

MERCURY COMPUTER SYSTEMS INC

Form 8-K

February 16, 2011

**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): February 16, 2011**

**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.)

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**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))

**Item 8.01 Other Events.**

On February 16, 2011, Mercury Computer Systems, Inc. (the Company ) closed its previously announced underwritten public offering of 4,850,000 shares of the Company's common stock, par value \$0.01 per share. The underwriters exercised in full their over-allotment option to purchase up to an additional 727,500 shares. As a result, at the closing the Company issued 5,577,500 common shares for total proceeds to the Company, before expenses but after underwriting fees, of \$94,050,594.

**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: February 16, 2011

MERCURY COMPUTER SYSTEMS, INC.

By: /s/ Robert E. Hult  
Robert E. Hult  
Senior Vice President, Chief Financial Officer, and Treasurer