

Luci Philip
Form 3/A
August 29, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Luci Philip	(Month/Day/Year)	KEYW HOLDING CORP [KEYW]
(Last) (First) (Middle)	05/10/2017	
7740 MILESTONE PARKWAY, SUITE 400		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) General Counsel/Secretary
HANOVER,Â MDÂ 21076		5. If Amendment, Date Original Filed(Month/Day/Year)
(City) (State) (Zip)		05/17/2017
		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)
Common stock, par value \$0.001	43,121 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luci Philip 7740 MILESTONE PARKWAY, SUITE 400 HANOVER, MD 21076	Â	Â	Â General Counsel/Secretary	Â

Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for
Philip Luci 08/29/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This Amended Form 3 is being filed solely to correct the amount of shares beneficially owned directly by the reporting person as originally reported in the Form 3 filed on May 17, 2017, from 46,670 shares to 43,121 shares. The share difference was repeated on Form 4 reports filed on 11/7/2017, 12/20/2017 and 6/5/2018 by the reporting person after his original Form 3 was filed. The share difference will be corrected on future Form 4 reports filed by the reporting person.

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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