
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): August 8, 2012

Mercury Computer Systems, Inc.

(Exact Name of Registrant as Specified in Charter)

Massachusetts
**(State or Other Jurisdiction
of Incorporation)**

000-23599
**(Commission
File Number)**

04-2741391
**(IRS Employer
Identification No.)**

201 Riverneck Road, Chelmsford, Massachusetts 01824
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (978) 256-1300

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Forward-Looking Statement Disclaimer

This Current Report on Form 8-K contains certain forward-looking statements. You can identify these statements by the use of the words “may,” “will,” “should,” “plans,” “expects,” “anticipates,” “continue,” “estimate,” “project,” “forecast,” “intend,” “likely,” “probable,” and similar expressions. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. Such risks and uncertainties include, but are not limited to, the inability to fully realize the expected benefits from acquisitions or delays in realizing such benefits, challenges in integrating acquired businesses and achieving anticipated synergies, and various other factors beyond the Company’s control. These risks and uncertainties also include such additional risk factors as are discussed in the Company’s filings with the U.S. Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended June 30, 2011. The Company cautions readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

Item 2.01. Completion of Acquisition or Disposition of Assets.

As previously announced, on June 8, 2012, Mercury Computer Systems, Inc. (“Mercury”) and Wildcat Merger Sub Inc., a newly formed, wholly-owned subsidiary of Mercury (the “Merger Sub”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Micronetics, Inc. (“Micronetics”). On August 8, 2012, the transaction closed with the Merger Sub being merged with and into Micronetics with Micronetics continuing as the surviving company and wholly-owned subsidiary of Mercury (the “Merger”).

Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock of Micronetics issued and outstanding immediately prior to the Effective Time was cancelled and converted into the right to receive \$14.80 in cash, without interest (the “Merger Consideration”). All outstanding options to acquire shares of Micronetics common stock that were vested at the Effective Time were cancelled and the holders of such options are entitled to receive an amount of cash equal to the product of the total number of shares previously subject to such vested options and the excess of the Merger Consideration over the exercise price per share. All outstanding options that were unvested at the Effective Time were assumed by Mercury. Mercury funded the acquisition with cash on hand.

The information set forth in Item 1.01 of Mercury’s Current Report on Form 8-K filed on June 11, 2012 is incorporated in this Item 2.01 by reference.

Item 7.01 Regulation FD Disclosure.

On August 8, 2012, Mercury issued a press release announcing the closing of the acquisition of Micronetics. The press release is furnished as Exhibit 99.1 hereto. The information provided in Item 7.01 of this Current Report on Form 8-K and in the attached Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release, dated August 8, 2012, of Mercury Computer Systems, Inc. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 8, 2012

MERCURY COMPUTER SYSTEMS, INC.

By: /s/ Kevin M. Bisson

Kevin M. Bisson
Senior Vice President, Chief Financial
Officer, and Treasurer

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release, dated August 8, 2012, of Mercury Computer Systems, Inc. |



News Release

FOR IMMEDIATE RELEASE

Mercury Computer Systems Completes Acquisition of Micronetics

CHELMSFORD, Mass.—August 8, 2012—Mercury Computer Systems, Inc. (NASDAQ: MRCY, www.mc.com), a trusted provider of commercially developed application-ready ISR and EW subsystems for defense prime contractors, today announced the closing of its previously announced acquisition of Micronetics (NASDAQ: NOIZ), a leading designer and manufacturer of microwave and radio frequency (RF) subsystems and components for defense and commercial customers. The closing follows the satisfaction of all conditions to the closing of the transaction, including approval of the transaction by Micronetics' stockholders. Micronetics' common stock has ceased trading on the NASDAQ Capital Market.

Pursuant to the terms of the merger agreement, Mercury acquired Micronetics for \$14.80 per share. This represented a fully diluted equity value of \$71.7 million and an enterprise value of \$74.9 million, including \$3.2 million of net debt as of the closing date. As previously announced, the transaction was funded with available cash.

"We're extremely pleased that the Micronetics transaction was completed on schedule; the next step is executing a seamless integration," said Mark Aslett, President and CEO of Mercury. "The acquisition is directly aligned with our strategy of expanding our capabilities, services and offerings along the sensor processing chain. Micronetics has build a great business and delivered solid value for their shareholders and now we look forward to taking it to the next level."

For more information, visit mc.com/Micronetics.

About Mercury Computer Systems, Inc. – Where Challenges Drive Innovation®

Mercury Computer Systems (www.mc.com, NASDAQ: MRCY) is a best-of-breed provider of open, commercially developed, application-ready, multi-INT subsystems for defense prime contractors. With more than 30 years of experience in embedded computing, superior domain expertise in radar, EW, EO/IR, C4I and sonar applications, and more than 300 successful program deployments including Aegis, Global Hawk and Predator, Mercury's Services and Systems Integration (SSI) team leads the industry in partnering with customers to design and integrate system-level solutions that minimize program risk, maximize application portability and accelerate customers' time to market.

Mercury is based in Chelmsford, Massachusetts, and serves customers worldwide through a broad network of direct sales offices, subsidiaries and distributors.

Forward-Looking Safe Harbor Statement

This press release contains certain forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995, including those relating to the acquisition of Micronetics, Inc. and the integration of, and the expected synergies from, the acquisition. You can identify these statements by the use of the words "may," "will," "could," "should," "would," "plans," "expects," "anticipates," "continue," "estimate," "project," "forecast," "intend,"

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“likely,” “probable,” and similar expressions. These statements include statements about the anticipated accretive impact of the acquisition on Mercury’s financial results and the anticipated enhanced capabilities to be offered by Mercury. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. Such risks and uncertainties include, but are not limited to, the inability to fully realize the expected benefits from acquisitions or delays in realizing such benefits, and challenges in integrating acquired businesses and achieving anticipated synergies, in addition to continued funding of defense programs, the timing and amounts of such funding, general economic and business conditions, including unforeseen weakness in the Company’s markets, effects of continued geopolitical unrest and regional conflicts, competition, changes in technology and methods of marketing, delays in completing engineering and manufacturing programs, changes in customer order patterns, changes in product mix, continued success in technological advances and delivering technological innovations, changes in the U.S. Government’s interpretation of federal procurement rules and regulations, market acceptance of the Company’s products, shortages in components, production delays due to performance quality issues with outsourced components, changes to export regulations, increases in tax rates, changes to generally accepted accounting principles, difficulties in retaining key employees and customers, unanticipated costs under fixed-price service and system integration engagements, and various other factors beyond our control. These risks and uncertainties also include such additional risk factors as are discussed in the Company’s filings with the U.S. Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended June 30, 2011. The Company cautions readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made.

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Contact:

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978.967.1990

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