

MERCURY COMPUTER SYSTEMS INC

Form 8-K

November 18, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT PURSUANT**  
**TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) November 15, 2004

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**Mercury Computer Systems, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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Massachusetts

(State or Other Jurisdiction of Incorporation)

**000-23599**  
(Commission File Number)

**04-2741391**  
(IRS Employer Identification No.)

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199 Riverneck Road, Chelmsford, Massachusetts  
(Address of Principal Executive Offices)

01824  
(Zip Code)

(978) 256-1300

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

At a special meeting in lieu of the 2004 annual meeting of shareholders held on November 15, 2004, the shareholders of Mercury Computer Systems, Inc. (the Company) approved an amendment to the Company's 1997 Stock Option Plan (the Plan), which amendment increased the number of shares of common stock of the Company, par value \$.01 per share, authorized for issuance under the Plan by 1,000,000 shares, from 7,650,000 shares to 8,650,000 shares.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits. The following exhibits are filed with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
10.1	1997 Stock Option Plan of Mercury Computer Systems, Inc., as Amended and Restated

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MERCURY COMPUTER SYSTEMS, INC.

Dated: November 18, 2004

By: /s/ Joseph M. Hartnett

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Joseph M. Hartnett  
Vice President, Controller and Chief Accounting

Officer

**EXHIBIT INDEX**

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