

MERCURY SYSTEMS INC

Form 4

May 06, 2016

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)
05/04/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, COO

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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (1)	(A) or (D)	Price	
Common Stock	05/04/2016		M		47,000 (1)	A	\$ 16.48	396,112 D
Common Stock	05/04/2016		S		47,000	D	\$ 20.595	349,112 D
Common Stock	05/05/2016		M		30,000 (1)	A	\$ 16.48	379,112 D
Common Stock	05/05/2016		S		30,000	D	\$ 20.446	349,112 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)	Amount or Number of Shares
NQ Stock Option (Right to buy)	\$ 16.48	05/04/2016		M	47,000	06/01/2009 06/01/2016	Common Stock	47,000
NQ Stock Option (Right to buy)	\$ 16.48	05/05/2016		M	30,000	06/01/2009 06/01/2016	Common Stock	30,000

Reporting Owners

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

Signatures

Charles A. Speicher
(Attorney-in-fact) 05/06/2016

__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) The exercise of the stock option and sale of the underlying shares reported herein was pursuant to a 10b5-1 stock trading plan for a stock option expiring on June 1, 2016.

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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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