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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**  
**(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. )<sup>1</sup>

**Mercury Systems, Inc.**  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

589378108  
(CUSIP Number)

JEFFREY C. SMITH  
STARBOARD VALUE LP  
777 Third Avenue, 18th Floor  
New York, New York 10017  
(212) 845-7977

GARY J. SIMON, ESQ.  
HUGHES HUBBARD & REED LLP  
One Battery Park Plaza  
New York, New York 10004  
(212) 837-6000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 3, 2022  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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| <b>1</b>  | NAMES OF REPORTING PERSONS<br>STARBOARD VALUE LP  |                                     |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |                                     |
| <b>3</b>  | SEC USE ONLY  |                                     |
| <b>4</b>  | SOURCE OF FUNDS (SEE INSTRUCTIONS)<br>OO  |                                     |
| <b>5</b>  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>   |                                     |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>DELAWARE  |                                     |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | <b>7</b>  | SOLE VOTING POWER<br>4,156,831      |
|   | <b>8</b>  | SHARED VOTING POWER<br>- 0 -        |
|   | <b>9</b>  | SOLE DISPOSITIVE POWER<br>4,156,831 |
|   | <b>10</b>   | SHARED DISPOSITIVE POWER<br>- 0 -   |
| <b>11</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>4,156,831*  |                                     |
| <b>12</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> |                                     |
| <b>13</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>7.3%  |                                     |
| <b>14</b>   | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>PN   |                                     |

\* Includes 573,082 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD                                     |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>WC  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>CAYMAN ISLANDS  |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>2,333,266      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -        |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>2,333,266 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 -   |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>2,333,266*  |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>4.1%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>CO   |  |

\* Includes 573,082 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE AND OPPORTUNITY S LLC   |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>WC  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES<br/>BENEFICIALLY<br/>OWNED BY EACH<br/>REPORTING PERSON<br/>WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>368,090      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -      |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>368,090 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 - |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>368,090   |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>Less than 1%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>OO   |  |

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE AND OPPORTUNITY C LP  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>WC  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES<br/>BENEFICIALLY<br/>OWNED BY EACH<br/>REPORTING PERSON<br/>WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>221,718      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -      |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>221,718 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 - |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>221,718   |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>Less than 1%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>PN   |  |

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE R LP  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>OO  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES<br/> BENEFICIALLY<br/> OWNED BY EACH<br/> REPORTING PERSON<br/> WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>221,718      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -      |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>221,718 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 - |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>221,718   |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>Less than 1%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>PN   |  |

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP                                    |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>WC  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>CAYMAN ISLANDS  |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>154,830      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -      |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>154,830 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 - |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>154,830   |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>Less than 1%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>PN   |  |

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE L LP  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>OO  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES<br/> BENEFICIALLY<br/> OWNED BY EACH<br/> REPORTING PERSON<br/> WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>154,830      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -      |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>154,830 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 - |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>154,830   |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>Less than 1%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>PN   |  |



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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE R GP LLC  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>OO  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES<br/>BENEFICIALLY<br/>OWNED BY EACH<br/>REPORTING PERSON<br/>WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>376,548      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -      |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>376,548 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 - |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>376,548   |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>Less than 1%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>OO   |  |

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD X MASTER FUND LTD   |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>WC  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>CAYMAN ISLANDS  |  |
| <b>NUMBER OF SHARES<br/>BENEFICIALLY<br/>OWNED BY EACH<br/>REPORTING PERSON<br/>WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>585,950      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -      |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>585,950 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 - |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>585,950   |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>1.0%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>CO   |  |

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|--|--|--|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD VALUE GP LLC  |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>OO  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>4,156,831      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -        |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>4,156,831 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 -   |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>4,156,831*  |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>7.3%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>OO   |  |

\* Includes 573,082 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

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| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD PRINCIPAL CO LP   |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | <b>SEC USE ONLY</b>  |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>OO  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES<br/> BENEFICIALLY<br/> OWNED BY EACH<br/> REPORTING PERSON<br/> WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>4,156,831      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -        |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>4,156,831 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 -   |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>4,156,831*  |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>7.3%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>PN   |  |

\* Includes 573,082 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

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|--|--|--|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br>STARBOARD PRINCIPAL CO GP LLC   |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |  |
| <b>3</b>   | SEC USE ONLY   |  |
| <b>4</b>   | <b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b><br>OO  |  |
| <b>5</b>   | <b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>   |  |
| <b>6</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>DELAWARE  |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>7</b>   | <b>SOLE VOTING POWER</b><br>4,156,831      |
|  | <b>8</b>   | <b>SHARED VOTING POWER</b><br>- 0 -        |
|  | <b>9</b>   | <b>SOLE DISPOSITIVE POWER</b><br>4,156,831 |
|  | <b>10</b>  | <b>SHARED DISPOSITIVE POWER</b><br>- 0 -   |
| <b>11</b>  | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>4,156,831*  |  |
| <b>12</b>  | <b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/> |  |
| <b>13</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b><br>7.3%  |  |
| <b>14</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>OO   |  |

\* Includes 573,082 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

|   |   |                                       |
|---|---|---------------------------------------|
| <b>1</b>  | NAMES OF REPORTING PERSONS<br>JEFFREY C. SMITH  |                                       |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |                                       |
| <b>3</b>  | SEC USE ONLY  |                                       |
| <b>4</b>  | SOURCE OF FUNDS (SEE INSTRUCTIONS)<br>OO  |                                       |
| <b>5</b>  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>   |                                       |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>USA   |                                       |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | <b>7</b>  | SOLE VOTING POWER<br>- 0 -            |
|   | <b>8</b>  | SHARED VOTING POWER<br>4,156,831      |
|   | <b>9</b>  | SOLE DISPOSITIVE POWER<br>- 0 -       |
|   | <b>10</b>   | SHARED DISPOSITIVE POWER<br>4,156,831 |
| <b>11</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>4,156,831*  |                                       |
| <b>12</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> |                                       |
| <b>13</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>7.3%  |                                       |
| <b>14</b>   | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>IN   |                                       |

\* Includes 573,082 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

|   |   |                                       |
|---|---|---------------------------------------|
| <b>1</b>  | NAMES OF REPORTING PERSONS<br>PETER A. FELD   |                                       |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/><br>(b) <input type="checkbox"/>     |                                       |
| <b>3</b>  | SEC USE ONLY  |                                       |
| <b>4</b>  | SOURCE OF FUNDS (SEE INSTRUCTIONS)<br>OO  |                                       |
| <b>5</b>  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>   |                                       |
| <b>6</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>USA   |                                       |
| NUMBER OF SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH | <b>7</b>  | SOLE VOTING POWER<br>- 0 -            |
|   | <b>8</b>  | SHARED VOTING POWER<br>4,156,831      |
|   | <b>9</b>  | SOLE DISPOSITIVE POWER<br>- 0 -       |
|   | <b>10</b>   | SHARED DISPOSITIVE POWER<br>4,156,831 |
| <b>11</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>4,156,831*  |                                       |
| <b>12</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> |                                       |
| <b>13</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>7.3%  |                                       |
| <b>14</b>   | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>IN   |                                       |

\* Includes 573,082 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1. Security and Issuer.

This statement relates to the Common Stock, par value \$0.01 per share (the “Shares”), of Mercury System, Inc., a Massachusetts corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 50 Minuteman Road, Andover, Massachusetts 01810.

Item 2. Identity and Background.

- (a) This statement is filed by:
- (i) Starboard Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company (“Starboard V&O Fund”), with respect to the Shares directly and beneficially owned by it;
  - (ii) Starboard Value and Opportunity S LLC, a Delaware limited liability company (“Starboard S LLC”), with respect to the Shares directly and beneficially owned by it;
  - (iii) Starboard Value and Opportunity C LP, a Delaware limited partnership (“Starboard C LP”), with respect to the Shares directly and beneficially owned by it;
  - (iv) Starboard Value R LP (“Starboard R LP”), as the general partner of Starboard C LP and the managing member of Starboard P GP;
  - (v) Starboard Value and Opportunity Master Fund L LP, a Cayman Islands exempted limited partnership (“Starboard L Master”), with respect to the Shares directly and beneficially owned by it;
  - (vi) Starboard Value L LP (“Starboard L GP”), as the general partner of Starboard L Master;
  - (vii) Starboard Value R GP LLC (“Starboard R GP”), as the general partner of Starboard R LP and Starboard L GP;
  - (viii) Starboard X Master Fund Ltd, a Cayman Islands exempted company (“Starboard X Master”), with respect to the Shares directly and beneficially owned by it;
  - (ix) Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and of a certain managed account (the “Starboard Value LP Account”);
  - (x) Starboard Value GP LLC (“Starboard Value GP”), as the general partner of Starboard Value LP;
  - (xi) Starboard Principal Co LP (“Principal Co”), as a member of Starboard Value GP;
  - (xii) Starboard Principal Co GP LLC (“Principal GP”), as the general partner of Principal Co;



- (xiii) Jeffrey C. Smith, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP; and
- (xiv) Peter A. Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard R LP, Starboard L Master, Starboard L GP, Starboard R GP, Starboard X Master, Starboard Value LP, Starboard Value GP, Principal Co, Principal GP, and Messrs. Smith and Feld is 777 Third Avenue, 18th Floor, New York, New York 10017. The officers and directors of Starboard V&O Fund and Starboard X Master and their principal occupations and business addresses are set forth on Schedule A and are incorporated by reference in this Item 2.

(c) The principal business of Starboard V&O Fund is serving as a private investment fund. Starboard V&O Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master have been formed for the purpose of investing in securities and engaging in all related activities and transactions. Starboard Value LP provides investment advisory and management services and acts as the investment manager of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and the Starboard Value LP Account. The principal business of Starboard Value GP is providing a full range of investment advisory, pension advisory and management services and serving as the general partner of Starboard Value LP. The principal business of Principal Co is providing investment advisory and management services. Principal Co is a member of Starboard Value GP. Principal GP serves as the general partner of Principal Co. Starboard R LP serves as the general partner of Starboard C LP. Starboard L GP serves as the general partner of Starboard L Master. Starboard R GP serves as the general partner of Starboard R LP and Starboard L GP. Messrs. Smith and Feld serve as members of Principal GP and the members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

(d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Smith and Feld are citizens of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule B, which is incorporated by reference herein.

The aggregate purchase price of the 2,333,266 Shares beneficially owned by Starboard V&O Fund is approximately \$123,112,706, excluding brokerage commissions. The aggregate purchase price of the entered into over-the-counter forward purchase contracts for the purchase of 573,082 Shares by Starboard V&O Fund is approximately \$27,329,320, excluding brokerage commissions. The aggregate purchase price of the 368,090 Shares beneficially owned by Starboard S LLC is approximately \$19,372,301, excluding brokerage commissions. The aggregate purchase price of the 221,718 Shares beneficially owned by Starboard C LP is approximately \$11,669,997, excluding brokerage commissions. The aggregate purchase price of the 154,830 Shares beneficially owned by Starboard L Master is approximately \$8,154,907, excluding brokerage commissions. The aggregate purchase price of the 585,950 Shares beneficially owned by Starboard X Master is approximately \$30,890,737, excluding brokerage commissions. The aggregate purchase price of the 4,156,831 Shares held in the Starboard Value LP Account is approximately \$219,527,067, excluding brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board of Directors of the Issuer, engaging in discussions with stockholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, including potential business combinations or dispositions involving the Issuer or certain of its businesses, making recommendations or proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition), potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

On January 13, 2022, Starboard Value LP delivered an open letter to the board of directors of the Issuer, a copy of which is attached hereto as Exhibit 99.3 and is incorporated by reference herein.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 56,645,864 Shares outstanding, as of October 31, 2021, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2021.

A. Starboard V&O Fund

- (a) As of the close of business on January 13, 2022, Starboard V&O Fund beneficially owned 2,333,266 Shares, including 573,082 Shares underlying certain forward purchase contracts.

Percentage: Approximately 4.1%

- (b) 1. Sole power to vote or direct vote: 2,333,266  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,333,266  
4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

B. Starboard S LLC

- (a) As of the close of business on January 13, 2022, Starboard S LLC beneficially owned 368,090 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 368,090  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 368,090  
4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

C. Starboard C LP

- (a) As of the close of business on January 13, 2022, Starboard C LP beneficially owned 221,718 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 221,718
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 221,718
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

D. Starboard R LP

- (a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 221,718 Shares owned by Starboard C LP.  
  
Percentage: Less than 1%
- (b)
  - 1. Sole power to vote or direct vote: 221,718
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 221,718
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

E. Starboard L Master

- (a) As of the close of business on January 13, 2022, Starboard L Master beneficially owned 154,830 Shares.  
  
Percentage: Less than 1%
- (b)
  - 1. Sole power to vote or direct vote: 154,830
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 154,830
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

F. Starboard L GP

- (a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 154,830 Shares owned by Starboard L Master.  
  
Percentage: Less than 1%
- (b)
  - 1. Sole power to vote or direct vote: 154,830
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 154,830
  - 4. Shared power to dispose or direct the disposition: 0

- (c) Starboard L GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

G. Starboard R GP

- (a) Starboard R GP, as the general partner of Starboard R LP and Starboard L GP, may be deemed the beneficial owner of the (i) 221,718 Shares owned by Starboard C LP, and (ii) 154,830 Shares owned by Starboard L Master.

Percentage: Approximately Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 376,548
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 376,548
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard C LP and Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

H. Starboard X Master

- (a) As of the close of business on January 13, 2022, Starboard X Master beneficially owned 585,950 Shares.

Percentage: Approximately 1.0%

- (b)
  - 1. Sole power to vote or direct vote: 585,950
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 585,950
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

I. Starboard Value LP

- (a) As of the close of business on January 13, 2022, 4,156,831 Shares were held in the Starboard Value LP Account, including 573,082 Shares underlying certain forward purchase contracts. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 2,333,266 Shares owned by Starboard V&O Fund, (ii) 368,090 Shares owned by Starboard S LLC, (iii) 221,718 Shares owned by Starboard C LP, (iv) 154,830 Shares owned by Starboard L Master, (v) 585,950 Shares owned by Starboard X Master, and (vi) 492,977 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.3%

- (b)
  - 1. Sole power to vote or direct vote: 4,156,831
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 4,156,831
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

J. Starboard Value GP

- (a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 2,333,266 Shares owned by Starboard V&O Fund, (ii) 368,090 Shares owned by Starboard S LLC, (iii) 221,718 Shares owned by Starboard C LP, (iv) 154,830 Shares owned by Starboard L Master, (v) 585,950 Shares owned by Starboard X Master, and (vi) 492,977 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.3%

- (b)
  - 1. Sole power to vote or direct vote: 4,156,831
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 4,156,831
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

K. Principal Co

- (a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 2,333,266 Shares owned by Starboard V&O Fund, (ii) 368,090 Shares owned by Starboard S LLC, (iii) 221,718 Shares owned by Starboard C LP, (iv) 154,830 Shares owned by Starboard L Master, (v) 585,950 Shares owned by Starboard X Master, and (vi) 492,977 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.3%

- (b)
  - 1. Sole power to vote or direct vote: 4,156,831
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 4,156,831
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

L. Principal GP

- (a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 2,333,266 Shares owned by Starboard V&O Fund, (ii) 368,090 Shares owned by Starboard S LLC, (iii) 221,718 Shares owned by Starboard C LP, (iv) 154,830 Shares owned by Starboard L Master, (v) 585,950 Shares owned by Starboard X Master, and (vi) 492,977 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.3%

- (b) 1. Sole power to vote or direct vote: 4,156,831  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 4,156,831  
4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

M. Messrs. Smith and Feld

- (a) Each of Messrs. Smith and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 2,333,266 Shares owned by Starboard V&O Fund, (ii) 368,090 Shares owned by Starboard S LLC, (iii) 221,718 Shares owned by Starboard C LP, (iv) 154,830 Shares owned by Starboard L Master, (v) 585,950 Shares owned by Starboard X Master, and (vi) 492,977 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.3%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 4,156,831  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 4,156,831
- (c) None of Messrs. Smith or Feld has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Starboard V&O Fund entered into forward purchase contracts with Bank of America as the counterparty providing for the purchase of an aggregate of 573,082 Shares, having an aggregate purchase price of approximately \$27,329,320 (each a “BA Forward Contract”). Each of the BA Forward Contracts has a final valuation date of March 15, 2023, however, Starboard V&O Fund has the ability to elect early settlement after serving notice to the counter-party of such intention at least two scheduled trading days in advance of the desired early final valuation date. Each of the BA Forward Contracts provides for physical settlement. Until the settlement date, none of the BA Forward Contracts give the Reporting Persons voting and dispositive control over the Shares to which such contracts relate.

On January 13, 2022, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer

Item 7. Material to be Filed as Exhibits.

- [99.1](#) Joint Filing Agreement by and among Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value R LP, Starboard Value and Opportunity Master Fund L LP, Starboard Value L LP, Starboard Value R GP LLC, Starboard X Master Fund Ltd, Starboard Value LP, Starboard Value GP LLC, Starboard Principal Co LP, Starboard Principal Co GP LLC, Jeffrey C. Smith and Peter A. Feld, dated January 13, 2022.
- [99.2](#) Power of Attorney for Jeffrey C. Smith and Peter A. Feld, dated January 13, 2022.
- [99.3](#) Letter to the Board of Directors of the Issuer, dated January 13, 2022.



SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 13, 2022

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,  
its investment manager

STARBOARD VALUE AND OPPORTUNITY S LLC

By: Starboard Value LP,  
its manager

STARBOARD VALUE AND OPPORTUNITY C LP

By: Starboard Value R LP,  
its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,  
its general partner

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

By: Starboard Value L LP,  
its general partner

STARBOARD VALUE L LP

By: Starboard Value R GP LLC,  
its general partner

STARBOARD X MASTER FUND LTD

By: Starboard Value LP,  
its investment manager

STARBOARD VALUE LP

By: Starboard Value GP LLC,  
its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,  
its member

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,  
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith

\_\_\_\_\_  
Name: Jeffrey C. Smith

Title: Authorized Signatory

/s/ /s/ Jeffrey C. Smith

\_\_\_\_\_  
JEFFREY C. SMITH

Individually and as attorney-in-fact for Peter A. Feld

**SCHEDULE A****Directors and Officers of Starboard Value and Opportunity Master Fund Ltd and Starboard X Master Fund Ltd**

| <u>Name and Position</u>      | <u>Principal Occupation</u>                   | <u>Principal Business Address</u>  | <u>Citizenship</u>       |
|-------------------------------|---|--|--------------------------|
| Patrick Agemian<br>Director   | Director of Global Funds Management, Ltd.     | PO Box 10034, Harbour Place<br>2nd Floor<br>103 South Church Street<br>Grand Cayman<br>Cayman Islands, KY1-1001                  | Canada                   |
| Kenneth R. Marlin<br>Director | Chief Financial Officer, Starboard Value LP   | 777 Third Avenue, 18th Floor<br>New York, New York 10017   | United States of America |
| Alaina Danley<br>Director     | Managing Director of Waystone Governance Ltd. | Waystone Governance Ltd.<br>Suite 5B201, 2nd Floor<br>One Nexus Way<br>P.O. Box 2587<br>Grand Cayman<br>Cayman Islands, KY1-1103 | Cayman Islands           |

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**SCHEDULE B****Transactions in the Shares During the Past Sixty Days**

| <u>Nature of the Transaction</u>                              | <u>Amount of Securities<br/>Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of<br/>Purchase/Sale</u> |
|---|--|-------------------|----------------------------------|
| <b><u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD</u></b> |  |                   |                                  |
| Purchase of Common Stock                                      | 3,905  | 51.87             | 11/15/2021                       |
| Purchase of Common Stock                                      | 3,905  | 51.87             | 11/15/2021                       |
| Purchase of Common Stock                                      | 2,720  | 51.8414           | 11/15/2021                       |
| Purchase of Common Stock                                      | 2,720  | 51.8414           | 11/15/2021                       |
| Sale of Common Stock  | (54,523)   | 52.2878           | 11/16/2021                       |
| Purchase of Common Stock                                      | 1,645  | 51.958            | 11/16/2021                       |
| Purchase of Common Stock                                      | 1,644  | 51.958            | 11/16/2021                       |
| Purchase of Forward Contract                                  | 54,523   | 52.3241           | 11/16/2021                       |
| Sale of Common Stock  | (54,524)   | 51.4763           | 11/17/2021                       |
| Purchase of Forward Contract                                  | 54,524   | 51.516            | 11/17/2021                       |
| Purchase of Common Stock                                      | 7,041  | 51.5427           | 11/17/2021                       |
| Purchase of Common Stock                                      | 7,041  | 51.5427           | 11/17/2021                       |
| Purchase of Common Stock                                      | 13,750.0   | 50.547            | 11/18/2021                       |
| Purchase of Common Stock                                      | 13,750.0   | 50.547            | 11/18/2021                       |
| Purchase of Common Stock                                      | 13,750.0   | 49.5426           | 11/19/2021                       |
| Purchase of Common Stock                                      | 13,750.0   | 49.5426           | 11/19/2021                       |
| Sale of Common Stock  | (54,578.0)                                       | 50.3282           | 11/22/2021                       |
| Purchase of Forward Contract                                  | 54,578.0   | 50.4041           | 11/22/2021                       |
| Purchase of Forward Contract                                  | 41,250.0   | 49.696            | 11/23/2021                       |
| Purchase of Forward Contract                                  | 23,650.0   | 49.5766           | 11/24/2021                       |
| Purchase of Forward Contract                                  | 55,000.0   | 48.0831           | 11/26/2021                       |
| Purchase of Forward Contract                                  | 27,500.0   | 49.1062           | 11/29/2021                       |
| Purchase of Forward Contract                                  | 54,578.0   | 49.0683           | 11/30/2021                       |
| Sale of Common Stock  | (54,578.0)                                       | 49.0235           | 11/30/2021                       |
| Purchase of Common Stock                                      | 13,274.0   | 48.7722           | 11/30/2021                       |
| Purchase of Common Stock                                      | 13,273.0   | 48.7722           | 11/30/2021                       |
| Purchase of Common Stock                                      | 21,525.0   | 49.7852           | 12/01/2021                       |
| Purchase of Common Stock                                      | 21,525.0   | 49.7852           | 12/01/2021                       |
| Sale of Common Stock  | (54,599.0)                                       | 49.7404           | 12/01/2021                       |
| Purchase of Forward Contract                                  | 54,599.0   | 49.8104           | 12/01/2021                       |
| Sale of Common Stock  | (82,230.0)                                       | 47.9215           | 12/02/2021                       |
| Purchase of Forward Contract                                  | 82,230.0   | 47.9413           | 12/02/2021                       |
| Purchase of Common Stock                                      | 5,740.0  | 47.7811           | 12/02/2021                       |
| Purchase of Common Stock                                      | 5,740.0  | 47.7811           | 12/02/2021                       |
| Purchase of Common Stock                                      | 7,175.0  | 47.1249           | 12/03/2021                       |
| Purchase of Common Stock                                      | 7,175.0  | 47.1249           | 12/03/2021                       |
| Sale of Common Stock  | (82,436.0)                                       | 48.2275           | 12/07/2021                       |
| Purchase of Forward Contract                                  | 82,436.0   | 48.2787           | 12/07/2021                       |
| Sale of Common Stock  | (82,436.0)                                       | 46.8885           | 12/09/2021                       |
| Purchase of Forward Contract                                  | 82,436.0   | 46.942            | 12/09/2021                       |
| Purchase of Common Stock                                      | 6,142.0  | 46.83             | 12/10/2021                       |
| Purchase of Common Stock                                      | 6,142.0  | 46.83             | 12/10/2021                       |
| Purchase of Common Stock                                      | 8,123.0  | 46.9811           | 12/10/2021                       |
| Purchase of Common Stock                                      | 8,123.0  | 46.9811           | 12/10/2021                       |
| Purchase of Common Stock                                      | 5,688.0  | 47.9096           | 12/13/2021                       |
| Purchase of Common Stock                                      | 5,688.0  | 47.9096           | 12/13/2021                       |
| Sale of Common Stock  | (47,872.0)                                       | 48.9875           | 12/14/2021                       |
| Purchase of Forward Contract                                  | 47,872.0   | 49.0365           | 12/14/2021                       |

|                              |               |         |            |
|------------------------------|---------------|---------|------------|
| Purchase of Common Stock     | 21,525.0      | 49.8975 | 12/15/2021 |
| Purchase of Common Stock     | 21,525.0      | 49.8975 | 12/15/2021 |
| Sale of Common Stock         | (92,999.0)    | 50.4373 | 12/16/2021 |
| Purchase of Forward Contract | 92,999.0      | 50.5365 | 12/16/2021 |
| Purchase of Common Stock     | 7,175.0       | 50.0766 | 12/16/2021 |
| Purchase of Common Stock     | 7,175.0       | 50.0766 | 12/16/2021 |
| Sale of Common Stock         | (92,585.0)    | 49.2765 | 12/20/2021 |
| Purchase of Forward Contract | 92,585.0      | 49.3049 | 12/20/2021 |
| Purchase of Common Stock     | 7,175.0       | 49.6442 | 12/20/2021 |
| Purchase of Common Stock     | 7,175.0       | 49.6442 | 12/20/2021 |
| Purchase of Common Stock     | 9,882.0       | 51.4446 | 12/21/2021 |
| Purchase of Common Stock     | 9,882.0       | 51.4446 | 12/21/2021 |
| Sale of Common Stock         | (92,027.0)    | 51.2378 | 12/21/2021 |
| Purchase of Forward Contract | 92,027.0      | 51.2967 | 12/21/2021 |
| Sale of Common Stock         | (89,219.0)    | 51.005  | 12/22/2021 |
| Sale of Common Stock         | (1,644.0)     | 51.005  | 12/22/2021 |
| Purchase of Forward Contract | 90,863.0      | 51.0574 | 12/22/2021 |
| Purchase of Common Stock     | 2,057.0       | 54.9298 | 12/23/2021 |
| Purchase of Common Stock     | 2,057.0       | 54.9298 | 12/23/2021 |
| Purchase of Common Stock     | 58,919.0      | 55.6249 | 12/23/2021 |
| Purchase of Common Stock     | 58,919.0      | 55.6249 | 12/23/2021 |
| Purchase of Forward Contract | 28,700.0      | 53.7574 | 12/23/2021 |
| Sale of Common Stock         | (57,740.0)    | 55.4034 | 12/27/2021 |
| Purchase of Forward Contract | 57,740.0      | 55.4395 | 12/27/2021 |
| Purchase of Common Stock     | 35,875.0      | 55.3576 | 12/27/2021 |
| Purchase of Common Stock     | 35,875.0      | 55.3576 | 12/27/2021 |
| Purchase of Common Stock     | 1,493.0       | 55.86   | 12/28/2021 |
| Purchase of Common Stock     | 1,493.0       | 55.86   | 12/28/2021 |
| Sale of Common Stock         | (86,366.0)    | 55.7334 | 12/28/2021 |
| Purchase of Forward Contract | 86,366.0      | 55.7862 | 12/28/2021 |
| Purchase of Common Stock     | 50,167.0      | 55.7669 | 12/28/2021 |
| Purchase of Common Stock     | 50,167.0      | 55.7669 | 12/28/2021 |
| Sale of Common Stock         | (86,203.0)    | 54.8951 | 12/29/2021 |
| Purchase of Forward Contract | 86,203.0      | 54.9464 | 12/29/2021 |
| Sale of Common Stock         | (62,145.0)    | 55.7249 | 12/30/2021 |
| Sale of Common Stock         | (19,938.0)    | 55.7249 | 12/30/2021 |
| Purchase of Forward Contract | 82,083.0      | 55.7993 | 12/30/2021 |
| Purchase of Forward Contract | 20,090.0      | 55.6412 | 12/31/2021 |
| Purchase of Common Stock     | 1,764.0       | 56.3048 | 01/03/2022 |
| Purchase of Common Stock     | 1,764.0       | 56.3048 | 01/03/2022 |
| Purchase of Common Stock     | 19,167.0      | 56.018  | 01/03/2022 |
| Purchase of Common Stock     | 19,166.0      | 56.018  | 01/03/2022 |
| Purchase of Common Stock     | 29,869.0      | 57.0904 | 01/04/2022 |
| Purchase of Common Stock     | 29,869.0      | 57.0904 | 01/04/2022 |
| Purchase of Common Stock     | 132,029.0     | 57.524  | 01/05/2022 |
| Purchase of Common Stock     | 132,030.0     | 57.524  | 01/05/2022 |
| Purchase of Common Stock     | 53,536.0      | 56.688  | 01/06/2022 |
| Purchase of Common Stock     | 53,536.0      | 56.688  | 01/06/2022 |
| Purchase of Common Stock     | 19,685.0      | 56.8095 | 01/07/2022 |
| Purchase of Common Stock     | 19,685.0      | 56.8095 | 01/07/2022 |
| Purchase of Common Stock     | 35,563.0      | 55.6399 | 01/10/2022 |
| Purchase of Common Stock     | 35,562.0      | 55.6399 | 01/10/2022 |
| Purchase of Common Stock     | 28,450.0      | 57.1062 | 01/11/2022 |
| Purchase of Common Stock     | 28,450.0      | 57.1062 | 01/11/2022 |
| Purchase of Common Stock     | 1,000,000.0   | 52.3903 | 01/12/2022 |
| Exercise of Forward Contract | (1,000,000.0) | 52.3658 | 01/12/2022 |
| Purchase of Common Stock     | 31,580.0      | 57.3145 | 01/12/2022 |
| Purchase of Common Stock     | 31,579.0      | 57.3145 | 01/12/2022 |
| Purchase of Common Stock     | 28,450.0      | 58.2419 | 01/13/2022 |
| Purchase of Common Stock     | 28,450.0      | 58.2419 | 01/13/2022 |

| <u>Nature of the Transaction</u>                    | <u>Amount of Securities<br/>Purchased/(Sold)</u> | <u>Price(\$)</u> | <u>Date of<br/>Purchase/Sale</u> |
|---|--|------------------|----------------------------------|
| <b><u>STARBOARD VALUE AND OPPORTUNITY S LLC</u></b> |  |                  |                                  |
| Purchase of Common Stock                            | 1,292.0  | 51.87            | 11/15/2021                       |
| Purchase of Common Stock                            | 900.0  | 51.8414          | 11/15/2021                       |
| Sale of Common Stock                                | (9,031.0)  | 52.2878          | 11/16/2021                       |
| Purchase of Common Stock                            | 544.0  | 51.958           | 11/16/2021                       |
| Purchase of Forward Contract                        | 9,031.0  | 52.3241          | 11/16/2021                       |
| Sale of Common Stock                                | (9,032.0)  | 51.4763          | 11/17/2021                       |
| Purchase of Forward Contract                        | 9,032.0  | 51.516           | 11/17/2021                       |
| Purchase of Common Stock                            | 2,330.0  | 51.5427          | 11/17/2021                       |
| Purchase of Common Stock                            | 4,550.0  | 50.547           | 11/18/2021                       |
| Purchase of Common Stock                            | 4,550.0  | 49.5426          | 11/19/2021                       |
| Sale of Common Stock                                | (9,040.0)  | 50.3282          | 11/22/2021                       |
| Purchase of Forward Contract                        | 9,040.0  | 50.4041          | 11/22/2021                       |
| Purchase of Forward Contract                        | 6,825.0  | 49.696           | 11/23/2021                       |
| Purchase of Forward Contract                        | 3,913.0  | 49.5766          | 11/24/2021                       |
| Purchase of Forward Contract                        | 9,100.0  | 48.0831          | 11/26/2021                       |
| Purchase of Forward Contract                        | 4,550.0  | 49.1062          | 11/29/2021                       |
| Purchase of Forward Contract                        | 9,039.0  | 49.0683          | 11/30/2021                       |
| Sale of Common Stock                                | (9,039.0)  | 49.0235          | 11/30/2021                       |
| Purchase of Common Stock                            | 4,392.0  | 48.7722          | 11/30/2021                       |
| Purchase of Common Stock                            | 6,525.0  | 49.7852          | 12/01/2021                       |
| Sale of Common Stock                                | (9,042.0)  | 49.7404          | 12/01/2021                       |
| Purchase of Common Stock                            | 9,042.0  | 49.8104          | 12/01/2021                       |
| Sale of Common Stock                                | (13,523.0)                                       | 47.9215          | 12/02/2021                       |
| Purchase of Forward Contract                        | 13,523.0   | 47.9413          | 12/02/2021                       |
| Purchase of Common Stock                            | 1,740.0  | 47.7811          | 12/02/2021                       |
| Purchase of Common Stock                            | 2,175.0  | 47.1249          | 12/03/2021                       |
| Sale of Common Stock                                | (13,498.0)                                       | 48.2275          | 12/07/2021                       |
| Purchase of Forward Contract                        | 13,498.0   | 48.2787          | 12/07/2021                       |
| Purchase of Common Stock                            | (13,498.0)                                       | 46.8885          | 12/09/2021                       |
| Purchase of Forward Contract                        | 13,498.0   | 46.942           | 12/09/2021                       |
| Purchase of Common Stock                            | 1,862.0  | 46.83            | 12/10/2021                       |
| Purchase of Common Stock                            | 2,462.0  | 46.9811          | 12/10/2021                       |
| Purchase of Common Stock                            | 1,724.0  | 47.9096          | 12/13/2021                       |
| Sale of Common Stock                                | (7,770.0)  | 48.9875          | 12/14/2021                       |
| Purchase of Forward Contract                        | 7,770.0  | 49.0365          | 12/14/2021                       |
| Purchase of Common Stock                            | 6,525.0  | 49.8975          | 12/15/2021                       |
| Sale of Common Stock                                | (14,967.0)                                       | 50.4373          | 12/16/2021                       |
| Purchase of Forward Contract                        | 14,967.0   | 50.5365          | 12/16/2021                       |
| Purchase of Common Stock                            | 2,175.0  | 50.0766          | 12/16/2021                       |
| Sale of Common Stock                                | (14,851.0)                                       | 49.2765          | 12/20/2021                       |
| Purchase of Forward Contract                        | 14,851.0   | 49.3049          | 12/20/2021                       |
| Purchase of Common Stock                            | 2,175.0  | 49.6442          | 12/20/2021                       |
| Purchase of Common Stock                            | 2,996.0  | 51.4446          | 12/21/2021                       |
| Sale of Common Stock                                | (14,697.0)                                       | 51.2378          | 12/21/2021                       |
| Purchase of Forward Contract                        | 14,697.0   | 51.2967          | 12/21/2021                       |
| Sale of Common Stock                                | (14,374.0)                                       | 51.005           | 12/22/2021                       |
| Purchase of Forward Contract                        | 14,374.0   | 51.0574          | 12/22/2021                       |
| Purchase of Common Stock                            | 623.0  | 54.9298          | 12/23/2021                       |
| Purchase of Common Stock                            | 17,860.0   | 55.6249          | 12/23/2021                       |
| Purchase of Common Stock                            | 4,350.0  | 53.7574          | 12/23/2021                       |
| Sale of Common Stock                                | (8,794.0)  | 55.4034          | 12/27/2021                       |

|                              |             |         |            |
|------------------------------|-------------|---------|------------|
| Purchase of Forward Contract | 8,794.0     | 55.4395 | 12/27/2021 |
| Purchase of Common Stock     | 10,875.0    | 55.3576 | 12/27/2021 |
| Purchase of Common Stock     | 452.0       | 55.86   | 12/28/2021 |
| Sale of Common Stock         | (13,123.0)  | 55.7334 | 12/28/2021 |
| Purchase of Forward Contract | 13,123.0    | 55.7862 | 12/28/2021 |
| Purchase of Common Stock     | 15,208.0    | 55.7669 | 12/28/2021 |
| Sale of Common Stock         | (13,079.0)  | 54.8951 | 12/29/2021 |
| Purchase of Common Stock     | 13,079.0    | 54.9464 | 12/29/2021 |
| Sale of Common Stock         | (12,453.0)  | 55.7249 | 12/30/2021 |
| Purchase of Forward Contract | 12,453.0    | 55.7993 | 12/30/2021 |
| Purchase of Forward Contract | 3,045.0     | 55.6412 | 12/31/2021 |
| Purchase of Common Stock     | 533.0       | 56.3048 | 01/03/2022 |
| Purchase of Common Stock     | 5,794.0     | 56.018  | 01/03/2022 |
| Purchase of Common Stock     | 9,029.0     | 57.0904 | 01/04/2022 |
| Purchase of Common Stock     | 39,910.0    | 57.524  | 01/05/2022 |
| Purchase of Common Stock     | 16,183.0    | 56.688  | 01/06/2022 |
| Purchase of Common Stock     | 5,951.0     | 56.8095 | 01/07/2022 |
| Purchase of Common Stock     | 10,750.0    | 55.6399 | 01/10/2022 |
| Purchase of Common Stock     | 8,600.0     | 57.1062 | 01/11/2022 |
| Purchase of Common Stock     | 253,194.0   | 50.6085 | 01/12/2022 |
| Exercise of Forward Contract | (253,194.0) | 50.5759 | 01/12/2022 |
| Purchase of Common Stock     | 9,546.0     | 57.3145 | 01/12/2022 |
| Purchase of Common Stock     | 8,600       | 58.2419 | 01/13/2022 |

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| <u>Nature of the Transaction</u>                   | <u>Amount of Securities<br/>Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of<br/>Purchase/Sale</u> |
|--|--|-------------------|----------------------------------|
| <b><u>STARBOARD VALUE AND OPPORTUNITY C LP</u></b> |  |                   |                                  |
| Purchase of Common Stock                           | 781.0  | 51.87             | 11/17/2021                       |
| Purchase of Common Stock                           | 544.0  | 51.8414           | 11/17/2021                       |
| Sale of Common Stock                               | (5,459.0)  | 52.2878           | 11/18/2021                       |
| Purchase of Common Stock                           | 329.0  | 51.958            | 11/18/2021                       |
| Purchase of Forward Contract                       | 5,459.0  | 52.3241           | 11/18/2021                       |
| Sale of Common Stock                               | (5,459.0)  | 51.4763           | 11/19/2021                       |
| Purchase of Forward Contract                       | 5,459.0  | 51.516            | 11/19/2021                       |
| Purchase of Common Stock                           | 1,408.0  | 51.5427           | 11/19/2021                       |
| Purchase of Common Stock                           | 2,750.0  | 50.547            | 11/22/2021                       |
| Purchase of Common Stock                           | 2,750.0  | 49.5426           | 11/23/2021                       |
| Sale of Common Stock                               | (5,463.0)  | 50.3282           | 11/24/2021                       |
| Purchase of Forward Contract                       | 5,463.0  | 50.4041           | 11/24/2021                       |
| Purchase of Forward Contract                       | 4,125.0  | 49.696            | 11/26/2021                       |
| Purchase of Forward Contract                       | 2,365.0  | 49.5766           | 11/29/2021                       |
| Purchase of Forward Contract                       | 5,500.0  | 48.0831           | 11/30/2021                       |
| Purchase of Forward Contract                       | 2,750.0  | 49.1062           | 12/01/2021                       |
| Purchase of Forward Contract                       | 5,463.0  | 49.0683           | 12/02/2021                       |
| Sale of Common Stock                               | (5,463.0)  | 49.0235           | 12/02/2021                       |
| Purchase of Common Stock                           | 2,655.0  | 48.7722           | 12/02/2021                       |
| Purchase of Common Stock                           | 3,900.0  | 49.7852           | 12/03/2021                       |
| Sale of Common Stock                               | (5,465.0)  | 49.7404           | 12/03/2021                       |
| Purchase of Forward Contract                       | 5,465.0  | 49.8104           | 12/03/2021                       |
| Sale of Common Stock                               | (8,167.0)  | 47.9215           | 12/06/2021                       |
| Purchase of Forward Contract                       | 8,167.0  | 47.9413           | 12/06/2021                       |
| Purchase of Common Stock                           | 1,040.0  | 47.7811           | 12/06/2021                       |
| Purchase of Common Stock                           | 1,300.0  | 47.1249           | 12/07/2021                       |
| Sale of Common Stock                               | (8,147.0)  | 48.2275           | 12/09/2021                       |
| Purchase of Forward Contract                       | 8,147.0  | 48.2787           | 12/09/2021                       |
| Sale of Common Stock                               | (8,147.0)  | 46.8885           | 12/13/2021                       |
| Purchase of Forward Contract                       | 8,147.0  | 46.942            | 12/13/2021                       |
| Purchase of Common Stock                           | 1,113.0  | 46.83             | 12/14/2021                       |
| Purchase of Common Stock                           | 1,472.0  | 46.9811           | 12/14/2021                       |
| Purchase of Common Stock                           | 1,030.0  | 47.9096           | 12/15/2021                       |
| Sale of Common Stock                               | (4,685.0)  | 48.9875           | 12/16/2021                       |
| Purchase of Forward Contract                       | 4,685.0  | 49.0365           | 12/16/2021                       |
| Purchase of Common Stock                           | 3,900.0  | 49.8975           | 12/17/2021                       |
| Sale of Common Stock                               | (9,015.0)  | 50.4373           | 12/20/2021                       |
| Purchase of Forward Contract                       | 9,015.0  | 50.5365           | 12/20/2021                       |
| Purchase of Common Stock                           | 1,300.0  | 50.0766           | 12/20/2021                       |
| Sale of Common Stock                               | (8,941.0)  | 49.2765           | 12/22/2021                       |
| Purchase of Forward Contract                       | 8,941.0  | 49.3049           | 12/22/2021                       |
| Purchase of Common Stock                           | 1,300.0  | 49.6442           | 12/22/2021                       |
| Purchase of Common Stock                           | 1,791.0  | 51.4446           | 12/23/2021                       |
| Sale of Common Stock                               | (8,844.0)  | 51.2378           | 12/23/2021                       |
| Purchase of Forward Contract                       | 8,844.0  | 51.2967           | 12/23/2021                       |
| Sale of Common Stock                               | (8,639.0)  | 51.005            | 12/27/2021                       |
| Purchase of Forward Contract                       | 8,639.0  | 51.0574           | 12/27/2021                       |
| Purchase of Common Stock                           | 372.0  | 54.9298           | 12/28/2021                       |
| Purchase of Common Stock                           | 10,675.0   | 55.6249           | 12/28/2021                       |
| Purchase of Forward Contract                       | 2,600.0  | 53.7574           | 12/28/2021                       |
| Sale of Common Stock                               | (5,259.0)  | 55.4034           | 12/29/2021                       |

|                              |             |         |            |
|------------------------------|-------------|---------|------------|
| Purchase of Forward Contract | 5,259.0     | 55.4395 | 12/29/2021 |
| Purchase of Common Stock     | 6,500.0     | 55.3576 | 12/29/2021 |
| Purchase of Common Stock     | 270.0       | 55.86   | 12/30/2021 |
| Sale of Common Stock         | (7,847.0)   | 55.7334 | 12/30/2021 |
| Purchase of Forward Contract | 7,847.0     | 55.7862 | 12/30/2021 |
| Purchase of Common Stock     | 9,090.0     | 55.7669 | 12/30/2021 |
| Sale of Common Stock         | (7,818.0)   | 54.8951 | 12/31/2021 |
| Purchase of Forward Contract | 7,818.0     | 54.9464 | 12/31/2021 |
| Sale of Common Stock         | (7,444.0)   | 55.7249 | 01/03/2022 |
| Purchase of Forward Contract | 7,444.0     | 55.7993 | 01/03/2022 |
| Purchase of Forward Contract | 1,820.0     | 55.6412 | 01/04/2022 |
| Purchase of Common Stock     | 322.0       | 56.3048 | 01/05/2022 |
| Purchase of Common Stock     | 3,503.0     | 56.018  | 01/05/2022 |
| Purchase of Common Stock     | 5,459.0     | 57.0904 | 01/06/2022 |
| Purchase of Common Stock     | 24,132.0    | 57.524  | 01/07/2022 |
| Purchase of Common Stock     | 9,785.0     | 56.688  | 01/10/2022 |
| Purchase of Common Stock     | 3,598.0     | 56.8095 | 01/10/2022 |
| Purchase of Common Stock     | 6,500.0     | 55.6399 | 01/10/2022 |
| Purchase of Common Stock     | 5,200.0     | 57.1062 | 01/11/2022 |
| Purchase of Common Stock     | 152,247.0   | 50.6048 | 01/12/2022 |
| Exercise of Forward Contract | (152,247.0) | 50.5722 | 01/12/2022 |
| Purchase of Common Stock     | 5,772.0     | 57.3145 | 01/12/2022 |
| Purchase of Common Stock     | 5,200.0     | 58.2419 | 01/13/2022 |

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| <u>Nature of the Transaction</u>                               | <u>Amount of Securities<br/>Purchased/(Sold)</u> | <u>Price(\$)</u> | <u>Date of<br/>Purchase/Sale</u> |
|--|--|------------------|----------------------------------|
| <b><u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP</u></b> |  |                  |                                  |
| Purchase of Common Stock                                       | 540.0  | 51.87            | 11/17/2021                       |
| Purchase of Common Stock                                       | 376.0  | 51.8414          | 11/17/2021                       |
| Sale of Common Stock   | (3,771.0)  | 52.2878          | 11/18/2021                       |
| Purchase of Common Stock                                       | 227.0  | 51.958           | 11/18/2021                       |
| Purchase of Forward Contract                                   | 3,771.0  | 52.3241          | 11/18/2021                       |
| Sale of Common Stock   | (3,772.0)  | 51.4763          | 11/19/2021                       |
| Purchase of Forward Contract                                   | 3,772.0  | 51.516           | 11/19/2021                       |
| Purchase of Common Stock                                       | 973.0  | 51.5427          | 11/19/2021                       |
| Purchase of Common Stock                                       | 1,900.0  | 50.547           | 11/22/2021                       |
| Purchase of Common Stock                                       | 1,900.0  | 49.5426          | 11/23/2021                       |
| Sale of Common Stock   | (3,775.0)  | 50.3282          | 11/24/2021                       |
| Purchase of Forward Contract                                   | 3,775.0  | 50.4041          | 11/24/2021                       |
| Purchase of Forward Contract                                   | 2,850.0  | 49.696           | 11/26/2021                       |
| Purchase of Forward Contract                                   | 1,634.0  | 49.5766          | 11/29/2021                       |
| Purchase of Forward Contract                                   | 3,800.0  | 48.0831          | 11/30/2021                       |
| Purchase of Forward Contract                                   | 1,900.0  | 49.1062          | 12/01/2021                       |
| Purchase of Forward Contract                                   | 3,776.0  | 49.0683          | 12/02/2021                       |
| Sale of Common Stock   | (3,776.0)  | 49.0235          | 12/02/2021                       |
| Purchase of Common Stock                                       | 1,834.0  | 48.7722          | 12/02/2021                       |
| Purchase of Common Stock                                       | 2,700.0  | 49.7852          | 12/03/2021                       |
| Sale of Common Stock   | (3,777.0)  | 49.7404          | 12/03/2021                       |
| Purchase of Forward Contract                                   | 3,777.0  | 49.8104          | 12/03/2021                       |
| Sale of Common Stock   | (5,643.0)  | 47.9215          | 12/06/2021                       |
| Purchase of Forward Contract                                   | 5,643.0  | 47.9413          | 12/06/2021                       |
| Purchase of Common Stock                                       | 720.0  | 47.7811          | 12/06/2021                       |
| Purchase of Common Stock                                       | 900.0  | 47.1249          | 12/07/2021                       |
| Sale of Common Stock   | (5,630.0)  | 48.2275          | 12/09/2021                       |
| Purchase of Forward Contract                                   | 5,630.0  | 48.2787          | 12/09/2021                       |
| Sale of Common Stock   | (5,630.0)  | 46.8885          | 12/13/2021                       |
| Purchase of Forward Contract                                   | 5,630.0  | 46.942           | 12/13/2021                       |
| Purchase of Common Stock                                       | 770.0  | 46.83            | 12/14/2021                       |
| Purchase of Common Stock                                       | 1,019.0  | 46.9811          | 12/14/2021                       |
| Purchase of Common Stock                                       | 714.0  | 47.9096          | 12/15/2021                       |
| Sale of Common Stock   | (3,239.0)  | 48.9875          | 12/16/2021                       |
| Purchase of Forward Contract                                   | 3,239.0  | 49.0365          | 12/16/2021                       |
| Purchase of Common Stock                                       | 2,700.0  | 49.8975          | 12/17/2021                       |
| Sale of Common Stock   | (6,231.0)  | 50.4373          | 12/20/2021                       |
| Purchase of Forward Contract                                   | 6,231.0  | 50.5365          | 12/20/2021                       |
| Purchase of Common Stock                                       | 900.0  | 50.0766          | 12/20/2021                       |
| Sale of Common Stock   | (6,182.0)  | 49.2765          | 12/22/2021                       |
| Purchase of Forward Contract                                   | 6,182.0  | 49.3049          | 12/22/2021                       |
| Purchase of Common Stock                                       | 900.0  | 49.6442          | 12/22/2021                       |
| Purchase of Common Stock                                       | 1,240.0  | 51.4446          | 12/23/2021                       |
| Sale of Common Stock   | (6,114.0)  | 51.2378          | 12/23/2021                       |
| Purchase of Forward Contract                                   | 6,114.0  | 51.2967          | 12/23/2021                       |
| Sale of Common Stock   | (5,974.0)  | 51.005           | 12/27/2021                       |
| Purchase of Forward Contract                                   | 5,974.0  | 51.0574          | 12/27/2021                       |
| Purchase of Common Stock                                       | 258.0  | 54.9298          | 12/28/2021                       |
| Purchase of Common Stock                                       | 7,391.0  | 55.6249          | 12/28/2021                       |
| Purchase of Forward Contract                                   | 1,800.0  | 53.7574          | 12/28/2021                       |
| Sale of Common Stock   | (3,641.0)  | 55.4034          | 12/29/2021                       |

|                              |             |         |            |
|------------------------------|-------------|---------|------------|
| Purchase of Forward Contract | 3,641.0     | 55.4395 | 12/29/2021 |
| Purchase of Common Stock     | 4,500.0     | 55.3576 | 12/29/2021 |
| Purchase of Common Stock     | 187.0       | 55.86   | 12/30/2021 |
| Sale of Common Stock         | (5,433.0)   | 55.7334 | 12/30/2021 |
| Purchase of Forward Contract | 5,433.0     | 55.7862 | 12/30/2021 |
| Purchase of Common Stock     | 6,293.0     | 55.7669 | 12/30/2021 |
| Sale of Common Stock         | (5,412.0)   | 54.8951 | 12/31/2021 |
| Purchase of Forward Contract | 5,412.0     | 54.9464 | 12/31/2021 |
| Sale of Common Stock         | (5,154.0)   | 55.7249 | 01/03/2022 |
| Purchase of Forward Contract | 5,154.0     | 55.7993 | 01/03/2022 |
| Purchase of Forward Contract | 1,260.0     | 55.6412 | 01/04/2022 |
| Purchase of Common Stock     | 229.0       | 56.3048 | 01/05/2022 |
| Purchase of Common Stock     | 2,493.0     | 56.018  | 01/05/2022 |
| Purchase of Common Stock     | 3,885.0     | 57.0904 | 01/06/2022 |
| Purchase of Common Stock     | 17,171.0    | 57.524  | 01/07/2022 |
| Purchase of Common Stock     | 6,962.0     | 56.688  | 01/10/2022 |
| Purchase of Common Stock     | 2,560.0     | 56.8095 | 01/11/2022 |
| Purchase of Common Stock     | 4,625.0     | 55.6399 | 01/12/2022 |
| Purchase of Common Stock     | 3,700.0     | 57.1062 | 01/12/2022 |
| Purchase of Common Stock     | 105,398.0   | 50.6007 | 01/12/2022 |
| Exercise of Forward Contract | (105,398.0) | 50.5681 | 01/12/2022 |
| Purchase of Common Stock     | 4,107.0     | 57.3145 | 01/12/2022 |
| Purchase of Common Stock     | 3,700.0     | 58.2419 | 01/13/2022 |

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| <u>Nature of the Transaction</u>          | <u>Amount of Securities<br/>Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of<br/>Purchase/Sale</u> |
|---|--|-------------------|----------------------------------|
| <b><u>STARBOARD X MASTER FUND LTD</u></b> |  |                   |                                  |
| Purchase of Common Stock                  | 2,059.0  | 51.87             | 11/17/2021                       |
| Purchase of Common Stock                  | 1,435.0  | 51.8414           | 11/17/2021                       |
| Sale of Common Stock                      | (15,080.0)                                       | 52.2878           | 11/18/2021                       |
| Purchase of Common Stock                  | 867.0  | 51.958            | 11/18/2021                       |
| Purchase of Forward Contract              | 15,080.0   | 52.3241           | 11/18/2021                       |
| Sale of Common Stock                      | (15,077.0)                                       | 51.4763           | 11/19/2021                       |
| Purchase of Forward Contract              | 15,077.0   | 51.516            | 11/19/2021                       |
| Purchase of Common Stock                  | 3,712.0  | 51.5427           | 11/19/2021                       |
| Purchase of Common Stock                  | 7,250.0  | 50.547            | 11/22/2021                       |
| Purchase of Common Stock                  | 7,250.0  | 49.5426           | 11/23/2021                       |
| Sale of Common Stock                      | (15,012.0)                                       | 50.3282           | 11/24/2021                       |
| Purchase of Forward Contract              | 15,012.0   | 50.4041           | 11/24/2021                       |
| Purchase of Forward Contract              | 10,875.0   | 49.696            | 11/26/2021                       |
| Purchase of Forward Contract              | 6,235.0  | 49.5766           | 11/29/2021                       |
| Purchase of Forward Contract              | 14,500.0   | 48.0831           | 11/30/2021                       |
| Purchase of Forward Contract              | 7,250.0  | 49.1062           | 12/01/2021                       |
| Purchase of Forward Contract              | 15,012.0   | 49.0683           | 12/02/2021                       |
| Sale of Common Stock                      | (15,012.0)                                       | 49.0235           | 12/02/2021                       |
| Purchase of Common Stock                  | 6,999.0  | 48.7722           | 12/02/2021                       |
| Purchase of Common Stock                  | 10,275.0   | 49.7852           | 12/03/2021                       |
| Sale of Common Stock                      | (14,987.0)                                       | 49.7404           | 12/03/2021                       |
| Purchase of Forward Contract              | 14,987.0   | 49.8104           | 12/03/2021                       |
| Sale of Common Stock                      | (22,328.0)                                       | 47.9215           | 12/06/2021                       |
| Purchase of Forward Contract              | 22,328.0   | 47.9413           | 12/06/2021                       |
| Purchase of Common Stock                  | 2,740.0  | 47.7811           | 12/06/2021                       |
| Purchase of Common Stock                  | 3,425.0  | 47.1249           | 12/07/2021                       |
| Sale of Common Stock                      | (22,234.0)                                       | 48.2275           | 12/09/2021                       |
| Purchase of Forward Contract              | 22,234.0   | 48.2787           | 12/09/2021                       |
| Sale of Common Stock                      | (22,234.0)                                       | 46.8885           | 12/13/2021                       |
| Purchase of Forward Contract              | 22,234.0   | 46.942            | 12/13/2021                       |
| Purchase of Common Stock                  | 2,932.0  | 46.83             | 12/14/2021                       |
| Purchase of Common Stock                  | 3,877.0  | 46.9811           | 12/14/2021                       |
| Purchase of Common Stock                  | 2,715.0  | 47.9096           | 12/15/2021                       |
| Sale of Common Stock                      | (12,737.0)                                       | 48.9875           | 12/16/2021                       |
| Purchase of Forward Contract              | 12,737.0   | 49.0365           | 12/16/2021                       |
| Purchase of Common Stock                  | 10,275.0   | 49.8975           | 12/17/2021                       |
| Sale of Common Stock                      | (24,417.0)                                       | 50.4373           | 12/20/2021                       |
| Purchase of Forward Contract              | 24,417.0   | 50.5365           | 12/20/2021                       |
| Purchase of Common Stock                  | 3,425.0  | 50.0766           | 12/20/2021                       |
| Sale of Common Stock                      | (24,185.0)                                       | 49.2765           | 12/22/2021                       |
| Purchase of Forward Contract              | 24,185.0   | 49.3049           | 12/22/2021                       |
| Purchase of Common Stock                  | 3,425.0  | 49.6442           | 12/22/2021                       |
| Purchase of Common Stock                  | 4,717.0  | 51.4446           | 12/23/2021                       |
| Sale of Common Stock                      | (23,872.0)                                       | 51.2378           | 12/23/2021                       |
| Purchase of Forward Contract              | 23,872.0   | 51.2967           | 12/23/2021                       |
| Sale of Common Stock                      | (5,072.0)  | 51.005            | 12/27/2021                       |
| Sale of Common Stock                      | (18,148.0)                                       | 51.005            | 12/27/2021                       |
| Purchase of Forward Contract              | 23,220.0   | 51.0574           | 12/27/2021                       |
| Purchase of Common Stock                  | 982.0  | 54.9298           | 12/28/2021                       |
| Purchase of Common Stock                  | 28,125.0   | 55.6249           | 12/28/2021                       |
| Purchase of Forward Contract              | 6,850.0  | 53.7574           | 12/28/2021                       |

|                              |             |         |            |
|------------------------------|-------------|---------|------------|
| Sale of Common Stock         | (13,890.0)  | 55.4034 | 12/29/2021 |
| Purchase of Forward Contract | 13,890.0    | 55.4395 | 12/29/2021 |
| Purchase of Common Stock     | 17,125.0    | 55.3576 | 12/29/2021 |
| Purchase of Common Stock     | 712.0       | 55.86   | 12/30/2021 |
| Sale of Common Stock         | (20,700.0)  | 55.7334 | 12/30/2021 |
| Purchase of Forward Contract | 20,700.0    | 55.7862 | 12/30/2021 |
| Purchase of Common Stock     | 23,948.0    | 55.7669 | 12/30/2021 |
| Sale of Common Stock         | (20,607.0)  | 54.8951 | 12/31/2021 |
| Purchase of Forward Contract | 20,607.0    | 54.9464 | 12/31/2021 |
| Sale of Common Stock         | (3,928.0)   | 55.7249 | 01/03/2022 |
| Sale of Common Stock         | (15,695.0)  | 55.7249 | 01/03/2022 |
| Purchase of Forward Contract | 19,623.0    | 55.7993 | 01/03/2022 |
| Purchase of Forward Contract | 4,795.0     | 55.6412 | 01/04/2022 |
| Purchase of Common Stock     | 862.0       | 56.3048 | 01/05/2022 |
| Purchase of Common Stock     | 9,364.0     | 56.018  | 01/05/2022 |
| Purchase of Common Stock     | 14,593.0    | 57.0904 | 01/06/2022 |
| Purchase of Common Stock     | 64,507.0    | 57.524  | 01/07/2022 |
| Purchase of Common Stock     | 26,157.0    | 56.688  | 01/10/2022 |
| Purchase of Common Stock     | 9,618.0     | 56.8095 | 01/11/2022 |
| Purchase of Common Stock     | 17,375.0    | 55.6399 | 01/12/2022 |
| Purchase of Common Stock     | 13,900.0    | 57.1062 | 01/12/2022 |
| Purchase of Common Stock     | 400,245.0   | 50.6946 | 01/12/2022 |
| Exercise of Forward Contract | (400,245.0) | 50.6635 | 01/12/2022 |
| Purchase of Common Stock     | 15,429.0    | 57.3145 | 01/12/2022 |
| Purchase of Common Stock     | 13,900.0    | 58.2419 | 01/13/2022 |

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| <u>Nature of the Transaction</u> | <u>Amount of Securities<br/>Purchased/(Sold)</u> | <u>Price(\$)</u> | <u>Date of<br/>Purchase/Sale</u> |
|----------------------------------|--|------------------|----------------------------------|
|----------------------------------|--|------------------|----------------------------------|

**STARBOARD VALUE LP**  
**(Through the Starboard Value LP Account)**

|                          |            |         |            |
|--------------------------|------------|---------|------------|
| Purchase of Common Stock | 1,718.0    | 51.87   | 11/17/2021 |
| Purchase of Common Stock | 1,197.0    | 51.8414 | 11/17/2021 |
| Sale of Common Stock     | (12,136.0) | 52.2878 | 11/18/2021 |
| Purchase of Common Stock | 724.0      | 51.958  | 11/18/2021 |
| Purchase of Common Stock | 12,136.0   | 52.3241 | 11/18/2021 |
| Sale of Common Stock     | (12,136.0) | 51.4763 | 11/19/2021 |
| Purchase of Common Stock | 12,136.0   | 51.516  | 11/19/2021 |
| Purchase of Common Stock | 3,098.0    | 51.5427 | 11/19/2021 |
| Purchase of Common Stock | 6,050.0    | 50.547  | 11/22/2021 |
| Purchase of Common Stock | 6,050.0    | 49.5426 | 11/23/2021 |
| Sale of Common Stock     | (12,132.0) | 50.3282 | 11/24/2021 |
| Purchase of Common Stock | 12,132.0   | 50.4041 | 11/24/2021 |
| Purchase of Common Stock | 9,075.0    | 49.696  | 11/26/2021 |
| Purchase of Common Stock | 5,203.0    | 49.5766 | 11/29/2021 |
| Purchase of Common Stock | 12,100.0   | 48.0831 | 11/30/2021 |
| Purchase of Common Stock | 6,050.0    | 49.1062 | 12/01/2021 |
| Purchase of Common Stock | 12,132.0   | 49.0683 | 12/02/2021 |
| Sale of Common Stock     | (12,132.0) | 49.0235 | 12/02/2021 |
| Purchase of Common Stock | 5,840.0    | 48.7722 | 12/02/2021 |
| Purchase of Common Stock | 8,550.0    | 49.7852 | 12/03/2021 |
| Sale of Common Stock     | (12,130.0) | 49.7404 | 12/03/2021 |
| Purchase of Common Stock | 12,130.0   | 49.8104 | 12/03/2021 |
| Sale of Common Stock     | (18,109.0) | 47.9215 | 12/06/2021 |
| Purchase of Common Stock | 18,109.0   | 47.9413 | 12/06/2021 |
| Purchase of Common Stock | 2,280.0    | 47.7811 | 12/06/2021 |
| Purchase of Common Stock | 2,850.0    | 47.1249 | 12/07/2021 |
| Sale of Common Stock     | (18,055.0) | 48.2275 | 12/09/2021 |
| Purchase of Common Stock | 18,055.0   | 48.2787 | 12/09/2021 |
| Sale of Common Stock     | (18,055.0) | 46.8885 | 12/13/2021 |
| Purchase of Common Stock | 18,055.0)  | 46.942  | 12/13/2021 |
| Purchase of Common Stock | 2,439.0    | 46.83   | 12/14/2021 |
| Purchase of Common Stock | 3,227.0    | 46.9811 | 12/14/2021 |
| Purchase of Common Stock | 2,259.0    | 47.9096 | 12/15/2021 |
| Sale of Common Stock     | (73,697.0) | 48.9875 | 12/16/2021 |
| Purchase of Common Stock | 73,697.0   | 49.0365 | 12/16/2021 |
| Purchase of Common Stock | 8,550.0    | 49.8975 | 12/17/2021 |
| Sale of Common Stock     | (2,371.0)  | 50.4373 | 12/20/2021 |
| Purchase of Common Stock | 2,371.0    | 50.5365 | 12/20/2021 |
| Purchase of Common Stock | 2,850.0    | 50.0766 | 12/20/2021 |
| Sale of Common Stock     | (3,256.0)  | 49.2765 | 12/22/2021 |
| Purchase of Common Stock | 3,256.0    | 49.3049 | 12/22/2021 |
| Purchase of Common Stock | 2,850.0    | 49.6442 | 12/22/2021 |
| Purchase of Common Stock | 3,925.0    | 51.4446 | 12/23/2021 |
| Sale of Common Stock     | (4,446.0)  | 51.2378 | 12/23/2021 |
| Purchase of Common Stock | 4,446.0    | 51.2967 | 12/23/2021 |
| Sale of Common Stock     | (6,930.0)  | 51.005  | 12/27/2021 |
| Purchase of Common Stock | 6,930.0    | 51.0574 | 12/27/2021 |
| Purchase of Common Stock | 817.0      | 54.9298 | 12/28/2021 |
| Purchase of Common Stock | 23,403.0   | 55.6249 | 12/28/2021 |

|                              |             |         |            |
|------------------------------|-------------|---------|------------|
| Purchase of Common Stock     | 5,700.0     | 53.7574 | 12/28/2021 |
| Sale of Common Stock         | (10,676.0)  | 55.4034 | 12/29/2021 |
| Purchase of Common Stock     | 10,676.0    | 55.4395 | 12/29/2021 |
| Purchase of Common Stock     | 14,250.0    | 55.3576 | 12/29/2021 |
| Purchase of Common Stock     | 593.0       | 55.86   | 12/30/2021 |
| Sale of Common Stock         | (16,531.0)  | 55.7334 | 12/30/2021 |
| Purchase of Common Stock     | 16,531.0    | 55.7862 | 12/30/2021 |
| Purchase of Common Stock     | 19,927.0    | 55.7669 | 12/30/2021 |
| Sale of Common Stock         | (16,881.0)  | 54.8951 | 12/31/2021 |
| Purchase of Common Stock     | 16,881.0    | 54.9464 | 12/31/2021 |
| Sale of Common Stock         | (16,074.0)  | 55.7249 | 01/03/2022 |
| Purchase of Common Stock     | 16,074.0    | 55.7993 | 01/03/2022 |
| Purchase of Common Stock     | 3,990.0     | 55.6412 | 01/04/2022 |
| Purchase of Common Stock     | 726.0       | 56.3048 | 01/05/2022 |
| Purchase of Common Stock     | 7,882.0     | 56.018  | 01/05/2022 |
| Purchase of Common Stock     | 12,284.0    | 57.0904 | 01/06/2022 |
| Purchase of Common Stock     | 54,296.0    | 57.524  | 01/07/2022 |
| Purchase of Common Stock     | 22,017.0    | 56.688  | 01/10/2022 |
| Purchase of Common Stock     | 8,095.0     | 56.8095 | 01/11/2022 |
| Purchase of Common Stock     | 14,625.0    | 55.6399 | 01/12/2022 |
| Purchase of Common Stock     | 11,700.0    | 57.1062 | 01/12/2022 |
| Purchase of Common Stock     | 336,665.0   | 51.6946 | 01/12/2022 |
| Exercise of Forward Contract | (336,665.0) | 51.6725 | 01/12/2022 |
| Purchase of Common Stock     | 12,987.0    | 57.3145 | 01/12/2022 |
| Purchase of Common Stock     | 11,700.0    | 58.2419 | 01/13/2022 |

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**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, par value \$0.01 per share, of Mercury Systems, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: January 13, 2022

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD  
By: Starboard Value LP,  
its investment manager

STARBOARD VALUE L LP  
By: Starboard Value R GP LLC,  
its general partner

STARBOARD VALUE AND OPPORTUNITY S LLC  
By: Starboard Value LP,  
its manager

STARBOARD X MASTER FUND LTD  
By: Starboard Value LP,  
its investment manager

STARBOARD VALUE AND OPPORTUNITY C LP  
By: Starboard Value R LP,  
its general partner

STARBOARD VALUE LP  
By: Starboard Value GP LLC,  
its general partner

STARBOARD VALUE R LP  
By: Starboard Value R GP LLC,  
its general partner

STARBOARD VALUE GP LLC  
By: Starboard Principal Co LP,  
its member

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP  
By: Starboard Value L LP,  
its general partner

STARBOARD PRINCIPAL CO LP  
By: Starboard Principal Co GP LLC,  
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith  
/s/ Jeffrey C. Smith  
Name: Jeffrey C. Smith  
Title: Authorized Signatory

/s/ /s/ Jeffrey C. Smith  
JEFFREY C. SMITH  
Individually and as attorney-in-fact for Peter A. Feld

**POWER OF ATTORNEY**

The undersigned hereby appoints Jeffrey C. Smith, Peter A. Feld and Kenneth R. Marlin, or any of them, his true and lawful attorney-in fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, any settlement agreement, any amendments to any of the foregoing and any related documentation which may be required to be filed in his individual capacity as a result of the undersigned’s beneficial ownership of, or participation in a group with respect to, securities directly or indirectly beneficially owned by Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value R LP, Starboard Value and Opportunity Master Fund L LP, Starboard Value L LP, Starboard Value R GP LLC, Starboard X Master Fund Ltd, Starboard Value LP, Starboard Value GP LLC, Starboard Principal Co LP and Starboard Principal Co GP LLC or any of their respective affiliates, and granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of Jeffrey C. Smith, Peter A. Feld and Kenneth R. Marlin, or any of them, under this Power of Attorney shall continue with respect to the undersigned until revoked in writing.

Date: January 13, 2022

/s/ Jeffrey C. Smith

Jeffrey C. Smith

/s/ Peter A. Feld

Peter A. Feld





January 13, 2022

Mercury Systems, Inc.  
50 Minutemen Road  
Andover, MA  
Attn: Board of Directors

Dear Members of the Board,

As you are aware, we are shareholders of Mercury Systems (the "Company") and currently own 7.33% of the Company. We appreciate the conversations over the past several months with the Company's management team and continue to believe there is a substantial value creation opportunity at the Company.

We are writing to you today in regards to the shareholder rights plan (the "Rights Plan") the Company adopted on December 27, 2021. We believe the Rights Plan is not in the best interests of the Company's shareholders.

We ask that you immediately eliminate the Rights Plan. Alternatively, if the Company is unwilling to fully remove the Rights Plan, we would expect the Company to, at the very least, (1) raise the ownership threshold which triggers the Rights Plan from 7.5% (or 10% in the case of a passive investor) to 15% for all shareholders and (2) thereafter put the Rights Plan to a vote of all shareholders.

We are available at your convenience to discuss this matter further. As we noted, we believe there is a bright future for the Company and its stakeholders and we look forward to continuing to engage with you to help unlock this value.

Sincerely,

A handwritten signature in dark ink, appearing to read "Jeffrey C. Smith".

Jeffrey C. Smith  
Managing Member  
Starboard Value LP

