

# KEYW HOLDING CORP

Reported by  
**PISANO CAROLINE S**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 03/14/17

Address	7740 MILESTONE PARKWAY SUITE 400 HANOVER, MD 21076
Telephone	443-733-1600
CIK	0001487101
Symbol	KEYW
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>PISANO CAROLINE S</b>  (Last) (First) (Middle)  <b>7740 MILESTONE PARKWAY, SUITE 400</b>  (Street)  <b>HANOVER, MD 21076</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>KEYW HOLDING CORP [ KEYW ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/14/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.001	3/14/2017		X		20000	A	\$9.25	887839	D	
Common stock, par value \$0.001	3/14/2007		S	(U)	19896	D	\$9.298 (U)	867943	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants to purchase common stock	\$9.25	3/14/2017		X		20000		3/15/2010	3/15/2017	Common stock, par value \$0.001	20000	\$0	0	D	

**Explanation of Responses:**

( Warrant Exercised by "Net Issue Exercise" by the following formula:  $X = Y(A-B)/A$  Where X = the number of shares of Common Stock to be issued to the Registered Holder Y = the number of shares of Common Stock purchasable under the Warrant(at the date of such exercise) A = the fair market value of one share of the Company's Common Stock (as calculated below) B = Warrant Exercise Price of \$9.25. For purposes of the above calculation, the fair market value per share shall be the average of the closing prices of the Company's Common Stock quoted on the exchange on which the Common Stock is listed over the five(5)trading day period ending on the trading day immediately preceding the day the Warrant is being exercised. The average closing price was \$9.2980.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>PISANO CAROLINE S 7740 MILESTONE PARKWAY, SUITE 400 HANOVER, MD 21076</b>	X			

**Signatures**

/s/ Sarah E. Roberts as Attorney-in-Fact for Caroline S. Pisano

3/15/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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

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