

MERCURY COMPUTER SYSTEMS INC
Form DEFA14A
April 29, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Mercury Computer Systems, Inc.

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Excerpts from Mercury Computer Systems, Inc. Quarterly Conference Call held on April 28, 2009:

Mark Aslett, President and Chief Executive Officer:

Before I hand it over to Bob, I'd like to briefly note the special meeting of shareholders scheduled for Friday, May 8th. As outlined in our April 13th proxy statement, the purpose of the meeting is to approve a stock option exchange program, which we feel is critical to employee retention as we execute on our turnaround. The program is structured to provide our employees with meaningful performance incentives while also being shareholder friendly in its design. Bob will provide some of the details in a few minutes. We encourage those of you who are shareholders to vote your shares in favor of this proposal.

Robert E. Hult, Senior Vice President and Chief Financial Officer:

I'd like to call your attention to a couple of important corporate items. Second is the recently mailed proxy statement related to our proposed stock option exchange program for employees. Mark discussed the reasons for the proposal earlier. I'll expand briefly on the mechanics, which we believe are shareholder friendly in their design. Our executive officers and board of directors are not eligible for the program. It has been structured as a value-for-value exchange for the participants, so it's FAS-123R neutral to the extent practicable with minimal impact on the P&L. And it only includes stock options with exercise prices that exceed the 52-week high price of our stock. In addition, assuming full participation by the eligible participants, the program would represent approximately a 1.3% net reduction in the company's equity award overhang. We believe the program is in the best interest of all of our shareholders, and we encourage you to vote in favor of the proposal.

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Investment Advisers and/or Broker-Dealers | -----
ANKURA CAPITAL PTY LIMITED PERSHING LLC By: /S/ GREG VAUGHN By: /S/ GARY JOHNSON
----- Greg Vaughn Gary Johnson Managing Director Managing Director Date:
October 8, 2009 Date: December 10, 2010 BNY MELLON ARX INVESTIMENTOS LTDA BNY MELLON ARX
INVESTIMENTOS LTDA By: /S/ JOSE CARLOS LOPES XAVIER By: /S/ MARCELO PERIERA DA SILVA DE
OLIVEIRA ----- Jose Carlos Lopes Xavier De Oliveira Marcelo Periera da Silva
Chief Executive Officer Chief Financial Officer Date: January 4, 2010 Date: January 4, 2010 BNY MELLON
SERVICOS FINANCEIROS BNY MELLON SERVICOS FINANCEIROS DISTRIBUIDORA DE TITULOS E
VALORES DISTRIBUIDORA DE TITULOS E VALORES MOBILIARIOS S.A MOBILIARIOS S.A By: /S/ JOSE
CARLOS LOPES XAVIER By: /S/ MARCELO PERIERA DA SILVA DE OLIVEIRA -----
----- Jose Carlos Lopes Xavier De Oliveira Marcelo Periera da Silva Chief Executive Officer Chief
Financial Officer Date: January 4, 2010 Date: January 4, 2010 BNY MELLON ARX ATIVOS FINANCEIROS BNY
MELLON ARX ATIVOS FINANCEIROS LTDA LTDA By: /S/ JOSE CARLOS LOPES XAVIER By: /S/
MARCELO PERIERA DA SILVA DE OLIVEIRA ----- Jose Carlos Lopes Xavier De
Oliveira Marcelo Periera da Silva Chief Executive Officer Chief Financial Officer Date: January 4, 2010 Date:
January 4, 2010 BNY MELLON GESTAO DE PATRIMONIO LTDA BNY MELLON GESTAO DE PATRIMONIO
LTDA By: /S/ JOSE CARLOS LOPES XAVIER By: /S/ MARCELO PERIERA DA SILVA DE OLIVEIRA
----- Jose Carlos Lopes Xavier De Oliveira Marcelo Periera da Silva Chief Executive
Officer Chief Financial Officer Date: January 4, 2010 Date: January 4, 2010 THE BOSTON COMPANY ASSET
MANAGEMENT THE BOSTON COMPANY ASSET MANAGEMENT LLC LLC By: /S/ DAVE CAMERON By:
/S/ JOSEPH P. GENNACO ----- Dave Cameron Joseph P. Gennaco Chairman,
President and Executive Vice President Chief Executive Officer and Chief Operating Officer Date: October 12, 2009
Date: October 12, 2009 BNY MELLON ASSET MANAGEMENT JAPAN BNY MELLON ASSET
MANAGEMENT JAPAN LIMITED LIMITED By: /S/ SHOGO YAMAGUCHI By: /S/ DAVID JIANG
----- Shogo Yamaguchi David Jiang President and Chairman and Representative
Director Representative Director Date: December 29,2009 Date: December 29,2009 THE DREYFUS
CORPORATION INSIGHT INVESTMENT (Global) MANAGEMENT LIMITED By: /S/ JAMES BITETTO By: /s/
CHARLES FARQUHARSON ----- James Bitetto Charles Farquharson Corporate
Secretary Chief Risk Officer Date: October 7, 2009 Date: December 04, 2009 LOCKWOOD ADVISORS, INC. By:

/S/ DON MARCHESIELLO ----- Don Marchesiello President Date: October 6, 2009 MELLON CAPITAL MANAGEMENT MBSC SECURITIES CORPORATION CORPORATION By: /S/ CHARLES J. JACKLIN By: /S/ KENNETH J. BRADLE ----- Charles J. Jacklin Kenneth J. Bradle President and CEO President Date: October 8, 2009 Date: October 28, 2009 NEWTON INVESTMENT MANAGEMENT LIMITED NEWTON CAPITAL MANAGEMENT LIMITED By: /S/ ANDREW DOWNS By: /S/ ANDREW DOWNS ----- Andrew Downs Andrew Downs Chief Operating Officer Chief Operating Officer Date: November 6, 2009 Date: November 6, 2009 STANDISH MELLON ASSET MANAGEMENT PERSHING GROUP LLC COMPANY LLC By: /S/ DESMOND MAC INTYRE By: /S/ BRIAN T. SHEA ----- Desmond Mac Intyre Brian T. Shea President and CEO Managing Director Date: November 19, 2009 Date: October 9, 2009 URDANG CAPITAL MANAGEMENT, INC. URDANG CAPITAL MANAGEMENT, INC. By: /S/ RICHARD J. FERST By: /S/ E. TODD BRIDDELL ----- Richard J. Ferst E. Todd Briddell President and Managing Director and Chief Operating Officer Chief Investment Officer Date: October 15, 2009 Date: October 15, 2009 URDANG SECURITIES MANAGEMENT, INC. URDANG SECURITIES MANAGEMENT, INC. By: /S/ E. TODD BRIDDELL By: /S/ RICHARD J. FERST ----- E. Todd Briddell Richard J. Ferst Managing Director President and and Chief Investment Officer Chief Operating Office Date: October 15, 2009 Date: October 15, 2009 WALTER SCOTT & PARTNERS LIMITED WALTER SCOTT & PARTNERS LIMITED By: /S/ ANNA NICHOLL By: /S/ CAROL-ANN FRASER ----- Anna Nicholl Carol-Ann Fraser Chief Compliance Officer Compliance Officer Date: October 8, 2009 Date: October 8, 2009

----- | Parent Holding Companies/Control Persons |
----- B.N.Y. HOLDINGS (DELAWARE)
CORPORATION BNY SEPARATE ACCOUNT SERVICES, INC. By: /S/ JOHN A. PARK By: /S/ BRIAN T. SHEA ----- John A. Park Brian T. Shea Senior Vice President Chairman Date: October 9, 2009 Date: October 9, 2009 BNY MELLON ASSET MANAGEMENT BNY MELLON ASSET MANAGEMENT INTERNATIONAL HOLDINGS LIMITED INTERNATIONAL HOLDINGS LIMITED By: /S/ GREG BRISK By: /S/ SHONA SPENCE ----- Greg Brisk Shona Spence Director Director Date: October 12, 2009 Date: October 15, 2009 BNY MELLON INTERNATIONAL ASSET MANAGEMENT GROUP LIMITED By: /S/ JEREMY N. BASSIL ----- Jeremy N. Bassil Director Date: October 13, 2009 MAM (MA) HOLDING TRUST MBC INVESTMENTS CORPORATION By: /S/ RONALD P. O'HANLEY By: /S/ GORDON MOTTER ----- Ronald P. O'Hanley Gordon Motter President Chairman, President and CEO Date: October 9, 2009 Date: October 9, 2009 MELLON INTERNATIONAL HOLDINGS MELLON INTERNATIONAL HOLDINGS S.A.R.L. S.A.R.L. By: /S/ JON LITTLE By: /S/ EDWARD KEMP ----- Jon Little Edward Kemp Manager Director Date: October 9, 2009 Date: October 16, 2009 NEWTON MANAGEMENT LIMITED NEWTON MANAGEMENT LIMITED By: /S/ HELENA MORRISSEY By: /S/ ANDREW DOWNS ----- Helena Morrissey Andrew Downs Director Director Date: October 15, 2009 Date: November 6, 2009 MELLON OVERSEAS INVESTMENT INSIGHT INVESTMENT MANAGEMENT CORPORATION LIMITED By: /S/ JON LITTLE By: /S/ CHARLES FARQUHARSON ----- Jon Little Charles Farquharson Chairman, President And Chief Risk Officer Chief Executive Officer Date: December 04, 2009 Date: December 04, 2009 BNY INTERNATIONAL FINANCING THE BANK OF NEW YORK MELLON SA/NV CORPORATION By: /S/ FRED RICCIARDI By: /S/ JEAN-CHRISTOPHE MATHONET ----- Fred Ricciardi Jean-Christophe Mathonet President Managing Director Date: August 30, 2010 Date: October 4, 2010

----- | Fund Administrators |
----- BNY MELLON SERVICE KAPITALANLAGE-GESELLSCHAFT mbH By: /S/ CAROLINE SPECHT ----- Caroline Specht Managing Director, Head of Business Strategy and Legal Date: August 24, 2010 JOINT FILING AGREEMENT In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby agree to any and all joint filings required to be made on their behalf on Schedule 13G (including amendments thereto) under the Exchange Act, with respect to securities which may be deemed to be beneficially owned by them under the Exchange Act, and that this Agreement be included as an Exhibit to any such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument. IN

WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

----- | Banks/Bank Holding Companies |
----- THE BANK OF NEW YORK MELLON BNY
MELLON, NATIONAL ASSOCIATION CORPORATION By: /S/ RONALD P. O'HANLEY By: /S/ GERALD L.
HASSELL ----- Ronald P. O'Hanley Gerald L. Hassell Vice Chairman President Date:
October 09, 2009 Date: October 12, 2009 THE BANK OF NEW YORK MELLON THE BANK OF NEW YORK
MELLON By: /S/ GERALD L. HASSELL By: /S/ DONALD R. MONKS -----
Gerald L. Hassell Donald R. Monks President Vice Chairman Date: October 12, 2009 Date: October 12, 2009 THE
BANK OF NEW YORK MELLON TRUST THE BANK OF NEW YORK MELLON TRUST COMPANY,
NATIONAL ASSOCIATION COMPANY, NATIONAL ASSOCIATION By: /S/ KAREN A. BAYZ By: /S/ JOHN
A. PARK ----- Karen A. Bayz John A. Park Managing Director and Executive Vice
President Chief Financial Officer Date: October 13, 2009 Date: October 9, 2009 BNY MELLON TRUST OF
DELAWARE BNY MELLON TRUST OF DELAWARE By: /S/ DAVID B. KUTCH By: /S/ DONALD R. MONKS
----- David B. Kutch Donald R. Monks Chairman and Senior Executive Vice
President Chief Executive Officer Date: October 12, 2009 Date: October 12, 2009
----- | Investment Advisers and/or Broker-Dealers |
----- ANKURA CAPITAL PTY LIMITED PERSHING
LLC By: /S/ GREG VAUGHN By: /S/ GARY JOHNSON ----- Greg Vaughn Gary
Johnson Managing Director Managing Director Date: October 8, 2009 Date: December 10, 2010 BNY MELLON
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XAVIER By: /S/ MARCELO PERIERA DA SILVA DE OLIVEIRA ----- Jose Carlos
Lopes Xavier De Oliveira Marcelo Periera da Silva Chief Executive Officer Chief Financial Officer Date: January 4,
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Periera da Silva Chief Executive Officer Chief Financial Officer Date: January 4, 2010 Date: January 4, 2010 BNY
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Marcelo Periera da Silva Chief Executive Officer Chief Financial Officer Date: January 4, 2010 Date: January 4, 2010
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JIANG ----- Shogo Yamaguchi David Jiang President and Chairman and
Representative Director Representative Director Date: December 29,2009 Date: December 29,2009 THE DREYFUS
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ANDREW DOWNS ----- Andrew Downs Andrew Downs Chief Operating Officer
Chief Operating Officer Date: November 6, 2009 Date: November 6, 2009 STANDISH MELLON ASSET

MANAGEMENT PERSHING GROUP LLC COMPANY LLC By: /S/ DESMOND MAC INTYRE By: /S/ BRIAN T. SHEA ----- Desmond Mac Intyre Brian T. Shea President and CEO Managing Director Date: November 19, 2009 Date: October 9, 2009 URDANG CAPITAL MANAGEMENT, INC. URDANG CAPITAL MANAGEMENT, INC. By: /S/ RICHARD J. FERST By: /S/ E. TODD BRIDDELL ----- Richard J. Ferst E. Todd Briddell President and Managing Director and Chief Operating Officer Chief Investment Officer Date: October 15, 2009 Date: October 15, 2009 URDANG SECURITIES MANAGEMENT, INC. URDANG SECURITIES MANAGEMENT, INC. By: /S/ E. TODD BRIDDELL By: /S/ RICHARD J. FERST ----- E. Todd Briddell Richard J. Ferst Managing Director President and Chief Investment Officer Chief Operating Office Date: October 15, 2009 Date: October 15, 2009 WALTER SCOTT & PARTNERS LIMITED WALTER SCOTT & PARTNERS LIMITED By: /S/ ANNA NICHOLL By: /S/ CAROL-ANN FRASER ----- Anna Nicholl Carol-Ann Fraser Chief Compliance Officer Compliance Officer Date: October 8, 2009 Date: October 8, 2009

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