SEC Form 4	
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287									
Estimated average burden									
hours per response:	0.5								

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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| 1. Name and Address of Reporting Person [*]
Ballhaus William L | | |

 | | | | 2. Issuer Name and Ticker or Trading Symbol
<u>MERCURY SYSTEMS INC</u> [MRCY]
 |
 | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 | | | | | |
| (Last) (First) (Middle)
50 MINUTEMAN ROAD | | |

 | | 3. Date of Earliest Transaction (Month/Day/Year)
08/17/2023 | |
 |
 | | | | | | Officer | Officer (give title below) |
 | Other (s
below) | | | | |
| reet)
NDOVER MA 01810 | | |

 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) |
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| (5 | Rule 10b5-1(c) Transaction Indication | |

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 | vativ | /e Se | curities | s Ac
 | quired,
 | Dis | posed o | of, or | Bene | ficially | v Owned | |
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| 1. Title of Security (Instr. 3) | | 2. Transaction
Date
(Month/Day/Year) |

 | I | ar) Execution Date, | | Code (Inst
 |
 | 4. Securities Acquired (A
Disposed Of (D) (Instr. 3, | | |) Securitie:
Beneficia
Owned F | s
Illy
ollowing | 6. Ownership
Form: Direct
(D) or Indirect
(I) (Instr. 4) | | 7. Nature of
Indirect
Beneficial
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 | | | | | |
| | | |

 | | | |
 |
 | v | Amount | (A) or
(D) | | Price | Transacti | saction(s) |
 | | (Instr. 4) | | | |
| Common Stock | | |

 | 08/17/2023 | | |
 | Α
 | | 82,034(1) | | Α | \$ <mark>0</mark> | 94,842 | | D
 | | | | | |
| ommon Stock | | |

 | 08/17/2023 | | |
 | Α
 | | 64,260 |) ⁽²⁾ | A | \$ <mark>0</mark> | 159,102 | | D
 | | | | | |
| Common Stock | | |

 | 08/17/2023 | | |
 | Α
 | | 92,972 ⁽³⁾ | | Α | \$ <mark>0</mark> | 252 | ,074 |
 | D | | | | |
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 | | | | | | Owned | |
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| 2.
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Security | 3. Transaction
Date
(Month/Day/Year) | 3A. Deemed
Execution Da
if any | ate, Ti

 | 4.
Transaction
Code (Instr.
8) | | 5. Number of
Derivative |
 | 6. Date Exercise
Expiration Date
 | | able and | 7. Title and Amo
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Security
(Instr. 5) | derivative
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or Indirect | Beneficia
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 | ode | v | (A) | (D)
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lumber | | (Instr. 4) | on(s)
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| \$42 | 08/17/2023 | |

 | A | | 233,500 |
 | 08/17/202
 | 26 0 | 8/17/2027 | | | 33,500 | \$0 | 233,50 | 00 D
 | | | | | |
| \$43 | 08/17/2023 | |

 | A | | 233,500 |
 | 08/17/202
 | 26 0 | 8/17/2027 | | | 33,500 | \$0 | 233,50 | 00 D
 | | | | | |
| \$46 | 08/17/2023 | |

 | A | | 233,500 |
 | 08/17/202
 | 27 0 | 8/17/2028 | | | 33,500 | \$0 | 233,50 | 00
 | D | | | | |
| \$49 | 08/17/2023 | |

 | A | | 233,500 |
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Explanation of Responses:

1. Represents a matching award of restricted stock that will vest on August 17, 2026 contingent on the Reporting Person's purchase of at least \$1.5 million in Mercury common stock on or prior to December 15, 2023 and on the Reporting Person maintaining his existing ownership in Mercury common stock (including these additional purchased shares) through August 17, 2026.

2. These shares of restricted stock vest in equal annual increments over the three-year period following the grant date.

3. These shares of performance-based restricted stock vest between 0% and 225% of the amount listed in the table depending on the achievement of performance objectives for the three fiscal years ending July 3, 2026.

/s/ Michelle McCarthy,

Attorney-in-Fact for William 08/21/2023 Ballhaus

** Signature of Reporting Person Date

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.