

MERCURY SYSTEMS INC

Form 4

May 28, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
THIBAUD DIDIER M C

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)
05/26/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, MCE

CHELMSFORD, MA 01824

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

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

(City) (State) (Zip)

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	05/26/2015		M		12,839 (1)	A \$ 8.62	371,954	D
Common Stock	05/26/2015		S		12,839 (1)	D \$ 13.525	359,115	D
Common Stock	05/27/2015		M		18,161 (1)	A \$ 8.62	377,276	D
Common Stock	05/27/2015		S		18,161 (1)	D \$ 13.541	359,115	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Non-Qualified Stock Option (Right to buy)	\$ 8.62	05/26/2015		M		12,839 <u>(1)</u>		06/10/2012	06/10/2015	Common	12
Non-Qualified Stock Option (Right to buy)	\$ 8.62	05/27/2015		M		18,161 <u>(1)</u>		06/10/2012	06/10/2015	Common	18

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
THIBAUD DIDIER M C 201 RIVERNECK ROAD CHELMSFORD, MA 01824	President, MCE

Signatures

Charles A. Speicher
(Attorney-in-fact) 05/28/2015

**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).

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

(1) expiring on June 10, 2015. The Company's 2005 Stock Incentive Plan does not contain a net exercise feature for stock options and accordingly the option was exercised in full.

(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.

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