

MERCURY COMPUTER SYSTEMS INC  
Form 8-K  
May 11, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): April 29, 2004**

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**MERCURY COMPUTER SYSTEMS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

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

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

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

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199 Riverneck Road, Chelmsford,

Massachusetts  
(Address of Principal Executive Offices)

01824  
(Zip Code)

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

N/A

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

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**ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE**

On April 29, 2004, Mercury Computer Systems, Inc. (the Company) completed a private offering of \$125 million aggregate principal amount of 2% Convertible Senior Notes due May 1, 2024. The notes were offered only to qualified institutional buyers, as defined in Rule 144A under the Securities Act of 1933, as amended (the Securities Act). The notes have not been registered under the Securities Act or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

In connection with the completion of the offering, the Company is filing certain exhibits as part of this Current Report on Form 8-K. See Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS**

(c) Exhibits. The following exhibits are filed with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Indenture, dated April 29, 2004, between Mercury Computer Systems, Inc., as Issuer, and U.S. Bank National Association, as Trustee
4.2	Form of 2% Convertible Senior Note due 2024  (included as part of Exhibit 4.1)
4.3	Registration Rights Agreement, dated April 29, 2004, between Mercury Computer Systems, Inc. and the Initial Purchasers named therein

**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.

MERCURY COMPUTER SYSTEMS, INC.

Dated: May 11, 2004

By:           /s/ JOSEPH M. HARTNETT          

Joseph M. Hartnett  
Vice President, Controller and

Chief Accounting Officer

**EXHIBIT INDEX**

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