

KEYW HOLDING CORP
Form 5
February 13, 2014

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
MOODISPAW LEONARD E

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
KEYW HOLDING CORP [KEYW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President/CEO

7740 MILESTONE PARKWAY, SUITE 400

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

HANOVER, MD 21076

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.001	03/28/2013	Â	G	205,750 (2)	D \$ 0 67,636	I	The Leonard E. Moodispaw 2009 Grantor Retained Annuity Trust (1)

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Common stock, par value \$0.001	03/28/2013	Â	G	<u>67,636</u> ⁽²⁾	D	\$ 0	0	I	The Leonard E. Moodispaw 2009 Grantor Retained Annuity Trust ⁽¹⁾
Common stock, par value \$0.001	03/28/2013	Â	G	<u>67,636</u> ⁽²⁾	A	\$ 0	689,250	D	Â
Common stock, par value \$0.001	07/27/2013	Â	G	<u>400,000</u> ⁽²⁾	D	\$ 0	289,250	D	Â
Common stock, par value \$0.001	07/27/2013	Â	G	<u>400,000</u> ⁽²⁾	A	\$ 0	400,000	I	The Leonard E. Moodispaw 2013 Grantor Retained Annuity Trust ⁽¹⁾

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

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.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Warrants to purchase common stock	\$ 5.5	03/28/2013	Â	G	Â <u>90,500</u> ⁽²⁾	05/31/2009 05/05/2016	Common stock, par value \$0.001

Warrants to purchase \$ 5.5 common stock	03/28/2013	Â	G	Â	100,000 (2)	07/27/2009	07/27/2016	Common stock, par value \$0.001
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Warrants to purchase \$ 4 common stock	03/28/2013	Â	G	Â	125,000 (2)	10/01/2008	08/22/2015	Common stock, par value \$0.001
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Warrants to purchase \$ 4 common stock	03/28/2013	Â	G	125,000 (2)	Â	10/01/2008	08/22/2015	Common stock, par value \$0.001
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOODISPAW LEONARD E 7740 MILESTONE PARKWAY SUITE 400 HANOVER, MD 21076	Â X	Â	Â President/CEO	Â

Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Leonard E. Moodispaw	02/13/2014
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Transfer of securities in satisfaction of annuity obligation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.