

MERCURY COMPUTER SYSTEMS INC  
Form 8-K/A  
September 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**  
**AMENDMENT NO. 1**

**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): September 9, 2009**

**Mercury Computer Systems, Inc.**

(Exact Name of Registrant as Specified in Charter)

Massachusetts  
(State or Other Jurisdiction)

000-23599  
(Commission File Number)

04-2741391  
(IRS Employer)

Edgar Filing: MERCURY COMPUTER SYSTEMS INC - Form 8-K/A

of Incorporation)

201 Riverneck Road, Chelmsford, Massachusetts 01824

Identification No.)

(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))

**EXPLANATORY NOTE**

Mercury Computer Systems, Inc. (the Company) is filing this Amendment No. 1 on Form 8-K/A ( Amendment No. 1 ) to correct certain errors in Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 9, 2009 (the Original 8-K ). The purpose of this Amendment No. 1 is to file a corrected version of the presentation management made on September 9, 2009 at the Kaufman Brothers 12th Annual Investor Conference. Specifically, slide number 28 (titled Q1 10 Guidance ) in the Exhibit 99.1 filed with the Original 8-K contained certain errors in the guidance for the quarter ending September 30, 2009. The Exhibit 99.1 to this Amendment No. 1 contains the correct guidance for the quarter ending September 30, 2009. The Company confirms that the guidance included in Exhibit 99.1 to this Amendment No. 1 is the same guidance contained in the Company's earning release dated August 4, 2009 and discussed on the earnings release conference call on August 4, 2009.

**Item 7.01 Regulation FD Disclosure.**

This information is being furnished pursuant to Item 7.01 of this Amendment No. 1 and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section and will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified as being incorporated therein by reference. This Amendment No. 1 will not be deemed an admission as to the materiality of any information in this Amendment No. 1 that is being disclosed pursuant to Regulation FD.

Please refer to page 2 of Exhibit 99.1 for a discussion of certain forward-looking statements included therein and the risks and uncertainties related thereto, as well as the use of non-GAAP financial measures included therein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Presentation materials dated September 9, 2009 (filed herewith). |

**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: September 10, 2009

MERCURY COMPUTER SYSTEMS, INC.

By: /s/ Alex A. Van Adzin  
Alex A. Van Adzin  
Vice President, General Counsel,

and Corporation Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Presentation materials dated September 9, 2009 (filed herewith). |