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| 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

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|---|--|---|
| 1. Name and Address of Reporting Person* <u>THIBAUD DIDIER M C</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, COO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 08/17/2020 | |

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 | 08/17/2020 | | A | | 8,948 ⁽¹⁾ | A | \$0.00 | 253,007 ⁽²⁾ | D | |
| Common Stock | 08/17/2020 | | A | | 8,948 ⁽³⁾ | A | \$0.00 | 261,955 | D | |
| Common Stock | 08/17/2020 | | S | | 7,407 ⁽⁴⁾ | D | \$78.64 ⁽⁵⁾ | 254,548 | D | |
| Common Stock | 08/18/2020 | | S | | 8,685 ⁽⁴⁾ | D | \$77.34 ⁽⁶⁾ | 245,863 | D | |
| Common Stock | 08/19/2020 | | S | | 234 ⁽⁴⁾ | D | \$77.13 ⁽⁷⁾ | 245,629 | 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 | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- These shares of restricted stock vest in three equal installments beginning on August 17, 2021.
- Ownership includes FY18 Performance Stock Vesting at 250%.
- These shares of performance-based restricted stock vest between 0% and 300% of the amount listed in the table depending on the achievement of performance objectives for the three-year period ending June 30, 2023.
- Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of RSAs and PSAs. This sale was made to satisfy tax withholding obligations by a sell to cover transaction and does not represent a discretionary trade by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$77.74 to \$79.88, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.65 to \$78.22, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.42 to \$77.33, inclusive.

Remarks:

/s/ Michelle McCarthy,
 Attorney-in-Fact for Thibaud 08/19/2020
 Didier M C

** 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.