

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ballhaus William L</u>  (Last) (First) (Middle) 50 MINUTEMAN ROAD  (Street) ANDOVER MA 01810  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MERCURY SYSTEMS INC [ MRCY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/23/2022	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/23/2022		A		3,767 <sup>(1)</sup>	A	\$0.00	8,832	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. These shares of restricted stock vest in two equal installments beginning on June 23, 2023.

**Remarks:**

/s/ Michelle McCarthy,  
Attorney-in-Fact for Ballhaus 06/30/2022  
William

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

LIMITED POWER OF ATTORNEY  
FOR

MERCURY SYSTEMS, INC.  
SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of

Michael D. Ruppert, the Chief Financial Officer, Christopher C. Cambria, the General Counsel,  
and Michelle M. McCarthy, the Chief Accounting Officer, of Mercury Systems, Inc., acting

singly, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings

with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or shareholder of Mercury Systems, Inc. (the "Company"), Forms 3, 4, 5, and 144 and amendments thereto, in accordance with Section 16(a)

of the Exchange Act and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or 144, or amendments thereto, and timely file such form with the SEC and any stock

exchange or similar authority; and

(4) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing

authority, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney

shall be in such form and shall contain such terms and conditions as such

attorney-in-fact may approve, provided, however, that the undersigned does not

grant to each such power-of-attorney the right to engage in any transactions

involving the securities of the Company on behalf of the undersigned, including

without limitation, the right to purchase or sell any securities of the Company.

The undersigned hereby grants to each such attorney-in-fact full power and authority to

do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done

in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes

as the undersigned might or could do if personally present, with full power of substitution or

revocation, hereby ratifying and confirming all that each such

attorney-in-fact, or each such

attorney-in-fact's substitute or substitutes (any such substitute

also being referred to herein as an

"attorney-in-fact"), shall lawfully do or cause to be done by virtue of this Limited Power of

Attorney and the rights and powers herein granted. The undersigned acknowledges that each

attorney-in-fact, in serving in such capacity at the request of the undersigned or such attorney-in-fact,

is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to

comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact shall not be liable for any error of

judgment or for any act done or omitted to be done or for any mistake of fact or law except for

each such attorney-in-fact's own bad faith, and the undersigned

agrees to indemnify and to hold

each such attorney-in-fact harmless against any loss, claim, damage, liability, or cost incurred on each such attorney-in-fact's part arising out of or in connection with acts undertaken or omitted to be taken as an attorney-in-fact hereunder.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5, and 144 with respect to the undersigned's holdings of and transactions in securities of Mercury Systems, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Limited Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 18th day of June, 2022.

By: /s/ William Ballhaus  
Name: William Ballhaus  
Title: Non-Employee Director  
Affix Notary Stamp

The Commonwealth of Massachusetts  
On this 18 day of June 2022 before me the undersigned notary public, William Ballhaus personally appeared before me, and proved to me through satisfactory evidence all identification, which were personally known, to be the person whose name is signed on the preceding or attached document in my presence.

/s/ Ann M. Cronin  
Ann M. Cronin, Notary Public  
.../ My Commission Expires November 25, 2027