

KEYW HOLDING CORP

Reported by
LUCI PHILIP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/07/17 for the Period Ending 11/07/17

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

FORM 4

**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).

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

1. Name and Address of Reporting Person * Luci Philip <small>(Last) (First) (Middle)</small> 7740 MILESTONE PARKWAY, SUITE 150 <small>(Street)</small> HANOVER, MD 21076 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol KEYW HOLDING CORP [KEYW]	5. 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) General Counsel/Secretary
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/7/2017</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	11/7/2017		P		9900	A	\$5.0492 (1)	58327 (2)	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				

Explanation of Responses:

- (1) The price recorded in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.045 to \$5.05, inclusive. The reporting person undertakes to provide to The KeyW Holding Corporation, any security holder of The KeyW Holding Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.
- (2) Includes 880 shares and 877 shares acquired under The KeyW Holding Corporation Employee Stock Purchase Plan on June 30, 2017 and September 29, 2017.

Reporting Owners

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

Signatures

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

11/7/2017

**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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