

KRATOS DEFENSE & SECURITY SOLUTIONS, INC. (KTOS)

2026 DEF 14A · filed 2026-04-02 · CIK 0001069258

Headline facts

CEO TOTAL PAY

\$10,832,739

Eric DeMarco · 2025 · + 47% YoY

CEO PAY RATIO

Not in CD&A

Median employee: \$10,832,739

SAY ON PAY CD&A

91.74%

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Eric DeMarco President and Chief Executive Officer	\$1,000,000	\$8,244,000	\$1,500,000	\$88,739	\$10,832,739
Deanna Lund Executive Vice President and Chief Financial Officer	\$460,000	\$4,122,000	\$345,000	\$50,515	\$4,977,515
Steven Fendley President, Unmanned	\$400,000	\$2,748,000	\$192,000	\$50,584	\$3,390,584
Phillip Carrai President, Space, Training	\$450,000	\$2,748,000	\$67,500	\$33,058	\$3,298,558
Stacey Rock President, Turbine	\$350,000	\$1,511,400	\$197,126	\$15,750	\$2,074,276

CEO pay mix (latest year)

Base salary	9%
Cash incentive	14%
Equity	76%
Other	1%
At-risk	90%

Every fact above, traced back to filing text

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Median employee compensation = \$10,832,739

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“the U.S. and foreign jurisdictions. We determined the required ratio by: •calculating the total annual cash compensation of all employees except the CEO, using base salary plus annual incentive as a consistently applied compensation measure; and then sorting those employees from highest to lowest; •determining the median employee from that list; and •calculating the total annual compensation of our CEO and of the median employee using the same methodology required for the Summary Compensation Table on page 84. The total annual compensation for our CEO for fiscal year 2025 was \$10,832,739. The ...”

Say on pay = 91.74%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“At our annual meeting in 2025, our stockholders approved, on an advisory basis, the “say-on-pay” resolution for the compensation of our named executive officers in fiscal year 2024, with 91.74% of the votes cast in favor of the advisory vote (excluding abstentions and broker non-votes).”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“The Compensation Committee”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy for executive officers”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“No Hedging or Pledging—The Company maintains a policy that prohibits hedging and pledging transactions in the Company’s Common Stock by directors and executive officers.Clawback Policy – The Company continued its Clawback Policy, under which, in the event that the Company is required to prepare a Restatement (as defined in the Clawback Policy), the Company shall recover, reasonably promptly, the portion of any Incentive-Based Compensation (as defined in the Clawback Policy) that is Erroneously Awarded Compensation (as defined in the Clawback Policy), unless the Committee (as defined in the Cla...”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

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Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

"Compensation Discussion and Analysis Overview The following Compensation Discussion and Analysis ("CD&A") describes and analyzes Kratos' compensation program for its named executive officers. Kratos' named executive officers for fiscal year 2025 include its Chief Executive Officer, its Chief Financial Officer, and its three most highly compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer) who were serving as executive officers at the end of fiscal year 2025. Our named executive officers for fiscal year 2025 are Eric DeMarco, President and Chief Exe..."