#### **MERCURY SYSTEMS INC**

Form 4

October 11, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287 January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average response... 0.5

burden hours per

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Vitto Vincent Issuer Symbol MERCURY SYSTEMS INC (Check all applicable) [MRCY] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner \_ Other (specify Officer (give title (Month/Day/Year) below) 201 RIVERNECK ROAD 10/07/2016 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting CHELMSFORD, MA 01824 Person

| (City)                 | (State) (                            | Table                         | e I - Non-D      | erivative    | Secur | ities Acq   | uired, Disposed of         | f, or Beneficial          | ly Owned              |
|------------------------|--------------------------------------|-------------------------------|------------------|--------------|-------|-------------|----------------------------|---------------------------|-----------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3.<br>Transactio | 4. Securi    |       | *           | 5. Amount of Securities    | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3)             | , ,                                  | any                           | Code             | (Instr. 3,   |       | ` ′         | Beneficially               | (D) or                    | Beneficial            |
|                        |                                      | (Month/Day/Year)              | (Instr. 8)       |              |       |             | Owned                      | Indirect (I)              | Ownership             |
|                        |                                      |                               |                  |              |       |             | Following                  | (Instr. 4)                | (Instr. 4)            |
|                        |                                      |                               |                  |              | (A)   |             | Reported<br>Transaction(s) |                           |                       |
|                        |                                      |                               |                  |              | or    | ъ.          | (Instr. 3 and 4)           |                           |                       |
| C                      |                                      |                               | Code V           | Amount       | (D)   | Price       |                            |                           |                       |
| Common<br>Stock        | 10/07/2016                           |                               | M                | 8,000<br>(1) | A     | \$<br>10.41 | 61,893                     | D                         |                       |
| Common<br>Stock        | 10/07/2016                           |                               | S                | 8,000<br>(1) | D     | \$<br>24.27 | 53,893                     | D                         |                       |

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

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

| ] | I. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amour Underlying Securit (Instr. 3 and 4) |                                 |
|---|---|---|--------------------------------------|---|---|-------|--|--------------------|--|---------------------------------|
|   |   |   |                                      |   | Code V  | ,     | Date<br>Exercisable                                      | Expiration<br>Date | Title  | Amo<br>or<br>Num<br>of<br>Share |
| , | Non-Qualified<br>Stock Option<br>(Right to buy)     | \$ 10.41  | 10/07/2016                           |   | M   | 8,000 | 10/20/2010   | 10/21/2016         | Common   | 8,0                             |

## **Reporting Owners**

| Reporting Owner Name / Address                              | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 6   | Director      | 10% Owner | Officer | Other |  |  |  |
| Vitto Vincent<br>201 RIVERNECK ROAD<br>CHELMSFORD, MA 01824 | X             |           |         |       |  |  |  |

## **Signatures**

Charles A. Speicher, Attorney-in-fact

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- (1) The exercise of the stock option and sale of the underlying shares reported herein was pursuant to a 10b5-1 trading plan for a stock option expiring on October 21, 2016.
- (2) Field N/A to this transaction but was completed to allow for electronic filing only.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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