

ASLETT MARK
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 *
ASLETT MARK

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)

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

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
President and CEO

ANDOVER, MA 01810

(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 or Price | | |
| Common Stock | 08/15/2017 | | A | | 21,323 A \$ 0 | 554,972 ⁽¹⁾ | D |
| Common Stock | 08/15/2017 | | A | | 21,323 A \$ 0 | 576,295 ⁽²⁾ | D |
| Common Stock | 08/15/2017 | | A | | 42,646 A \$ 0 | 618,941 ⁽³⁾ | D |
| Common Stock | 08/15/2017 | | F | | 14,431 D \$ 47.63 | 604,510 | D |
| Common Stock | 08/15/2017 | | F | | 7,450 D \$ 47.63 | 597,060 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 08/15/2017 | F | 6,292 | D | \$ 47.63 | 590,768 | D |
| Common Stock | 08/15/2017 | F | 7,450 | D | \$ 47.63 | 583,318 | D |
| Common Stock | 08/15/2017 | F | 37,752 | D | \$ 47.63 | 545,566 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Nu |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | 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 |
| ASLETT MARK 50 MINUTEMAN ROAD ANDOVER, MA 01810 | | | President and CEO | |

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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