

MOODISPAW LEONARD E
Form 3
September 30, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
MOODISPAW LEONARD E			(Month/Day/Year)		KEYW HOLDING CORP [KEYW]	
(Last)	(First)	(Middle)	09/30/2010		4. Relationship of Reporting Person(s) to Issuer	
1334 ASHTON ROAD					5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)					(Check all applicable)	
HANOVER, MD 21076					6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
					<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President/CEO	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.001	293,500	D	^
Common stock, par value \$0.001	500,000	I	The Leonard E. Moodispaw 2009 Grantor Retained Annuity Trust <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Warrants to purchase common stock	03/15/2010	03/15/2017	Common stock	20,000	\$ 9.25	D	Â
Warrants to purchase common stock	10/01/2008	08/22/2015	Common stock	125,000	\$ 4	I	The Leonard E. Moodispaw 2009 Grantor Retained Annuity Trust ⁽¹⁾
Warrants to purchase common stock	05/31/2009	05/05/2016	Common stock	90,500	\$ 5.5	I	The Leonard E. Moodispaw 2009 Grantor Retained Annuity Trust ⁽¹⁾
Warrants to purchase common stock	07/27/2009	07/27/2016	Common stock	100,000	\$ 5.5	I	The Leonard E. Moodispaw 2009 Grantor Retained Annuity Trust ⁽¹⁾
Non-qualified stock options	10/16/2010 ⁽²⁾	10/15/2019	Common stock	75,000	\$ 5.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOODISPAW LEONARD E 1334 ASHTON ROAD HANOVER, MD 21076	Â X	Â	Â President/CEO	Â

Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Leonard E. Moodispaw 09/30/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Moodispaw has voting and dispositive power over the shares. He disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.

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Remarks:

ExhibitÂ ListÂ ===Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.