

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
Form POS AM
August 14, 2009

As filed with the Securities and Exchange Commission on August 13, 2009

Registration No. 333-112956

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3 REGISTRATION STATEMENT
(FILE NO. 333-112956)

UNDER
THE SECURITIES ACT OF 1933

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

13-3818604
(IRS Employer
Identification No.)

4810 Eastgate Mall
San Diego, CA 92121
(858) 812-7300

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

Eric DeMarco
President and Chief Executive Officer
4810 Eastgate Mall
San Diego, CA 92121
(858) 812-7300

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

Copies to:
Scott M. Stanton, Esq.
Morrison & Foerster LLP
12531 High Bluff Drive, Suite 100
San Diego, California 92130
(858) 720-5100

Approximate date of commencement of proposed sale to public:
Not applicable.

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.

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

Non-accelerated filer (do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

DEREGISTRATION OF SECURITIES

Kratos Defense & Security Solutions, Inc., a Delaware corporation (the “Registrant”), files this Post-Effective Amendment to the following Registration Statement on Form S-3 and hereby deregisters all securities of the Registrant unsold under the Registration Statement:

Registration Statement on Form S-3, as amended (file no. 333-112956), registering \$200,000,000 plus 5,400,000 shares of common stock of the Registrant, par value \$0.001 per share, filed with the Securities and Exchange Commission on February 19, 2004, as amended on March 19, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, California, on August 13, 2009.

Kratos Defense & Security Solutions, Inc.

By: /s/ Eric M. DeMarco
 Eric M. DeMarco
 President and Chief Executive Officer
 (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to the Registration Statement reflected on the cover page of this filing has been signed by the following persons in the capacities indicated on August 13, 2009.

NAME	TITLE	DATE
/s/ Eric M. DeMarco Eric M. DeMarco	President, Chief Executive Officer and Director	August 13, 2009
/s/ Scott I. Anderson* Scott I. Anderson	Director	August 13, 2009
/s/ Bandel L. Carano* Bandel L. Carano	Director	August 13, 2009
/s/ William A. Hogle* William A. Hogle	Director	August 13, 2009
Scot B. Jarvis	Director	
Samuel N. Liberatore	Director	

*By: /s/ Eric M. DeMarco
 Eric M. DeMarco
 Attorney-in-Fact