

MERCURY SYSTEMS INC  
Form 8-K  
July 27, 2017

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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): July 27, 2017

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Mercury Systems, Inc.  
(Exact Name of Registrant as Specified in Charter)

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Massachusetts                      000-23599      04-2741391  
(State or Other Jurisdiction    (Commission    (IRS Employer  
of Incorporation)                File Number)    Identification No.)  
50 Minuteman Road, Andover, Massachusetts 01810  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (978) 256-1300  
Not Applicable  
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors of Mercury Systems, Inc. (the “Company”) elected Lisa S. Disbrow and Mary Louise Krakauer as directors on July 25, 2017. Ms. Disbrow was elected as a Class I Director and Ms. Krakauer was elected as a Class II Director, each to stand for re-election at the Company’s 2017 Annual Meeting of Shareholders. Ms. Disbrow was appointed to the Audit Committee of the Board of Directors and Ms. Krakauer was appointed to the Compensation Committee of the Board of Directors.

Each of the new directors was granted a restricted stock award upon her election pursuant to the Company’s Compensation Policy for Non-Employee Directors. Pursuant to the policy, new non-employee directors are granted equity awards in connection with their first election to the Board. These awards consist of shares of restricted stock with a value equal of \$225,000 divided by the average closing price of the Company’s common stock during the 30 calendar days prior to the date of grant. These awards vest as to 50% of the covered shares on each of the first two anniversaries of the date of grant.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on July 27, 2017, announcing the election of Lisa S. Disbrow and Mary Louise Krakauer as directors. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press Release issued by Mercury Systems, Inc. on July 27, 2017.

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.

Dated: July 27, 2017    MERCURY SYSTEMS, INC.

By: /s/ Gerald M. Haines II  
Gerald M. Haines II  
Executive Vice President, Chief Financial Officer, and Treasurer

Exhibit Index

Exhibit No. Description

99.1 Press Release issued by Mercury Systems, Inc. on July 27, 2017

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