KEYW HOLDING CORP

Form 4

January 15, 2015

FORM 4

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

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Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Calamia Philip L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

KEYW HOLDING CORP [KEYW]

(Check all applicable)

7740 MILESTONE PARKWAY,

(Street)

(First)

SUITE 400

(Month/Day/Year)

Director 10% Owner

01/15/2015

X_ Officer (give title Other (specify below) below) CFO/EVP

(Middle)

4. If Amendment, Date Original

(Instr. 8)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

HANOVER, MD 21076

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

(Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title an Underlyin (Instr. 3 ar

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Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired

(A) or Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A)

(D) Date Exercisable Expiration

piration Title

Date

Performance-based

non-qualified stock options

\$ 17.11 0

01/15/2015

A 2,000

02/07/2015(1) 02/06/2024

stock, pa value \$0.001

Commo

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Calamia Philip L

 $7740~\mathrm{MILESTONE~PARKWAY},~\mathrm{SUITE}~400$

CFO/EVP

HANOVER, MD 21076

Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Philip L Camalia

01/15/2015

**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).

On February 7, 2014, the reporting person was granted an option to purchase 2,000 shares of common stock. The option vests 50 percent on the first anniversary of the grant date, 25 percent on the second anniversary and 25 percent on the third anniversary based on KEYW's satisfaction of certain performance criteria for the fiscal year ended December 31, 2014. The performance criteria has been met, resulting in the vesting of the option as per above.

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.

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