

HAINES GERALD M II

Form 4

August 17, 2017

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)

50 MINUTEMAN ROAD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2017

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

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)

EVP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	08/15/2017		A	7,651 A \$ 0	238,315 ⁽¹⁾	D	
Common Stock	08/15/2017		A	7,651 A \$ 0	245,966 ⁽²⁾	D	
Common Stock	08/15/2017		A	15,302 A \$ 0	261,268 ⁽³⁾	D	
Common Stock	08/15/2017		F	5,195 D \$ 47.63	256,073	D	
Common Stock	08/15/2017		F	2,745 D \$ 47.63	253,328	D	

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Common Stock	08/15/2017	F	2,203	D	\$ 47.63	251,125	D
Common Stock	08/15/2017	F	2,745	D	\$ 47.63	248,380	D
Common Stock	08/15/2017	F	13,214	D	\$ 47.63	235,166	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 Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

HAINES GERALD M II
50 MINUTEMAN ROAD
ANDOVER, MA 01810

Director 10% Owner Officer Other

EVP, CFO & Treasurer

Signatures

/s/ Charles A. Speicher, Attorney
in fact

08/17/2017

**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, 2020.
- (2) These shares of restricted stock vest in three equal installments beginning on August 15, 2018.
- (3) 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, 2018

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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