

# KEYW HOLDING CORP

Reported by  
**LUCI PHILIP**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/10/17

Address	7740 MILESTONE PARKWAY SUITE 400 HANOVER, MD 21076
Telephone	443-733-1600
CIK	0001487101
Symbol	KEYW
SIC Code	7373 - Computer Integrated Systems Design
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

## INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person * <b>Luci Philip</b>  (Last) (First) (Middle)	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>5/10/2017</b>	3. Issuer Name and Ticker or Trading Symbol <b>KEYW HOLDING CORP [KEYW]</b>
<b>7740 MILESTONE PARKWAY, SUITE 150</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>General Counsel/Secretary /</b>	
<b>HANOVER, MD 21076</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

### 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)
<b>Common stock, par value \$0.001</b>	<b>46670</b>	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Performance-based non-qualified stock options</b>	<b>2/8/2013</b> <a href="#">(1)</a>	<b>2/7/2022</b>	<b>Common stock, par value \$0.001</b>	<b>9000</b>	<b>\$7.41</b>	<b>D</b>	

#### Explanation of Responses:

- (1) On February 8, 2012, the reporting person was granted an option to purchase 9,000 shares of common stock. The option vested 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, 2012. The performance criteria was met, resulting in vesting of the option as per above.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Luci Philip</b> <b>7740 MILESTONE PARKWAY, SUITE 150</b> <b>HANOVER, MD 21076</b>			<b>General Counsel/Secretary</b>	

#### Signatures

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

5/17/2017

\*\*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 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).

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

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.

**LIMITED POWER OF ATTORNEY**

The undersigned hereby constitutes and appoints each of Jennifer M. Litwak and Sarah E. Roberts the undersigned's true and lawful Attorneys-in-Fact to:

- (1) execute for and on the behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities and Exchange Act of 1934, as amended, and the rules thereunder, relating to the securities of The KEYW Holding Corporation, a Maryland corporation (the "Company");
- (2) do, execute and perform any other act, matter or thing whatsoever that in the opinion of any of the Attorneys-in-Fact ought to be done, executed or performed in the performance of the foregoing powers set forth in Item (1); and
- (3) take any other action of any type whatsoever in connection with the foregoing, which, in the opinion of such Attorneys-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each of the Attorneys-in-Fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorneys-in-Fact, or such Attorneys-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing Attorneys-in-Fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file in accordance with Section 16 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing Attorneys-in-Fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 11th day of May, 2017.

*/s/ Philip Luci*  
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*Philip Luci*