

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
Form DEFA14A
May 10, 2016

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 x

Filed by a Party other than the Registrant o

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.

Title of each class of securities to which transaction applies:

(1)

Aggregate number of securities to which transaction applies:

(2)

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):

(3)

Proposed maximum aggregate value of transaction:

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Total fee paid:

(5)

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.

Amount Previously Paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)

May 9, 2016

Re: Kratos Defense & Security Solutions, Inc.'s ("Kratos") 2016 Annual Meeting of Stockholders - May 19, 2016 - Proposal 3, Advisory Vote to Approve the Compensation of our Named Executive Officers ("Say on Pay")

Dear Stockholder:

By now you should have received Kratos' Notice of the 2016 Annual Meeting and Proxy Statement. You can also view our Proxy Statement at <http://ir.kratosdefense.com/annual-proxy.cfm>.

We are writing to request your support at the Annual Meeting by voting in accordance with the recommendations of our Board of Directors on all proposals. In particular, we request your support on Proposal 3, Advisory Vote to Approve the Compensation of our Named Executive Officers ("Say on Pay").

Our Board's Compensation Committee has made the decision that regarding any future restricted stock unit grants that vest based on a certain Kratos common stock closing price being achieved, the specified Kratos common stock closing price must be sustained for 20 consecutive trading days before a vesting event occurs, subject to the terms of the applicable award agreement. Such sustained closing stock price requirements for future restricted stock unit awards further aligns the interests of our executives and our stockholders.

We invite you to read the Proxy Statement for more information regarding the reasons the Board is recommending a vote "FOR" Proposal 3, Advisory Vote to Approve the Compensation of our Named Executive Officers.

We appreciate your time and consideration on these matters and ask for your support of the Board's recommendation.

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