

TOMAS CHARLES
Form SC 13D
April 15, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. _____)*

KRATOS DEFENSE & SECURITY SOLUTIONS, INC.
(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE PER SHARE
(Title of Class of Securities)

50077B207
(CUSIP Number)

Charles Tomas
862 Valley Farms Rd
Friday Harbor, WA 98250
(360) 378-3652
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 12, 2010
(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. _____

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

NAMES OF REPORTING PERSONS:

1

Charles Tomas

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States

SOLE VOTING POWER:

7

NUMBER OF 941,000

SHARES SHARED VOTING POWER:
BENEFICIALLY ⁸

OWNED BY 9,100

EACH SOLE DISPOSITIVE POWER:

9

REPORTING
PERSON

941,000

WITH

SHARED DISPOSITIVE POWER:

10

9,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

950,100

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

5.98%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

IN

2

Item 1. Security and Issuer

This Schedule 13D (the “Schedule 13D”) relates to the common stock, par value \$0.001 per share (the “Common Stock”), of Kratos Defense & Security Solutions, Inc. (“Kratos” or the “issuer”). The address of the principal executive office of Kratos is 4810 Eastgate Mall, San Diego, CA 92121.

Item 2. Identity and Background

- (a) Charles Tomas
- (b) 862 Valley Farms Road, Friday Harbor, WA 98250
- (c) Private investor
- (d) The reporting person has not been convicted in a criminal proceeding.
- (e) The reporting person has not been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The reporting person is citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

The aggregate amount of funds used in making the purchases reported in Item 5(c) of this Schedule 13D was \$11,619,782.20. The source of funds was personal funds of the reporting person.

Item 4. Purpose of Transaction

The reporting person has acquired Common Stock for investment purposes and in order to acquire a controlling interest in the issuer. The reporting person believes that the issuer should not be a publicly traded company due to the sensitive nature of its business from a national security point of view and has attempted on multiple occasions to engage with management of the issuer to discuss this concern, without success. On April 14, 2010, the reporting person advised an employee of the issuer in an email message that he intends to make a tender offer for the Common Stock on or before May 10, 2010, and requested that the employee so advise the issuer’s President and Chief Executive Officer.

Item 5. Interest in Securities of the Issuer

- (a) The reporting person beneficially owns 950,100 shares of Common Stock, representing 5.98% of the outstanding Common Stock.
- (b) The reporting person has sole voting and dispositive power with respect to 941,000 shares of Common Stock.

The reporting person has shared voting and dispositive power with respect to 9,100 shares held in joint accounts with his children, Leslie Tomas, Tracy Tomas and Laura Tomas.

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Leslie Tomas is a nurse and resides c/o Charles Tomas, 862 Valley Farms Rd., Friday Harbor, WA 98250, (360) 378-3652.

Tracy Tomas is self-employed and resides c/o Charles Tomas, 862 Valley Farms Rd., Friday Harbor, WA 98250, (360) 378-3652.

Laura Tomas is an aesthetician and resides c/o Charles Tomas, 862 Valley Farms Rd., Friday Harbor, WA 98250, (360) 378-3652.

None of Leslie Tomas, Tracy Tomas or Laura Tomas has been involved in a criminal or civil proceeding of a nature required to be identified in a response to Item 2(d) or Item 2(e) of Schedule 13D. All are United States citizens.

(c) The following table identifies all transactions in the Common Stock effected by the reporting person in the last sixty days. All of these transactions were purchases in ordinary brokerage transactions.

| Purchase Date | Quantity | Price per Share |
|---------------|----------|-----------------|
| 02/12/10 | 23,698 | 11.119 |
| 02/12/10 | 7,002 | 11.329 |
| 02/16/10 | 66,485 | 11.726 |
| 02/17/10 | 20,815 | 11.929 |
| 02/18/10 | 60,000 | 11.973 |
| 02/19/10 | 25,014 | 11.867 |
| 02/23/10 | 40,000 | 12.424 |
| 02/24/10 | 30,802 | 12.660 |
| 02/25/10 | 11,200 | 12.901 |
| 02/25/10 | 400 | 12.930 |
| 02/26/10 | 12,984 | 13.114 |
| 02/26/10 | 100 | 12.183 |
| 03/01/10 | 5,000 | 13.314 |
| 03/02/10 | 4,000 | 13.399 |
| 03/03/10 | 3,000 | 13.607 |
| 03/04/10 | 5,000 | 13.698 |
| 03/05/10 | 5,000 | 13.959 |
| 03/08/10 | 3,000 | 14.284 |
| 03/09/10 | 6,000 | 14.263 |
| 03/10/10 | 2,655 | 14.268 |
| 03/10/10 | 1,000 | 14.216 |
| 03/10/10 | 900 | 14.226 |
| 03/10/10 | 1,300 | 14.210 |
| 03/10/10 | 500 | 14.317 |
| 03/10/10 | 200 | 14.352 |
| 03/10/10 | 1,300 | 14.366 |
| 03/11/10 | 800 | 13.777 |
| 03/11/10 | 2,100 | 13.911 |
| 03/11/10 | 85,090 | 13.518 |
| 03/11/10 | 725 | 13.901 |
| 03/11/10 | 1,100 | 13.891 |
| 03/11/10 | 800 | 13.881 |
| 03/11/10 | 4,975 | 13.998 |
| 03/11/10 | 2,100 | 13.931 |
| 03/11/10 | 24,400 | 14.001 |
| 03/11/10 | 700 | 13.961 |
| 03/11/10 | 200 | 13.531 |
| 03/11/10 | 1,600 | 13.551 |
| 03/11/10 | 400 | 13.591 |
| 03/11/10 | 100 | 13.611 |
| 03/11/10 | 600 | 13.731 |
| 03/11/10 | 500 | 13.601 |
| 03/11/10 | 800 | 13.721 |

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| | |
|----------|-------------|
| 03/11/10 | 80013.651 |
| 03/11/10 | 30013.791 |
| 03/11/10 | 1,80013.821 |
| 03/11/10 | 40013.831 |
| 03/11/10 | 2,10013.869 |
| 03/11/10 | 10013.571 |
| 03/11/10 | 10013.641 |
| 03/11/10 | 10013.681 |
| 03/11/10 | 30013.781 |
| 03/11/10 | 30013.671 |
| 03/11/10 | 30013.701 |
| 03/11/10 | 70013.921 |
| 03/11/10 | 20013.971 |

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| | | |
|----------|-------|--------|
| 03/11/10 | 200 | 13.801 |
| 03/11/10 | 200 | 14.041 |
| 03/11/10 | 200 | 13.811 |
| 03/12/10 | 700 | 13.311 |
| 03/12/10 | 100 | 13.361 |
| 03/12/10 | 755 | 13.536 |
| 03/12/10 | 5,100 | 13.506 |
| 03/12/10 | 800 | 13.491 |
| 03/12/10 | 1,200 | 13.486 |
| 03/12/10 | 100 | 13.390 |
| 03/12/10 | 500 | 13.385 |
| 03/12/10 | 1,100 | 13.401 |
| 03/12/10 | 200 | 13.341 |
| 03/12/10 | 100 | 13.470 |
| 03/12/10 | 200 | 13.351 |
| 03/12/10 | 700 | 13.473 |
| 03/12/10 | 500 | 13.511 |
| 03/12/10 | 100 | 13.530 |
| 03/12/10 | 9 | 13.099 |
| 03/12/10 | 3,200 | 13.161 |
| 03/12/10 | 300 | 13.177 |
| 03/12/10 | 100 | 13.189 |
| 03/12/10 | 1,191 | 13.255 |
| 03/12/10 | 100 | 13.083 |
| 03/12/10 | 500 | 13.072 |
| 03/12/10 | 200 | 13.201 |
| 03/12/10 | 1,100 | 13.221 |
| 03/12/10 | 200 | 13.241 |
| 03/12/10 | 700 | 13.271 |
| 03/12/10 | 500 | 13.261 |
| 03/12/10 | 1,600 | 13.281 |
| 03/12/10 | 200 | 13.630 |
| 03/12/10 | 100 | 13.580 |
| 03/12/10 | 2,600 | 13.650 |
| 03/12/10 | 5,400 | 13.800 |
| 03/12/10 | 3,400 | 13.769 |
| 03/12/10 | 700 | 13.774 |
| 03/12/10 | 4,000 | 13.897 |
| 03/12/10 | 500 | 13.900 |
| 03/12/10 | 1,000 | 13.880 |
| 03/12/10 | 1,800 | 13.945 |
| 03/12/10 | 100 | 13.680 |
| 03/12/10 | 200 | 13.720 |
| 03/12/10 | 100 | 13.740 |
| 03/12/10 | 200 | 13.730 |
| 03/12/10 | 6,000 | 13.752 |
| 03/12/10 | 400 | 13.919 |
| 03/12/10 | 100 | 13.970 |
| 03/12/10 | 800 | 13.980 |

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| | | |
|----------|--------|--------|
| 03/12/10 | 7,800 | 14.000 |
| 03/12/10 | 1,300 | 13.992 |
| 03/12/10 | 200 | 13.859 |
| 03/12/10 | 400 | 13.795 |
| 03/12/10 | 100 | 13.840 |
| 03/12/10 | 6,500 | 13.548 |
| 03/12/10 | 200 | 13.418 |
| 03/15/10 | 11,712 | 13.760 |
| 03/15/10 | 18 | 13.790 |
| 03/15/10 | 90,270 | 13.800 |
| 03/17/10 | 596 | 13.902 |
| 03/18/10 | 1,000 | 14.054 |

| | | |
|----------|------------|--------|
| 03/19/10 | 1,000 | 14.128 |
| 03/23/10 | 1,504 | 14.844 |
| 03/24/10 | 1,000 | 15.035 |
| 03/26/10 | 900 | 14.471 |
| 03/29/10 | 1,000 | 14.430 |
| 03/29/10 | 1,000 | 14.422 |
| 03/29/10 | 1,000 | 14.431 |
| 03/29/10 | 1,000 | 14.422 |
| 03/30/10 | 12,500,000 | 14.560 |
| 03/30/10 | 2,100 | 14.439 |
| 03/31/10 | 1,000 | 14.303 |
| 03/31/10 | 300 | 14.426 |
| 04/01/10 | 6,000 | 14.673 |
| 04/06/10 | 3,000 | 14.739 |
| 04/07/10 | 2,000 | 14.497 |
| 04/08/10 | 1,000 | 14.389 |
| 04/09/10 | 2,000 | 14.427 |
| 04/13/10 | 1,000 | 13.830 |
| 04/13/10 | 1,000 | 13.830 |
| 04/13/10 | 1,000 | 14.030 |
| 04/13/10 | 1,000 | 14.035 |
| 04/13/10 | 1,000 | 13.980 |
| 04/13/10 | 1,000 | 13.920 |

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None

Item 7. Material to Be Filed as Exhibits

None

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 14, 2010

Signature: /s/ Charles Tomas

Name/Title: Charles Tomas

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.