

Edgar Filing: KEYW HOLDING CORP - Form SC 13G

KEYW HOLDING CORP  
Form SC 13G  
February 13, 2019

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

KEYW HOLDINGS CORP

-----  
(Name of Issuer)

COM USD 0.001

-----  
(Title of Class of Securities)

493723100

-----  
(CUSIP Number)

December 31, 2018

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 493723100

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GO ETF SOLUTIONS LLP

2. Check the Appropriate Box if a Member of a Group

(a) ☒

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

ONE COLEMAN STREET, LONDON, EC2R 5AA

5. Sole Voting Power

Number of

0

Shares

Beneficially

6. Shared Voting Power

2,623,333

Owned by

Each

7. Sole Dispositive Power

Reporting

2,623,333

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,623,333

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

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5.3%

-----  
12. Type of Reporting Person

FI (NON U.S INSTITUTION)  
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CUSIP No. 493723100

13G  
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-----  
1. Name of Reporting Person

I.R.S. Identification No. of above Person

GO UCITS ETF SOLUTIONS PLC  
-----

2. Check the Appropriate Box if a Member of a Group

(a) ☒

(b) ☐  
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization

2 GRAND CANAL SQUARE, DUBLIN 2, IRELAND  
-----

-----  
5. Sole Voting Power

Number of

0

Shares

Beneficially

Owned by

Each

Reporting

Person

With:

-----  
6. Shared Voting Power

2,623,333

-----  
7. Sole Dispositive Power

0

-----  
8. Shared Dispositive Power

0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,623,333

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

5.3%

12. Type of Reporting Person

FI (NON U.S INSTITUTION)

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CUSIP No. 493723100

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED

2. Check the Appropriate Box if a Member of a Group

(a) ☒

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

ONE COLEMAN STREET, LONDON, EC2R 5AA, UK

5. Sole Voting Power

Number of

1,638

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Shares	-----
Beneficially	6. Shared Voting Power
	2,623,333
Owned by	-----
Each	7. Sole Dispositive Power
Reporting	1,638
Person	-----
With:	8. Shared Dispositive Power
	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,624,971

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

11. Percent of Class Represented by Amount in Row (9)

5.3%

12. Type of Reporting Person

FI (NON-U.S INSTITUTION)

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Item 1(a). Name of Issuer:  
KEYW HOLDINGS CORP

Item 1(b). Address of Issuer's Principal Executive Offices:  
7740 MILESTONE PARKWAY HANOVER  
MD 21076

Item 2(a). LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED IS A DISCRETIONARY INVESTMENT MANAGER AUTHORISED AND REGULATED BY THE UK FINANCIAL CONDUCT AUTHORITY.  
GO UCITS ETF SOLUTIONS PLC (THE "COMPANY") IS ORGANISED AS AN OPEN-ENDED INVESTMENT COMPANY WITH VARIABLE CAPITAL. THE COMPANY IS STRUCTURED AS AN UMBRELLA FUND AND IS COMPRISED OF SEPARATE SUB-FUNDS (EACH, A "FUND", COLLECTIVELY THE "FUNDS"). THE COMPANY HAS SEGREGATED LIABILITY BETWEEN ITS FUNDS AND IS ORGANISED UNDER THE LAWS OF IRELAND

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AS A PUBLIC LIMITED COMPANY PURSUANT TO THE COMPANIES ACT (2014) (AS AMENDED) (THE "COMPANIES ACT"). GO ETF SOLUTIONS LLP HAS BEEN APPOINTED AS THE INVESTMENT MANAGER FOR EACH OF THE FUNDS WITHIN RESPONSIBILITY FOR THE MANAGEMENT OF THE INVESTMENT OF THE ASSETS OF THE FUNDS. THE INVESTMENT MANAGER IS AUTHORISED AND REGULATED BY THE UK FINANCIAL CONDUCT AUTHORITY.

Name of Persons Filing:

THIS STATEMENT IS FIELD BY:

- (i) GO ETF SOLUTIONS LLP
- (ii) GO UCITS ETF SOLUTIONS PLC
- (iii) LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED

Item 2(b). Address of Principal Business Office or, if none, Residence:

THE ADDRESS OF PRINCIPAL BUSINESS OFFICE IS:

- (i) ONE COLEMAN STREET, LONDON, EC2R 5AA
- (ii) 2 GRAND CANAL SQUARE, DUBLIN 2, IRELAND
- (iii) ONE COLEMAN STREET, LONDON, EC2R 5AA

Item 2(c). Citizenship:  
(i) GO ETF SOLUTIONS LLP - UNITED KINGDOM  
(ii) GO UCITS ETF SOLUTIONS PLC - IRELAND  
(iii) LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED - UNITED KINGDOM

Item 2(d). Title of Class of Securities:  
COM USD 0.001

Item 2(e). CUSIP Number:  
493723100

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a). ☐ Broker or dealer registered under Section 15 of the Act
- (b). ☐ Bank as defined in Section 3(a)(6) of the Act
- (c). ☐ Insurance company as defined in Section 3(a)(19) of the Act
- (d). ☐ Investment company registered under Section 8 of the Investment Company Act of 1940
- (e). ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f). ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g). ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h). ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i). ☐ A church plan that is excluded from the definition of an

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investment company under Section 3(c)(14) of the Investment Company Act of 1940;

(j). ☒ A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k). ☐ A group, in accordance with Rule 13d-1(b)(1)(ii)(A) through (K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership.\*

(a). Amount beneficially owned:

GO ETF SOLUTIONS LLP - 2,623,333  
GO UCITS ETF SOLUTIONS PLC - 2,623,333  
LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED - 2,624,971

(b). Percent of Class:

GO ETF SOLUTIONS LLP - 5.3%  
GO UCITS ETF SOLUTIONS PLC - 5.3%  
LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED - 5.3%

(c). Number of shares as to which such person has:

(i). Sole power to vote or to direct the vote:

LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED - 1,638

(ii). Shared power to vote or to direct the vote:

GO ETF SOLUTIONS LLP - 2,623,333  
GO UCITS ETF SOLUTIONS PLC - 2,623,333  
LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED - 2,623,333

(iii). Sole power to dispose or to direct the disposition of:

LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED - 1,638

GO ETF SOLUTIONS LLP - 2,623,333

(iv). Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class.

NOT APPLICABLE

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

NOT APPLICABLE

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group.

NOT APPLICABLE

Item 9. Notice of Dissolution of Group.

NOT APPLICABLE

Item 10. Certification.  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2019

LEGAL & GENERAL INVESTMENT MANAGEMENT LIMITED

By:/s/ MARY ANN COLLEDGE

-----  
Name: MARY ANN COLLEDGE

Title: DEPUTY CHIEF COMPLIANCE OFFICER