

MERCURY SYSTEMS INC
Form 4
August 17, 2016

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, 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 *
HAINES GERALD M II

2. Issuer Name and Ticker or Trading Symbol
**MERCURY SYSTEMS INC
[MRCY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 RIVERNECK ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & Treasurer

CHELMSFORD, MA 01824

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	08/15/2016		A	14,042 (1) A \$ 0	246,633 (2)	D	
Common Stock	08/15/2016		A	14,042 (3) A \$ 0	260,675	D	
Common Stock	08/15/2016		A	28,083 (4) A \$ 0	288,758	D	
Common Stock	08/15/2016		F	20,465 D \$ 23.62	268,293	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAINES GERALD M II 201 RIVERNECK ROAD CHELMSFORD, MA 01824			EVP, CFO & Treasurer	

Signatures

Gerald M. Haines 08/17/2016

**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) These shares of performance-based restricted stock vest between 0% and 300% of the amount listed in the table depending on the achievement of performance objectives for the three-year period ending June 30, 2019.
- (2) Includes 474 shares purchased on December 31, 2015 and 683 shares purchased on June 30, 2016 through the Employee Stock Purchase Plan.
- (3) These shares of restricted stock vest in three equal installments beginning on August 15, 2017.
- (4) These shares of performance-based restricted stock vest between 0% and 100% of the amount listed in the table depending on the achievement of performance objectives for the one-year period ending June 30, 2017.

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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