director	February 8, 2011
*By: <hr/> /s/ ERIC M. DEMARCO <hr/> Eric M. DeMarco <i>Attorney-in-fact</i>		

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	Opinion of Paul, Hastings, Janofsky & Walker LLP
23.1	Consent of Paul, Hastings, Janofsky & Walker LLP (included in Exhibit 5.1 to this filing)
23.2	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP
23.3	Consent of Independent Registered Public Accountants, Amper, Politziner & Mattia LLP
23.4	Independent Registered Public Accounting Firm's Consent, Marcum LLP
23.5	Consent of Independent Registered Public Accounting Firm, Grant Thornton LLP
23.6	Consent of Independent Registered Public Accounting Firm, Brightman Almagor Zohar & Co.
24.1	Power of Attorney(1)

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- (1) Previously filed on the signature page to Registrant's registration statement on Form S-3 (No. 333-161340), filed with the Securities and Exchange Commission on August 14, 2009.
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