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

FORM 10-Q

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

For the quarterly period ended September 30, 2005

OR

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

For the transition period from _____ to _____ .

COMMISSION FILE NUMBER 0-23599

MERCURY COMPUTER SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State or other jurisdiction of
incorporation or organization)

04-2741391
(I.R.S. Employer
Identification No.)

199 RIVERNECK ROAD
CHELMSFORD, MA
(Address of principal executive offices)

01824
(Zip Code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

Number of shares outstanding of the issuer's classes of common stock as of October 31, 2005:

<u>Class</u>	<u>Number of Shares Outstanding</u>
Common Stock, par value \$.01 per share	21,241,380

MERCURY COMPUTER SYSTEMS, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MERCURY COMPUTER SYSTEMS, INC.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)

	September 30, 2005	June 30, 2005
	(Unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 26,609	\$ 43,143
Marketable securities	88,941	131,702
Accounts receivable, net of allowance of \$500 at September 30, 2005 and June 30, 2005	38,783	40,033
Inventory	19,440	16,691
Deferred tax assets, net	2,664	2,664
Prepaid expenses and other current assets	5,851	7,737
	<hr/>	<hr/>
Total current assets	182,288	241,970
Marketable securities	55,023	53,382
Property and equipment, net	30,617	29,484
Goodwill	90,638	37,080
Acquired intangible assets, net	29,104	5,402
Deferred tax assets, net	—	4,481
Other non-current assets	5,225	5,327
	<hr/>	<hr/>
Total assets	\$ 392,895	\$377,126
	<hr/>	<hr/>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 12,541	\$ 8,627
Accrued expenses	14,082	8,091
Accrued compensation	11,959	13,965
Notes payable	10,633	831
Income taxes payable	3,439	3,128
Deferred revenues and customer advances	8,375	8,162
	<hr/>	<hr/>
Total current liabilities	61,029	42,804
Notes payable	125,744	134,997
Deferred tax liabilities	1,653	—
Accrued compensation	1,413	1,281
Other long-term liabilities	217	218
	<hr/>	<hr/>
Total liabilities	190,056	179,300
Commitments and contingencies (Note J)		
Shareholders' equity:		
Preferred stock, \$.01 par value; 1,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock, \$.01 par value; 85,000,000 shares authorized; at both September 30, 2005 and June 30, 2005; 21,079,499 and 21,006,016 shares issued and outstanding at September 30, 2005 and June 30, 2005, respectively.	210	210
Additional paid-in capital	12,784	10,365
Retained earnings	191,166	188,094
Accumulated other comprehensive income (loss)	(1,321)	(843)
	<hr/>	<hr/>
Total shareholders' equity	202,839	197,826
	<hr/>	<hr/>
Total liabilities and shareholders' equity	\$ 392,895	\$377,126
	<hr/>	<hr/>

The accompanying notes are an integral part of the consolidated financial statements.

MERCURY COMPUTER SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED AND IN THOUSANDS, EXCEPT PER SHARE DATA)

	Three months ended September 30,	
	2005	2004
Net revenues	\$66,901	\$54,982
Cost of revenues	24,519	19,464
Gross profit	42,382	35,518
Operating expenses:		
Selling, general and administrative	20,159	15,603
Research and development	15,874	11,522
Amortization of acquired intangible assets	1,520	420
In-process research and development	548	—
Total operating expenses	38,101	27,545
Income from operations	4,281	7,973
Interest income	1,569	994
Interest expense	(1,036)	(1,054)
Other income (expense), net	(5)	(189)
Income before income taxes	4,809	7,724
Income tax provision	1,737	2,626
Net income	\$ 3,072	\$ 5,098
Net income per share:		
Basic	\$ 0.15	\$ 0.24
Diluted	\$ 0.14	\$ 0.22
Weighted-average shares outstanding:		
Basic	20,963	21,178
Diluted	25,628	26,051

The accompanying notes are an integral part of the consolidated financial statements.

MERCURY COMPUTER SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED AND IN THOUSANDS)

	Three Months Ended September 30,	
	2005	2004
Cash flows from operating activities:		
Net income	\$ 3,072	\$ 5,098
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,790	2,050
Change in deferred income taxes	(1,253)	—
Non-cash interest	216	210
Stock-based compensation	2,083	—
Tax benefit from stock options	75	274
Gross tax windfall from stock-based compensation	(83)	—
In-process research and development acquired in acquisitions	550	—
Changes in operating assets and liabilities, net of effects of businesses acquired:		
Accounts receivable	4,736	10,821
Inventory	(1,249)	(1,046)
Prepaid expenses and other current assets	2,582	1,277
Other non-current assets	(119)	202
Accounts payable and accrued expenses	2,536	(4,270)
Deferred revenues and customer advances	233	(4)
Other long-term liabilities	214	(84)
Income taxes payable	317	(3,355)
Net cash provided by operating activities	17,700	11,173
Cash flows from investing activities:		
Purchases of marketable securities	(52,133)	(79,218)
Sales and maturities of marketable securities	92,965	79,204
Purchases of property and equipment	(2,557)	(1,707)
Acquisition of businesses, net of cash acquired	(67,440)	—
Net cash used in investing activities	(29,165)	(1,721)
Cash flows from financing activities:		
Proceeds from employee stock option and purchase plans	1,452	867
Repurchases of common stock	(6,255)	(7,844)
Payments of principal under notes payable	(208)	(178)
Gross tax windfall from stock-based compensation	83	—
Net cash (used in) provided by financing activities	(4,928)	(7,155)
Effect of exchange rate changes on cash and cash equivalents	(141)	(38)
Net (decrease) increase in cash and cash equivalents	(16,534)	2,259
Cash and cash equivalents at beginning of period	43,143	18,695
Cash and cash equivalents at end of period	\$ 26,609	\$ 20,954
Cash paid during the period for:		
Interest	\$ 454	\$ 460
Income taxes, net	2,584	5,727
Supplemental disclosures—non-cash activities:		
Issuance of restricted common stock	\$ 1,350	\$ —
Supplemental disclosures—purchase of businesses:		
Fair value of assets acquired	\$ 84,099	\$ —
Cash paid, net of cash acquired	(67,440)	—
Common stock issued	(5,173)	—
Liabilities assumed	\$ 11,486	\$ —

The accompanying notes are an integral part of the consolidated financial statements.

MERCURY COMPUTER SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

A. Description of Business

Mercury Computer Systems, Inc. (the "Company" or "Mercury") designs, manufactures and markets high-performance embedded computer systems and software. The primary areas of business for the Company are defense electronics, which includes radar, signals intelligence, sonar, smart weapons, and imagery applications; imaging and visualization solutions, which includes life sciences (medical diagnostic imaging and biotechnology), geosciences (oil and gas exploration), and simulation applications; commercial OEM solutions, which includes semiconductor test inspection, reticle inspection, mask writing, and telecommunications test applications. These markets have computing needs that benefit from the unique system architecture developed by the Company.

B. Basis of Presentation

The accompanying financial data as of September 30, 2005 and for the three months ended September 30, 2005 and 2004 have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2005.

In the third quarter of fiscal 2005, the Company concluded that it was appropriate to classify its investments in auction rate securities as short-term available-for-sale marketable securities. Previously, such investments were classified as cash and cash equivalents. Accordingly, the Company has revised the classification to exclude from cash and cash equivalents \$104,122 at September 30, 2004 of auction rate securities, and to include such amounts as short-term available-for-sale marketable securities. The Company has made corresponding adjustments to the accompanying statements of cash flows to reflect the gross purchases and sales of these securities as investing activities. As a result, cash used in investing activities decreased by \$26,178 for the fiscal year ended September 30, 2004 as compared to the amount previously reported. This change in classification does not affect previously reported cash flows from operations or cash flows from financing activities.

In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present a fair statement of financial position as of September 30, 2005 and June 30, 2005, results of operations for the three month periods ended September 30, 2005 and 2004, and cash flows for the three month periods ended September 30, 2005 and 2004 have been made. The results of operations for the three months ended September 30, 2005 are not necessarily indicative of the operating results for the full fiscal year or any future periods.

C. Accounting for Stock-Based Compensation

STOCK-BASED COMPENSATION

The Company has several stock-based employee compensation plans. On July 1, 2005, the Company adopted Statement of Financial Accounting Standards No. 123R (SFAS 123R) "Accounting for Stock-Based Compensation," using the modified prospective method, which results in the provisions of SFAS 123R only being applied to the consolidated financial statements on a going-forward basis (that is, the prior period results have not been restated). Under the fair value recognition provisions of SFAS 123R, stock-based compensation

MERCURY COMPUTER SYSTEMS, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)**

cost is measured at the grant date based on the value of the award and is recognized as expense over the service period. Stock-based employee compensation expense was \$2.1 million before tax for the three months ended September 30, 2005. Previously the Company had followed Accounting Principles Board (“APB”) Opinion No. 25, “Accounting for Stock Issued to Employees,” and related interpretations, which resulted in the accounting for employee share options at their intrinsic value in the consolidated financial statements.

The Company recognized the full impact of its share-based payment plans in the consolidated statements of income for the three months ended September 30, 2005 under SFAS 123R and did not capitalize any such costs on the consolidated balance sheets, as such costs that qualified for capitalization were not material. The following table presents share-based compensation expenses included in the Company’s consolidated statement of income:

Cost of revenues	\$ 145
Selling, general and administrative	1,375
Research and development	561
	<hr/>
Share-based compensation expense before tax	\$2,081
Income tax benefit	(680)
	<hr/>
Net compensation expense	<u>\$1,401</u>

The Company had previously adopted the provisions of SFAS No. 123, “Accounting for Stock-Based Compensation,” as amended by SFAS No. 148, “Accounting for Stock-Based Compensation—Transition and Disclosure,” through disclosure only. The following table illustrates the effect on net income and earnings per share for the three months ended September 30, 2004 as if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee awards.

Net income as reported	\$5,098
Add: Employee compensation expense for share options included in reported net income, net of income taxes	—
Less: Total employee compensation expense for share options determined under the fair value method, net of income taxes	3,425
	<hr/>
Pro forma net income	<u>\$1,673</u>
Earnings per share:	
Basic—as reported	\$ 0.24
Basic—pro forma	\$ 0.08
Diluted—as reported	\$ 0.22
Diluted—pro forma	\$ 0.08

The weighted-average grant-date fair values of options granted during the three months ended September 30, 2005 and 2004 were \$14.09 and \$15.93, respectively, per option. The fair value of options at date of grant was estimated using the Black-Scholes option-pricing model with the following assumptions:

	Three Months Ended September 30,	
	2005	2004
Option life	6 years (1)	6 years
Risk-free interest rate	4.0%(2)	4.0%
Stock volatility	48%(3)	73%
Dividend rate	0%	0%

MERCURY COMPUTER SYSTEMS, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)**

- (1) The option life was determined using the simplified method for estimating expected option life, which qualify as “plain-vanilla” options.
- (2) The risk-free interest rate for each grant is equal to the U.S. Treasury yield curve in effect at the time of grant for instruments with a similar expected life.
- (3) The stock volatility for each grant is measured using the weighted average of historical daily price changes of the Company’s common stock over the most recent period equal to the expected option life of the grant, the historical short term trend of the option and other factors, such as expected changes in volatility arising from planned changes in the Company’s business operations.

The weighted-average fair value of stock purchase rights granted as part of the Company’s Employee Stock Purchase Plan (“ESPP”) during the three months ended September 30, 2005 and 2004 was \$5.68 and \$5.42, respectively. The fair value of the employees’ stock purchase rights was estimated using the Black-Scholes option-pricing model with the following assumptions:

	Three Months Ended March 31,	
	2005	2004
Option life	6 months	6 months
Risk-free interest rate	3.5%	2.0%
Stock volatility	27%	33%
Dividend rate	0%	0%

In August 2005, the Company granted 50,476 shares of restricted common stock to certain senior executives as permitted under the 1997 Stock Plan. These restricted stock grants either vest ratably over four years or cliff vest after four years. Compensation expense for the number of shares issued is recognized over the service period and is recorded in the consolidated statement of income as a component of selling, general and administrative expense. As of September 30, 2005, compensation expense of \$46 has been recognized related to these restricted stock awards.

STOCK OPTION PLANS

The number of shares authorized for issuance under the Company’s 1997 Stock Option Plan (the 1997 Plan), is 8,650,000 shares, of which 100,000 shares may be issued pursuant to restricted stock grants. The 1997 Plan provides for the grant of non-qualified and incentive stock options and restricted stock to employees and non-employees. All stock options are granted at a price of not less than 100% of the fair value of the Company’s common stock at the date of grant. The options vest over periods of four to five years and have a maximum term of 10 years. There were 1,942,154 shares available for future grant under the 1997 Plan at September 30, 2005.

MERCURY COMPUTER SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

The following table summarizes activity of the Company's stock plans since June 30, 2004:

	Options Outstanding			Restricted Stock Awards Outstanding	
	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding at June 30, 2004	4,533,495	\$ 24.18	7.11	—	\$ —
Grants	1,083,150	26.64		—	—
Exercises	(320,349)	14.80		—	—
Cancellations	(211,768)	27.45		—	—
Outstanding at June 30, 2005	5,084,528	\$ 25.16	6.83	—	\$ —
Grants	128,800	27.67		50,476	26.75
Exercises	(76,675)	19.08		—	—
Cancellations	(155,825)	30.84		—	—
Outstanding at September 30, 2005	4,980,828	\$ 25.14	6.67	50,476	\$ 26.75

Information related to the stock options outstanding as of September 30, 2005 is as follows:

Range of Exercise Prices	Number of Shares	Weighted-Average Remaining Contractual Life (years)	Weighted-Average Exercise Price	Exercisable Number of Shares	Exercisable Weighted-Average Exercise Price
\$ 2.00 - \$19.01	1,129,073	4.84	\$ 13.55	1,000,323	\$ 12.92
\$19.02 - \$23.44	841,903	7.35	\$ 21.12	414,775	\$ 21.11
\$23.45 - \$26.88	907,098	8.10	\$ 24.56	408,124	\$ 24.65
\$26.89 - \$30.06	933,302	6.89	\$ 28.71	658,752	\$ 29.03
\$30.07 - \$39.63	852,102	7.16	\$ 33.73	852,102	\$ 33.73
\$39.64 - \$52.00	317,350	5.31	\$ 45.14	317,350	\$ 45.14
\$ 2.00 - \$52.00	4,980,828	6.67	\$ 25.14	3,651,426	\$ 25.72

Options for the purchase of 3,405,084 shares were exercisable at June 30, 2005, with a weighted-average exercise price of \$26.48.

The following table summarizes the status of the Company's nonvested shares since June 30, 2004:

	Nonvested Options		Nonvested Restricted Stock Awards	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested at June 30, 2004	2,119,060	\$ 24.30	—	\$ —
Granted	1,083,150	26.64	—	—
Vested	(1,435,188)	28.16	—	—
Forfeited	(87,578)	24.81	—	—
Nonvested at June 30, 2005	1,679,444	\$ 22.48	—	\$ —
Granted	128,800	27.67	50,476	26.75
Vested	(419,798)	20.45	—	—
Forfeited	(59,044)	24.58	—	—
Nonvested at September 30, 2005	1,329,402	\$ 23.53	50,476	\$ 26.75

MERCURY COMPUTER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

As of September 30, 2005, there was \$16.6 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Company's stock plans. That cost is expected to be recognized over a weighted-average period of 2.2 years. The Board of Directors has authorized a share repurchase program under which the Company may from time to time repurchase shares on the open market to satisfy share option exercises.

EMPLOYEE STOCK PURCHASE PLAN

During 1997, the Company adopted the 1997 Employee Stock Purchase Plan (ESPP) and authorized 500,000 shares for future issuance. Under the plan, rights are granted to purchase shares of common stock at 85% of the lesser of the market value of such shares at either the beginning or the end of each six-month offering period. The plan permits employees to purchase common stock through payroll deductions, which may not exceed 10% of an employee's compensation as defined in the plan. Shares available for future purchase under the ESPP totaled 126,388 at September 30, 2005.

D. Inventory

Inventory is stated at the lower of cost (first-in, first-out) or market value, and consist of materials, labor and overhead. There are no amounts in inventory relating to contracts having production cycles longer than one year. On a quarterly basis, the Company uses consistent methodologies to evaluate inventory for net realizable value. The Company records a provision for excess and obsolete inventory, consisting of on-hand and non-cancelable on-order inventory in excess of estimated usage. Inventory was comprised of the following at September 30, 2005 and June 30, 2005:

	September 30, 2005	June 30, 2005
Raw materials	\$ 8,401	\$ 5,885
Work in process	7,127	7,471
Finished goods	3,912	3,335
Total	\$ 19,440	\$16,691

E. Net Income Per Share

The following table sets forth the computation of basic and diluted net income per share (in thousands, except per share data):

	Three Months Ended September 30,	
	2005	2004
Net income	\$ 3,072	\$ 5,098
Shares used in computation of net income per share—basic	20,963	21,178
Potential dilutive common shares:		
Shares issuable under Convertible Senior Notes	4,135	4,135
Stock option, restricted common stock and employee stock purchase plans	530	738
Shares used in computation of net income per share—diluted	25,628	26,051
Net income per share—basic	\$ 0.15	\$ 0.24
Net income per share—diluted	\$ 0.14	\$ 0.22

MERCURY COMPUTER SYSTEMS, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)**

Options to purchase 3,436,991 shares of common stock were not included in the calculation of diluted net income per share for the three months ended September 30, 2005 because the sum of the option exercise proceeds, including the unrecognized compensation and unrecognized future tax benefit, exceeded the average stock price and therefore would be antidilutive; while options to purchase 1,931,375 shares of common stock were not included in the calculation of diluted net income per share for the three months ended September 30, 2004 because the option exercise prices were greater than the average market price of the Company's common stock during the period and therefore would be antidilutive. The change in methodology in determining antidilutive options was due to the implementation of SFAS 123R.

During the year ended June 30, 2005, the Company adopted the guidance of Emerging Issue Task Force Issue No. 04-08 ("EITF 04-08"), "The Effect of Contingently Convertible Debt on Diluted Earnings Per Share." The guidance requires the inclusion in diluted earnings per share calculations of the effect of notes that are contingently convertible into shares of common stock, with restatement of reported amounts for periods prior to adoption. As a result of adoption, the calculations of diluted net income per share for the three months ended September 30, 2005 and 2004 both (i) include 4,135,000 shares which represent the securities issuable under the Company's outstanding Convertible Senior Notes issued in fiscal year 2004 and (ii) reflect increases to reported net income of \$537 and \$552, respectively, representing the interest expense (including amortization of deferred financing costs) incurred, net of tax, related to the Convertible Senior Notes that would have not been incurred had the notes been converted into common stock, as assumed per the calculation. Diluted earnings per share for the three months ended September 30, 2004 was restated from \$0.23 to \$0.22 as a result of this standard.

F. Recent Accounting Pronouncements

In December 2004, the FASB issued FAS 123R, a revision of FASB Statement No. 123, "Accounting for Stock-Based Compensation." This statement requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost will be recognized over the period during which an employee is required to provide service in exchange for the award. FAS 123R is effective for annual periods beginning after June 15, 2005. The adoption of FAS 123R required the Company to record compensation expense for the value of its equity instruments given to employees. As a result of implementation of this accounting pronouncement, the Company recorded \$2.1 million of compensation expense before tax in the consolidated statement of income for the three months ended September 30, 2005. See Note C for further discussion.

G. Comprehensive Income

Total comprehensive income was as follows:

	Three Months Ended September 30	
	2005	2004
Net income	\$ 3,072	\$ 5,098
Other comprehensive income (loss):		
Foreign currency translation adjustments	(190)	113
Change in unrealized gain (loss) on marketable securities	(288)	62
Other comprehensive income (loss)	(478)	175
Total comprehensive income	\$ 2,594	\$ 5,273

MERCURY COMPUTER SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)
H. Operating Segment Information

Operating segments are defined as components of an enterprise evaluated regularly by the Company's senior management in deciding how to allocate resources and assess performance. The Company has four operating and reportable segments: Defense Business Unit (Defense), formerly Defense Electronics Group; Commercial Imaging and Visualization Business Unit (CIV), formerly Imaging and Visualization Solutions Group; Advanced Solutions Business Unit (Advanced Solutions), formerly OEM Solutions Group; and Modular Products and Services Business Unit (MPS), formerly Momentum Computer Group. These operating segments were determined based upon the nature of the products offered to customers, the market characteristics of each operating segment and the Company's management structure.

The accounting policies of the reportable segments are the same as those described in "Note B: Summary of Significant Accounting Policies" in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2005. The profitability measure employed by the Company and its chief operating decision maker for making decisions about allocating resources to segments and assessing segment performance is income (loss) from operations prior to stock compensation expense. As such, stock compensation expense has been excluded from each operating segments' income (loss) from operations below and reported separately to reconcile the reported segment income (loss) from operations to the amount reported in the consolidated statements of income. Additionally, asset information by reportable segment is not reported because the Company does not produce such information internally. The following is a summary of the performance of the Company's operations by reportable segment:

	Defense	Commercial Imaging and Visualization	Advanced Solutions	Modular Products and Services	Stock Compensation Expense	Eliminations	Total
THREE MONTHS ENDED SEPTEMBER 30, 2005							
Net revenues to unaffiliated customers	\$41,082	\$ 13,727	\$ 9,310	\$ 2,782	\$ —	\$ —	\$66,901
Intersegment revenues	—	—	—	145	—	(145)	—
Net revenues	41,082	13,727	9,310	2,927	—	(145)	66,901
Income (loss) from operations	7,497	(450)	(529)	(154)	(2,083)	—	4,281
Depreciation and amortization expense	2,237	1,009	412	132	—	—	3,790
THREE MONTHS ENDED SEPTEMBER 30, 2004							
Net revenues to unaffiliated customers	\$31,005	\$ 10,444	\$13,533	\$ —	\$ —	\$ —	\$54,982
Intersegment revenues	—	—	—	—	—	—	—
Net revenues	31,005	10,444	13,533	—	—	—	54,982
Income (loss) from operations	5,581	551	1,841	—	—	—	7,973
Depreciation and amortization expense	1,298	458	294	—	—	—	2,050

MERCURY COMPUTER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

I. Goodwill and Acquired Intangible Assets

Acquired intangible assets consisted of the following:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Average Useful Life
SEPTEMBER 30, 2005				
Completed technology	\$17,215	\$ (3,717)	\$13,498	3.3 years
Customer relationships	12,069	(944)	11,125	5.4 years
Licensing agreements, trademarks and patents	3,637	(111)	3,526	5.0 years
Customer backlog	1,727	(890)	837	0.4 years
Non-compete agreements	129	(11)	118	3.0 years
	<u>\$34,777</u>	<u>\$ (5,673)</u>	<u>\$29,104</u>	
JUNE 30, 2005				
Completed technology	\$ 5,208	\$ (2,991)	\$ 2,217	4.4 years
Customer relationships	3,489	(562)	2,927	5.6 years
Licensing agreement	338	(80)	258	5.0 years
Backlog	549	(549)	—	
	<u>\$ 9,584</u>	<u>\$ (4,182)</u>	<u>\$ 5,402</u>	

In September 2005, the Company entered into an agreement to license certain technologies from a third-party for \$2 million. The costs associated with the license agreement were capitalized as an intangible asset in accordance with FAS 142 "Goodwill and Other Intangible Assets" and will be amortized over the estimated period that the Company will receive an economic benefit from the intangible asset.

Amortization expense related to acquired intangible assets for the three months ended September 30, 2005 and 2004 was \$1,520 and \$420, respectively. Estimated future amortization expense for acquired intangible assets remaining at September 30, 2005 is \$6,722 for the remainder of fiscal 2006, \$7,438 for each of fiscal 2007 and 2008, \$3,838 for each of fiscal 2009, \$2,295 for fiscal 2010, and \$1,373 thereafter.

The changes in the carrying amount of goodwill for the three months ended September 30, 2005 were as follows:

	Defense	Commercial Imaging and Visualization	Modular Products and Services	Total
JUNE 30, 2005 balance	\$ 9,848	\$ 18,180	\$ 9,052	\$37,080
Foreign currency translation		(124)		(124)
Goodwill recorded during period	35,970	17,712	—	53,682
	<u>\$45,818</u>	<u>\$ 35,768</u>	<u>\$ 9,052</u>	<u>\$90,638</u>

The increases in goodwill during the three months ended September 30, 2005 consisted of the increase of \$17,712 related to the acquisition by the Company of SoHard AG and \$35,970 related to the acquisition of Echotek Corporation. This increase was partially offset by the foreign currency translation adjustments.

MERCURY COMPUTER SYSTEMS, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)****J. Commitments and Contingencies**

The Company is subject to legal proceedings and claims that arise in the ordinary course of business. The Company does not believe these actions will have a material adverse effect on its financial position, results of operations or cash flows.

K. Stock Repurchase

In July 2004, the Company's Board of Directors extended the share repurchase program through December 2005 and authorized an increase in the total authorized dollar amount for repurchase then available to approximately \$25,000. During fiscal year 2005, the Company repurchased 873,459 shares of its common stock, which completed the authorized purchase under this stock repurchase program. During the three months ended September 30, 2004, the Company repurchased 300,000 shares of common stock for a total cost of \$7,844.

In July 2005, the Company's Board of Directors authorized a second share repurchase program for up to \$20,000 of the Company's currently outstanding common stock. This program is intended to offset the potential dilutive impact of the issuance of shares in connection with the Company's employee stock option and purchase plans. Repurchases of the Company's common stock may be made from time to time at management's discretion on the open market at prevailing market prices or in privately negotiated transactions. During the three months ended September 30, 2005, 230,800 shares of common stock were repurchased under this program for a total cost of \$6,255.

L. Product Warranty Liability

The Company's product sales generally include a one-year hardware warranty. At the time of product shipment, the Company accrues the estimated cost to repair or replace potentially defective products. Estimated warranty costs are based upon prior actual warranty costs for substantially similar transactions. The following table presents the changes in the Company's product warranty liability for the three months ended September 30, 2005 and 2004:

	2005	2004
Beginning balance at June 30,	\$ 1,620	\$ 1,135
Accruals for warranties issued during the period	1,610	220
Warranty liabilities assumed in acquisitions	101	—
Settlements made during the period	(1,004)	(213)
Ending balance at September 30,	\$ 2,327	\$ 1,142

The Company recorded \$85 and \$16, respectively, for the fair value of product warranty liabilities assumed in connection with the acquisitions of Echotek Corporation and SoHard AG during the three months ended September 30, 2005.

M. Acquisitions

As part of a continuing growth strategy, the Company, from time to time, may acquire interests, either partially or wholly, in businesses the Company deems to be at favorable market prices. The Company generally attempts to make acquisitions from which it can expand its breadth of product offerings, increase its market share and/or realize sales and marketing synergies.

MERCURY COMPUTER SYSTEMS, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)***Momentum Computer, Inc.*

On September 30, 2004, the Company acquired a 35% voting interest in Momentum Computer, Inc. (MCI), a manufacturer and developer of high-performance embedded processor and I/O boards, for \$3.1 million, which was recorded at that time as an investment in an unconsolidated entity. On December 7, 2004, the Company acquired the remaining 65% voting interest in MCI in a separately negotiated transaction, paying \$10.5 million in cash and agreeing to pay up to \$12.0 million of additional cash consideration if specified operating income and revenue targets are achieved by MCI over 24 months following the closing. Any such additional payments will be recorded as additional goodwill if and when incurred.

The acquisition of MCI has been accounted for in accordance with SFAS No. 141 "Business Combinations." The total purchase price for the acquisition of MCI was \$13.8 million, consisting of cash payments of \$13.6 million, and transaction costs of \$0.2 million directly related to the acquisition. The results of MCI's operations have been included in the Company's consolidated financial statements since December 7, 2004. Prior to that date, the Company recorded its pro rata share of MCI's net operating results under the equity method of accounting.

The purchase price as of December 7, 2004 was allocated based upon the fair value of the acquired assets and liabilities assumed as follows:

Cash	\$ 388
Accounts receivable	1,157
Property and equipment	452
Other assets	192
Inventory	1,975
Customer relationships	1,900
Customer backlog	549
Goodwill	9,575
Current liabilities	(1,759)
Short-term notes payable (repaid subsequent to acquisition date)	(500)
Deferred tax liabilities, net	(139)
	<hr/>
	\$13,790

This transaction resulted in an amount of purchase price that exceeded the estimated fair values of tangible and intangible assets, which was allocated to goodwill. The Company believes that the high amount of goodwill relative to identifiable intangible assets was the result of several factors including: (1) the Company's ability to gain protection against competition and to mitigate loss of market share at the low end of the market through expanded product and service offerings; (2) the Company's intentions to utilize its financial stability and market presence to attract new customers that were not then customers of MCI; and (3) buyer-related synergies resulting from the Company's leverage of its sales force and intellectual property to attract new contracts and revenue.

The acquired intangible assets, other than goodwill, will be amortized over their estimated useful lives of six years for customer relationships and four months for customer backlog. The goodwill and other intangible assets associated with the acquisition are not deductible for tax purposes.

Pro forma financial information reflecting the operating results of MCI and the Company as if MCI had been acquired as of July 1, 2003 would not differ materially from the operating results of the Company, as reported.

MERCURY COMPUTER SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

SoHard AG

On July 1, 2005, the Company acquired SoHard AG (SoHard) for approximately \$23.3 million in cash (including transaction costs of \$1.0 million), subject to certain post-closing adjustments. SoHard is a market leader in the development of advanced software solutions for medical imaging systems, hardware and firmware for commercial embedded systems and software intelligence applications delivered via professional services. SoHard is headquartered in Fuerth, Germany. The results of SoHard's operations have been included in the Company's consolidated financial statements since July 1, 2005.

The acquisition of SoHard has been accounted for in accordance with SFAS No. 141 "Business Combinations." The purchase price of the acquisition was allocated to the assets acquired and liabilities assumed based on estimates of their respective fair values at the date of acquisition. Fair value of intangible assets was determined via independent third-party appraisals. The tangible long-lived assets were valued using the cost approach while the intangible long-lived assets were valued using a discounted cash flow method. The excess of the purchase price over the estimated fair values of the tangible and intangible assets and liabilities was allocated to goodwill. Goodwill and intangible assets recognized in this transaction are not expected to be deductible for tax purposes. The Company believes that the high amount of goodwill relative to identifiable intangible assets relates to several factors including: (1) the Company's willingness to pay for potential buyer-specific synergies related to market opportunities for combined existing and future product offering; (2) the Company's ability to protect its existing competitive advantages within certain product lines of its CIV Group; and (3) the potential to sell Mercury products to existing SoHard customers.

The purchase price as of July 1, 2005 was preliminarily allocated based upon the fair value of the acquired assets and liabilities assumed as follows:

Cash	\$ 888
Accounts receivable	1,180
Inventory	287
Prepaid expenses and other current assets	570
Property and equipment	418
Customer relationships	3,300
Other acquired intangible assets (customer backlog, non-compete and technology)	2,350
In-process research and development	450
Goodwill	17,712
Current liabilities	(2,350)
Current portion of long-term notes payable	(36)
Deferred tax liabilities, net	(751)
Long-term notes payable	(724)
	<hr/>
	\$23,294

The purchase price allocation is preliminary pending the final determination of fair values of intangible assets and certain assumed assets and liabilities.

In-process research and development (IPR&D) consisted of one project under development at the acquisition date. Because the technological feasibility of this project had not been established and no future alternative uses existed, the purchased IPR&D was expensed at the acquisition date in the consolidated statement

MERCURY COMPUTER SYSTEMS, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)**

of income. The value of the purchased IPR&D was determined using the residual income approach, which discounts expected future cash flows from projects under development to their net present value. Each project was analyzed to determine the technological innovations included: the utilization of core technology; the complexity, cost and time to complete development; any alternative future use or current technological feasibility; and the stage of completion.

The amortization period for the acquired intangible assets subject to amortization is as follows:

Customer relationships	6 years
Other acquired intangible assets (customer backlog, non-compete and technology)	0.5 to 3 years

The pro forma statements reflecting the operating results of SoHard as if SoHard had been acquired as of July 1, 2004 would not differ materially from the operating results of the Company as reported.

Echotek Corporation

On August 31, 2005, the Company purchased Echotek Corporation (Echotek) for \$50.2 million (including transaction costs of \$0.3 million). The purchase price was paid in a combination of cash totaling \$44.7 million and 177,132 shares of Mercury common stock. The 177,132 shares of common stock were valued at \$5.2 million based on the average closing price of the Company's common stock for the five-day period including two days before and after July 12, 2005, the date the Company executed the related merger agreement and announced the transaction. Based in Huntsville, Alabama, Echotek is a market leader in the development of data acquisition products. The results of Echotek's operations have been included in the Company's consolidated financial statements since September 1, 2005.

The acquisition of Echotek has been accounted for in accordance with SFAS No. 141 "Business Combinations." The purchase price of the acquisition was allocated to the assets acquired and liabilities assumed based on estimates of their respective fair values at the date of acquisition. Fair value of intangible assets was determined via independent third-party appraisals. The tangible long-lived assets were valued using the cost approach while the intangible long-lived assets were valued using a discounted cash flow method. The excess of the purchase price over the estimated fair value of the tangible and intangible assets and liabilities was allocated to goodwill. Goodwill and intangible assets recognized in this transaction are not expected to be deductible for tax purposes. The Company believes that the high amount of goodwill relative to identifiable intangible assets relates to several factors including: (1) the Company's willingness to pay for potential buyer-specific synergies related to market opportunities for combined existing and future product offering; (2) the Company's intentions to utilize its financial stability and market presence to attract new customers that were not then customers of Echotek; and (3) the potential to continue developing next-generation technologies from the acquired workforce.

MERCURY COMPUTER SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

The purchase price as of August 31, 2005 was preliminarily allocated based upon the fair value of the acquired assets and liabilities assumed as follows:

Accounts receivable	\$ 2,397
Inventory	1,219
Prepaid expenses and other current assets	133
Property and equipment	431
Other assets	2
Goodwill	35,970
Completed technology	10,230
Customer relationships	5,300
Other acquired intangible assets (customer backlog and trademarks)	2,050
In-process research and development	100
Current liabilities	(989)
Deferred tax liabilities, net	(6,636)
	<hr/>
	\$50,207

The purchase price allocation is preliminary pending the final determination of fair values of intangible assets and certain assumed assets and liabilities.

In-process research and development (IPR&D) consisted of eight projects under development at the acquisition date. Because the technological feasibility of these projects had not been established and no future alternative uses existed, the purchased IPR&D was expensed at the acquisition date and recorded in selling, general and administrative expense in the consolidated statement of income. The value of the purchased IPR&D was determined using the residual income approach, which discounts expected future cash flows from projects under development to their net present value. Each project was analyzed to determine the technological innovations included; the utilization of core technology; the complexity, cost and time to complete development; any alternative future use or current technological feasibility; and the stage of completion.

The amortization period for the acquired intangible assets subject to amortization is as follows:

Completed technology	3 years
Customer relationships	5 years
Other acquired intangible assets (customer backlog and trademarks)	0.5 to 8 years

MERCURY COMPUTER SYSTEMS, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)**

The following table represents the Company's unaudited pro forma results of operations for the three months ended September 30, 2005, as if the Echotek acquisition had occurred on July 1, 2004. These pro forma results include adjustments related to the amortization of intangible assets with finite useful lives (totaling \$0.6 million and \$1.6 million in the first quarter of fiscal 2006 and 2005, respectively), adjustments to capitalize labor and overhead costs (totaling \$0.2 million in the first quarter of fiscal 2005), adjustments for non-recurring items (totaling \$0.7 million of bonuses directly related to the acquisition in the first quarter of fiscal 2005) and adjustments for income tax effects (totaling \$0.1 million and \$0.1 million in the first quarter of fiscal 2006 and 2005, respectively). The table has been prepared for comparative purposes only and does not purport to be indicative of what would have occurred had the acquisition been made at the beginning of the period noted or of results that may occur in the future.

<u>For the three months ended September 30,</u>	<u>2005</u>	<u>2004</u>
<i>(in thousands of dollars, except per share data)</i>		
Net revenue	\$ 70,456	\$ 59,066
Net income	3,209	4,864
Net income per share—basic	0.15	0.23
Net income per share—diluted	0.15	0.21

N. Mortgage Notes

In November 1999, the Company completed a lending agreement with a commercial financing company, issuing two 7.30% senior secured financing notes (the Mortgage Notes) due November 2014. The original principal amount of the Mortgage Notes totaled \$14,500. The Mortgage Notes are collateralized by the Company's corporate headquarters, which consists of two buildings. The terms of the Mortgage Notes contain certain covenants, which, among other provisions, require the Company to maintain a specified minimum tangible net worth on November 2nd of each year. The Mortgage Notes also include significant prepayment penalties. The outstanding principal amount on the Mortgage Notes was \$10,625 at September 30, 2005 and \$10,828 at June 30, 2005.

The Company was not in compliance with the minimum tangible net worth ratio covenant as of November 2, 2005. This non-compliance was largely the result of the intangible assets capitalized as a result of two businesses acquired by the Company during the three months ended September 30, 2005. The Company obtained an agreement from the mortgage note holders, dated October 19, 2005, to waive the covenant violation until December 31, 2005 at which time the Company would be required to meet the minimum tangible net worth covenant. Management expects, however, that the Company will not be in compliance with the covenant as currently structured after December 31, 2005. Accordingly, the Company has reclassified its mortgage notes from long-term to current as of September 30, 2005.

Under the waiver agreement, the mortgage note holders and the Company have agreed to negotiate a mutually agreeable amendment to the covenants in the near future. Management believes that by December 31, 2005, it will be successful in its negotiations with the mortgage note holders to revise the financial covenants to levels that are attainable by the Company. However, there can be no assurance that an agreement will be reached. If an agreement cannot be reached or if an agreement is reached but the covenants are not attainable and the mortgage note holders were to exercise their rights, the Company would be required to repay the outstanding principal plus the prepayment penalty (which as of September 30, 2005 would be approximately \$1,038).

The Company was in compliance with all covenants of the mortgage note agreements as of June 30, 2005.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

From time to time, information provided, statements made by our employees or information included in our filings with the Securities and Exchange Commission may contain statements that are not historical facts but that are "forward-looking statements," which involve risks and uncertainties. The words "may," "will," "expect," "anticipate," "continue," "estimate," "plan," "project," "intend" and similar expressions are intended to identify forward-looking statements regarding events, conditions and financial trends that may affect our future plans of operations, business strategy, results of operations and financial position. These statements are based on our current expectations and estimates as to prospective events and circumstances about which there can be no firm assurances given. Further, any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made. As it is not possible to predict every new factor that may emerge, forward-looking statements should not be relied upon as a prediction of actual future financial condition or results. Actual results, performances or achievements may differ materially from the anticipated future results, performances or achievements expressed or implied by these forward-looking statements. Important factors that may cause our actual results to differ from these forward-looking statements include, but are not limited to, those referenced in the section below entitled "Factors that May Affect Future Results" in Part I—Item 2 of this Form 10-Q.

OVERVIEW

We design, manufacture and market high-performance, real-time digital signal and image processing computer systems that transform sensor-generated data into information which can be displayed as images for human interpretation or be subjected to additional computer analysis. These multicomputer systems are heterogeneous and scalable, allowing them to accommodate several microprocessor types and to scale from a few to hundreds of microprocessors within a single system.

We are an OEM supplier to our commercial markets and conduct business with our defense customers via commercial off-the-shelf (COTS) distribution, which means that product requests by customers are a primary driver of revenue fluctuations from quarter to quarter. Customers specify delivery date requirements that coincide with their need for our product. Because these customers may use our products in connection with a variety of defense programs or other projects with different sizes and durations, a customer's orders for one quarter generally do not indicate a trend for future orders by that customer. Additionally, order patterns of one customer do not necessarily correlate with the order patterns of another customer and, therefore, we generally cannot identify sequential quarterly trends, even within our business units.

During the past several years, the majority of our revenue has been generated from sales of our products to the defense electronics market, generally for use in intelligence-gathering electronic warfare systems. Our activities in this area have focused on the proof of concept, development and deployment of advanced military applications in radar, sonar and airborne surveillance. Imaging and visualization solutions is another primary market that we currently serve. Our computer systems are embedded in magnetic resonance imaging (MRI), positron emission tomography (PET), and digital X-ray machines. Our remaining revenues are derived from computer systems used in such commercial OEM solutions as semiconductor photomask generation, wafer inspection, baggage scanning, seismic analysis and development of new reticle inspection and wafer inspection systems.

During the first three months of fiscal year 2006, revenues increased by \$11.9 million compared to the same period in fiscal 2005, primarily as a result of a \$10.1 million increase in revenues of our Defense Business Unit (Defense) and a \$3.3 million increase in revenues of our Commercial and Imaging Visualization Business Unit (CIV) (of which \$5.9 million of the increase resulted from our acquisitions of Echotek Corporation, SoHard AG and Momentum Computer, Inc.), offset by a \$4.2 million decrease in revenues of our Advanced Solutions Business Unit (Advanced Solutions). Gross margins as a percentage of revenues decreased from 64.6% during the three months

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ended September 30, 2004 to 63.4% during the three months ended September 30, 2005 primarily due to increased warranty provisions and our acquisition of SoHard AG which during the three months ended September 30, 2005 had a higher than normal amount of lower margin services revenues included in its sales mix. Operating expenses increased by \$10.6 million during the three months ended September 30, 2005 as compared to the same period in 2004 primarily due to several factors. First, we incurred \$3.0 million of incremental operating expenses associated with our acquisitions of Echotek Corporation and SoHard AG, which were completed in the first quarter of fiscal year 2006, and \$1.0 million of incremental operating expenses associated with the acquisition of Momentum Computer, Inc., which was completed in the second quarter of fiscal year 2005. Second, research and development expenses unrelated to these acquisitions increased by \$3.3 million during the three months ended September 30, 2005 compared to the same period in 2004. Third, we incurred \$2.1 million of compensation costs associated with the stock-based awards provided to our employees. In prior periods, this compensation expense was reported on a pro forma basis in the financial statement footnotes; however, upon our adoption of SFAS 123R on July 1, 2005, these costs are now expensed in the consolidated statements of income.

On July 1, 2005, we acquired SoHard AG (SoHard) for \$23.3 million, consisting of cash payments of \$22.3 million and transaction costs of \$1.0 million directly related to the acquisition, subject to certain post-closing adjustments. SoHard is a market leader in the development of advanced software solutions for medical imaging systems, hardware and firmware for commercial embedded systems and software intelligence applications delivered via professional services. SoHard is headquartered in Fuerth, Germany. The results of SoHard's operations have been included in our consolidated financial statements since the acquisition date.

On August 31, 2005, we purchased Echotek Corporation (Echotek) for \$50.2 million, consisting of cash payments of \$44.7 million, 177,132 shares of Mercury common stock valued at \$5.2 million and transaction costs of \$0.3 million directly related to the acquisition. Based in Huntsville, Alabama, Echotek is a market leader in the development of data acquisition products. The results of Echotek's operations have been included in our consolidated financial statements since the acquisition date.

Going forward, business and market uncertainties may affect future results. For a discussion of key factors that could impact the future and must be managed by us, please refer to the discussion below.

RESULTS OF OPERATIONS:

The following tables set forth, for the periods indicated, certain financial data as a percentage of total revenues:

	Three months ended September 30,	
	2005	2004
Revenues	100%	100%
Cost of revenues	36.6	35.4
Gross profit	63.4	64.6
Operating expenses:		
Selling, general and administrative	30.1	28.3
Research and development	23.8	21.0
Amortization of acquired intangible assets	2.3	0.8
In-process research and development	0.8	—
Total operating expenses	57.0	50.1
Income from operations	6.4	14.5
Other income, net	0.8	(0.5)
Income before income taxes	7.2	14.0
Provision for income taxes	2.6	4.7
Net income	4.6%	9.3%

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REVENUES

Total revenues increased by \$11.9 million or 22% to \$66.9 million for the three months ended September 30, 2005 compared to \$55.0 million during the same period in fiscal 2005. Revenues by segment as a percentage of total revenues were as follows:

	Three months ended September 30,	
	2005	2004
Defense Business Unit	61%	56%
Commercial Imaging and Visualization Business Unit	21	19
Advanced Solutions Business Unit	14	25
Modular Products and Services Business Unit	4	—
Total revenues	100%	100%

Defense revenues increased by \$10.1 million or 33% to \$41.1 million for the three months ended September 30, 2005 compared to \$31.0 million during the same period in fiscal 2005. The increase for the three months ended September 30, 2005 was primarily related to a \$3.5 million increase in shipments serving radar applications and a \$2.9 million increase in shipments serving signal intelligence applications. These fluctuations were primarily the result of the timing of our customers' ordering patterns. Also contributing to the Defense revenue growth was a \$1.4 million increase resulting from our acquisition of Echotek Corporation.

CIV revenues increased \$3.3 million or 31% to \$13.7 million for the three months ended September 30, 2005 compared to \$10.4 million during the same period in fiscal 2005. The increase for the three months ended September 30, 2005 compared to the same period in fiscal 2005 was primarily the result of revenues of \$1.7 million associated with the acquisition of SoHard AG, which was completed in the first quarter of 2006. Also contributing to the CIV revenue growth was revenue increases of \$0.6 million in the MRI, education and geosciences businesses, offset by a decrease in shipments of our CT applications of \$0.3 million.

Advanced Solutions revenues decreased \$4.2 million or 31% to \$9.3 million for the three months ended September 30, 2005 compared to \$13.5 million during the same period in fiscal 2005. The decrease in revenues for the three months ended September 30, 2005 was primarily related to a \$3.3 million decrease in shipments of semiconductor imaging boards for developing and testing new semiconductors. These decreases in shipments were primarily attributable to overall softness in the semiconductor market. Shipments of semiconductor imaging boards represented 85% and 83% of Advanced Solutions revenues for the three months ended September 30, 2005 and 2004, respectively.

Modular Products and Services (MPS) revenues for the three months ended September 30, 2005 were \$2.8 million. MPS was formed as a result of the MCI acquisition on December 7, 2004; thus there were no MPS revenues included in our consolidated financial statements during the comparable period in fiscal year 2005.

GROSS PROFIT

Gross profit was 63.4% for the three months ended September 30, 2005, a decrease of 120 basis points from the 64.6% gross profit achieved in the same period of fiscal 2005. The slight decrease in the gross margin as a percentage of revenue for the three months ended September 30, 2005 compared to the same periods of fiscal 2005 is primarily due to increased warranty provisions and our acquisition of SoHard in the first quarter of 2006 which during the three months ended September 30, 2005 had a higher than normal amount of lower margin services revenues included in its sales mix.

SELLING, GENERAL AND ADMINISTRATIVE

Selling, general and administrative expenses increased 29.2% or \$4.6 million to \$20.2 million for the three months ended September 30, 2005 compared to \$15.6 million during the same period in fiscal 2005. The increase

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in selling, general and administrative expenses for the three months ended September 30, 2005 was primarily the result of \$1.4 million of expenses related to stock-based compensation recorded as a result of adopting SFAS 123R and \$1.2 million of expenses relating to the operations of the SoHard, Echotek and MCI acquisitions, as well as an increase in compensation expense due to an increase in headcount of 35 employees unrelated to our recent acquisitions.

RESEARCH AND DEVELOPMENT

Research and development expenses increased 38% or \$4.4 million to \$15.9 million for the three months ended September 30, 2005 compared to \$11.5 million during the same period in fiscal 2005. The increase in research and development expenses for the three months ended September 30, 2005 was primarily the result of \$0.6 million of expenses related to stock-based compensation recorded as a result of adopting SFAS 123R and \$1.1 million of expenses relating to the operations of the SoHard, Echotek and MCI acquisitions, as well as an increase in prototype development expenses of approximately \$1.0 million and an increase in compensation expense due to the increase in headcount of 31 employees unrelated to our recent acquisitions.

INTEREST INCOME

Interest income for the three months ended September 30, 2005 increased by \$0.6 million to \$1.6 million compared to the same period of fiscal 2005. The increase for the three months ended September 30, 2005 was primarily related to increased rates of return on our investments.

INTEREST EXPENSE

Interest expense for the three months ended September 30, 2005 decreased by \$0.1 million to \$1.0 million compared to the same period of fiscal 2005.

OTHER INCOME (EXPENSE), NET

Other income (expense), net for the three months ended September 30, 2005 decreased by \$0.2 million compared to the same period of fiscal 2005. The change in other income (expense) was primarily due to gains and losses related to foreign currency transactions.

INCOME TAX PROVISION

We recorded a tax provision during the three months ended September 30, 2005 reflecting a 36% effective tax rate, as compared to 34% for the same period in fiscal 2005. Our effective tax rate for the three months ended September 30, 2005 was higher than the U.S. statutory tax rate of 35% primarily due to state income taxes and a valuation allowance recorded in the quarter related to losses incurred by one of our European subsidiaries partially offset by research and development tax credits. We expect our fiscal year 2006 effective tax rate to be approximately 33%.

SEGMENT OPERATING RESULTS

Income from operations of the Defense segment increased \$1.9 million to \$7.5 million for the three months ended September 30, 2005 from \$5.6 million for the same period of fiscal 2005. The increase in income from operations of the Defense segment for the three months ended September 30, 2005 was primarily related to an increase in revenues of \$8.7 million excluding the impact of the Echotek acquisition, partially offset by a \$0.1 million loss from operations generated by the Echotek acquisition. The \$0.1 million loss from operations associated with Echotek was primarily the result of \$0.5 million of amortization associated with the intangibles capitalized as a result of the acquisition and a non-recurring \$0.1 million charge recorded in the three months ended September 30, 2005 related to in-process research and development.

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Income from operations of the CIV segment decreased \$1.0 million to a loss of \$0.5 million for the three months ended September 30, 2005 from \$0.6 million of operating income for the same period of fiscal 2005. The decrease in operating income of the CIV segment for the three months ended September 30, 2005 was primarily the result of the acquisition of SoHard, which generated \$1.8 million in operating losses. These losses were partially offset by increased revenues of \$1.6 million excluding the impact of the SoHard acquisition. The \$1.8 million loss from operations associated with SoHard was primarily the result of \$0.5 million of amortization associated with the intangible assets capitalized as a result of the acquisition and a non-recurring \$0.4 million charge recorded in the three months ended September 30, 2005 related to in-process research and development.

Income from operations of the Advanced Solutions segment decreased \$2.4 million to a loss of \$0.5 million for the three months ended September 30, 2005 from \$1.8 million of operating income for the same period of fiscal 2005. The decrease in operating income of the Advanced Solutions segment for the three months ended September 30, 2005 was primarily a result of the decrease in revenues of \$4.2 million primarily related to semiconductor market applications.

Losses from operations of the MPS segment were \$0.2 million for the three months ended September 30, 2005. MPS was formed as a result of the MCI acquisition on December 7, 2004; thus there were no MPS operations included in our consolidated financial statements during the three months ended September 30, 2004.

See Note H to our consolidated financial statements included in this report for more information regarding our operating segments.

LIQUIDITY AND CAPITAL RESOURCES

Our cash and marketable securities decreased by \$57.6 million to \$170.6 million as of September 30, 2005 as compared to \$228.2 million as of June 30, 2005. During the three months ended September 30, 2005, we generated \$17.7 million in cash from operations compared to \$11.2 million generated during the three months ended September 30, 2004. The \$6.5 million increase in the amount of cash generated from operations during the three months ended September 30, 2005 compared to the three months ended September 30, 2004 was primarily due to a favorable impact related to the change in accounts payable and accrued expenses of \$6.8 million, due primarily to improved cash management activities and timing, and the change in income taxes payable of \$3.7 million, and a \$1.7 million increase in non-cash depreciation and amortization expenses. These items which lead to the increase in cash provided by operations were offset by several factors, including a \$6.1 million decrease in the change in accounts receivable, primarily due to lower revenue and timing, as compared with the activity in the three months ended September 30, 2004.

We used \$29.2 million and \$1.7 million, respectively, in cash for investing activities during the three months ended September 30, 2005 and September 30, 2004. During the three months ended September 30, 2005, our net sales of marketable securities were \$40.8 million, which were partially offset by the acquisition of businesses and purchases of property and equipment of \$67.4 million and \$2.6 million, respectively. During the three months ended September 30, 2004, our investing activities consisted of \$1.7 million for purchases of property and equipment.

During the three months ended September 30, 2005, our financing activities used cash of \$4.9 million which primarily consisted of \$6.3 million used for purchases of our common stock. During the same period in 2004, financing activities used cash of \$7.2 million, which primarily consisted of \$7.8 million used for purchases of our common stock.

In July 2004, our Board of Directors extended the share repurchase program through December 2005 and authorized an increase in the total authorized dollar amount for repurchase then available to approximately \$25.0 million. During fiscal year 2005, we repurchased 873,459 shares of our common stock, which completed the authorized purchase under this stock repurchase program. During the three months ended September 30, 2004, we repurchased 300,000 shares of common stock for a total cost of \$7.8 million.

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In July 2005, our Board of Directors authorized a second share repurchase program for up to \$20.0 million of our currently outstanding common stock. This program is intended to offset the potential dilutive impact of the issuance of shares in connection with our employee stock option and purchase plans. Repurchases of our stock may be made from time to time at management's discretion on the open market at prevailing market prices or in privately negotiated transactions. During the three months ended September 30, 2005, we repurchased 230,800 shares of common stock under this program for a total cost of \$6.3 million.

The terms of our mortgage note agreements contain certain covenants, which, among other provisions, require us to maintain a minimum tangible net worth. The mortgage note agreements also include significant prepayment penalties. The Company was not in compliance with the minimum tangible net worth ratio covenant as of November 2, 2005. This non-compliance was largely the result of the intangible assets capitalized as a result of two businesses acquired by the Company during the three months ended September 30, 2005. The Company obtained an agreement from the mortgage note holders, dated October 19, 2005, to waive the covenant violation until December 31, 2005 at which time the Company would be required to meet the minimum tangible net worth covenant. Management expects, however, that the Company will not be in compliance with the covenant as currently structured after December 31, 2005. Accordingly, the Company has reclassified its mortgage notes from long-term to current as of September 30, 2005.

Under the waiver agreement, the mortgage note holders and the Company have agreed to negotiate a mutually agreeable amendment to the covenants in the near future. Management believes that by December 31, 2005, it will be successful in its negotiations with the mortgage note holders to revise the financial covenants to levels that are attainable by the Company. However, there can be no assurance that an agreement will be reached. If an agreement cannot be reached or if an agreement is reached but the covenants are not attainable and the mortgage note holders were to exercise their rights, the Company would be required to repay the outstanding principal plus the prepayment penalty (which as of September 30, 2005 would be approximately \$1.0 million).

The terms of our convertible senior notes contain certain contingent conversion provisions. Under certain circumstances, the notes will be convertible into our common stock at a conversion rate of 33.0797 shares per \$1,000 principal amount of the notes, subject to adjustment in certain circumstances. The conversion rate is equal to an initial conversion price of approximately \$30.23 per share. The notes are convertible into shares of our common stock contingent upon the occurrence of specified events, including if, on or prior to May 1, 2019, the closing price of our common stock is above the initial threshold price of \$36.28 for at least 20 trading days in a 30 consecutive trading-day period ending on the eleventh trading day of any fiscal quarter. The convertible notes mature on May 1, 2024 and bear interest at 2% per year, payable semiannually in arrears in May and November. The convertible notes are unsecured, rank equally in right of payment to our existing and future senior debt, and do not subject us to any financial covenants. The holders may require us to repurchase the notes, in whole or in part, (a) on May 1, 2009, 2014 or 2019, (b) upon a change in control, or (c) if our common stock is neither listed nor approved for trading on specified markets. At our option, we may redeem any of the convertible notes on or after May 1, 2009 at a price equal to 100% of the principal amount of the convertible notes to be redeemed plus accrued and unpaid interest.

In June 2005, we entered into an alliance agreement with a third party to purchase certain computer equipment and services. This alliance agreement is in effect until December 2011 and contains penalties for volume commitments and a variable early termination penalty that generally increases over time. Aggregate minimum purchase commitments over the six-year term of the agreement total approximately \$46.0 million. As of September 30, 2005 the total early termination fee was \$2.2 million. Further, this agreement requires payments of \$2.0 million related to the licensing of certain technology, \$3.0 million related to the development of certain technologies and royalty payments based on future purchases capped at a maximum of \$1.0 million (with a minimum of \$0.2 million). Payments of \$0.3 million were made during the quarter ended September 30, 2005 in relation to this alliance agreement.

In September 2005, the Company entered into a software license agreement with a third party. This agreement provides the Company with a perpetual license to utilize and resell the software license subject to

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certain restrictions. The agreement requires \$0.4 million in cash payments plus a variable royalty fee related to any sublicenses sales. No payments were made during the quarter ended September 30, 2005 in relation to this agreement.

The Company from time to time enters into non-cancelable purchase commitments for certain inventory components used in its normal supply-chain operations. The purchase commitments covered by these agreements are generally for less than one year and aggregated approximately \$19.5 million at September 30, 2005.

The following is a schedule of our commitments and contractual obligations outstanding at September 30, 2005:

(in thousands)	Total	Less Than 1 Year	2-3 Years	4-5 Years	More Than 5 Years
Notes payable	\$ 136,377	\$ 10,633	\$ 156	\$ 125,156	\$ 432
Interest due on notes payable	48,538	3,538	5,000	5,000	35,000
Alliance agreement	50,887	4,752	16,328	25,901	3,906
Inventory purchase obligations	19,499	19,499	—	—	—
License agreement	400	400	—	—	—
Operating leases	5,896	1,883	2,379	980	654
Other long-term liabilities	217	—	217	—	—
Deferred compensation	1,413	—	1,413	—	—
	<u>\$ 263,227</u>	<u>\$ 40,705</u>	<u>\$ 25,493</u>	<u>\$ 157,037</u>	<u>\$ 39,992</u>

Currently, our prime source of liquidity comes from cash, marketable securities and cash generated from operations. We generated \$17.7 million and \$11.2 million from operating activities during the three months ended September 30, 2005 and 2004, respectively. As of September 30, 2005, we had \$136.4 million of outstanding debt. Our near-term fixed commitments for cash expenditures consist primarily of payments under operating leases, mortgage notes, an alliance purchase agreement and inventory purchase commitments, as well as interest payments on our long-term debt. We do not currently have any material commitments for capital expenditures.

If cash generated from operations is insufficient to satisfy working capital requirements, we may need to access funds through bank loans, sales of securities or other means. There can be no assurance that we will be able to raise any such capital on terms acceptable to us, on a timely basis or at all. If we are unable to secure additional financing, we may not be able to develop or enhance our products, take advantage of future opportunities, respond to competition or continue to effectively operate our business.

Based on our current plans and business conditions, we believe that existing cash and marketable securities will be sufficient to satisfy our anticipated cash requirements for at least the next twelve months.

Additional Information on Stock Option Plans and Grants

Stock Option Program Description

We currently have one active stock option plan under which we grant options: the 1997 Stock Option Plan. We have 60,024 options outstanding as of September 30, 2005 that were issued under previously utilized plans.

Our stock option grants are designed to reward employees for their long-term contributions to our company and provide incentives for them to remain with our company. We consider our equity compensation program critical to our operation and productivity. Approximately 69% of our employees participate in our equity compensation program.

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Stock Option Accounting

On July 1, 2005, we adopted Statement of Financial Accounting Standards No. 123R (SFAS 123R) "Accounting for Stock-Based Compensation," using the modified prospective method, which results in the provisions of SFAS 123R only being applied to the consolidated financial statements on a going-forward basis (that is, the prior period results have not been restated). Under the fair value recognition provisions of SFAS 123R, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the requisite service period. Stock-based employee compensation expense was \$2.1 million before tax for the three months ended September 30, 2005 and the remaining unamortized compensation was \$16.6 million as of September 30, 2005.

Previously we had followed Accounting Principles Board ("APB") Opinion No. 25 "Accounting for Stock Issued to Employees," and related interpretations, which resulted in the accounting for employee share options at the intrinsic value.

Employee and Executive Option and Restricted Stock Grants

Option and restricted stock grants for the period:

	Three Months Ended September 30, 2005	Year Ended June 30,	
		2005	2004
Grants during the period as a percentage of outstanding shares at the end of such period	0.9%	5.2%	4.7%
Grants to Named Executive Officers* during the period as a percentage of total options granted during such period	19.3%	12.5%	13.8%
Grants to Named Executive Officers* during the period as a percentage of outstanding shares at the end of such period	0.2%	0.6%	0.6%
Cumulative options held by Named Executive Officers* as a percentage of total options outstanding at the end of such period	22.3%	20.9%	21.7%

* The term "Named Executive Officers" as used in these notes includes the Chief Executive Officer and the four other most highly compensated executive officers as of June 30, 2005. Due to the departure of Robert D. Becker on August 5, 2005, the next most highly compensated executive officer as of June 30, 2005 was used to replace Mr. Becker in the September 30, 2005 results.

Summary of Stock Option and Restricted Stock Activity

	Options Outstanding		Restricted Stock Awards Outstanding	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding at June 30, 2004	4,533,495	\$ 24.18	—	\$ —
Grants	1,083,150	26.64	—	—
Exercises	(320,349)	14.80	—	—
Cancellations	(211,768)	27.45	—	—
Outstanding at June 30, 2005	5,084,528	\$ 25.16	—	\$ —
Grants	128,800	27.67	50,476	26.75
Exercises	(76,675)	19.08	—	—
Cancellations	(155,825)	30.84	—	—
Outstanding at September 30, 2005	4,980,828	\$ 25.14	50,476	\$ 26.75

Summary of In-the-Money and Out-of-the-Money Option Information

As of September 30, 2005

	Exercisable		Unexercisable		Total	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
In-the-money	1,739,572	\$ 16.96	936,102	\$ 21.84	2,675,674	\$ 18.67
Out-of-the-money (1)	1,911,854	\$ 33.70	393,300	\$ 27.55	2,305,154	\$ 32.65
Total options outstanding	3,651,426	\$ 25.72	1,329,402	\$ 23.53	4,980,828	\$ 25.14

(1) Out-of-the-money options are those options with an exercise price equal to or above the closing price of our common stock of \$26.25 as of September 30, 2005.

Options Granted to Named Executive Officers during the Three Months ended September 30, 2005

No options were granted to any of the Named Executive Officers during the three months ended September 30, 2005.

Option Exercises and Remaining Holdings of Named Executive Officers

Name	During the three months ended September 30, 2005: Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised Options as of September 30, 2005:		Values of Unexercised In-the-Money Options as of September 30, 2005: (1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
James R. Bertelli	—	\$ —	368,057	122,500	\$ 3,622,059	\$ 709,438
Robert E. Hult	—	—	25,000	75,000	—	—
Craig Lund	14,700	151,253	72,180	29,500	317,751	139,995
Mark F. Skalabrin	—	—	95,580	29,000	771,038	143,060
Didier M.C. Thibaud	—	—	86,940	40,000	239,738	150,300

(1) Option values based on the closing price of our common stock of \$26.25 on September 30, 2005.

Restricted Stock Holdings of Named Executive Officers

	Number of Restricted Shares Held	Value of Restricted Shares Held at September 30, 2005 (1)	Restricted Shares at September 30, 2005 Vesting in 4 years or less		
			Number Awarded	Grant Date	Vesting Schedule
James R. Bertelli	6,526	\$ 171,308	6,526	8/12/2005	25%/year
Robert E. Hult	2,497	65,546	2,497	8/12/2005	25%/year
Robert E. Hult	7,500	196,875	7,500	8/12/2005	Cliff vest in 4 years
Craig Lund	1,953	51,266	1,953	8/12/2005	25%/year
Mark F. Skalabrin	2,098	55,073	2,098	8/12/2005	25%/year
Mark F. Skalabrin	4,500	118,125	4,500	8/12/2005	Cliff vest in 4 years
Didier M.C. Thibaud	2,098	55,073	2,098	8/12/2005	25%/year
Didier M.C. Thibaud	7,500	196,875	7,500	8/12/2005	Cliff vest in 4 years

(1) Share values based on the closing price of our common stock of \$26.25 on September 30, 2005.

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Rule 10b5-1 Plans

Four of our executive officers, Douglas F. Flood, Craig Lund, Barry S. Isenstein and Mark Skalabrin have adopted written trading plans in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and our insider trading policy. A portion of the shares to be sold under these plans will be issued pursuant to the exercise of existing stock options. Sales made pursuant to these plans will be disclosed publicly through Form 4 and Form 144 filings with the Securities and Exchange Commission.

Equity Compensation Plans

The following table sets forth information as of September 30, 2005 with respect to compensation plans under which equity securities of the Company are authorized for issuance.

<u>Plan category</u>	<u>(1)</u> <u>Number of securities to be issued upon exercise of outstanding options, warrants, and rights</u>	<u>(2)</u> <u>Weighted-average exercise price of outstanding options, warrants, and rights</u>	<u>(3)</u> <u>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (1))</u>
Equity compensation plans approved by shareholders (a)	4,980,828(b)	\$ 25.14	2,068,542(c)
Equity compensation plans not approved by shareholders	—	—	—
TOTAL	4,980,828	\$ 25.14	2,068,542

(a) Consists of the 1991, 1997 and 1998 stock option plans and our 1997 Employee Stock Purchase Plan (“ESPP”).

(b) Does not include purchase rights under the ESPP, as the purchase price and number of shares to be purchased is not determined until the end of the relevant purchase period.

(c) Includes 126,388 shares available for future issuance under the ESPP and 1,942,154 shares available for future issuance under the Company’s 1997 plan. We are no longer permitted to grant options under our 1991 and 1998 plans.

Related party transactions

In July 2004, we entered into a consulting contract with David Bertelli, the brother of our Chief Executive Officer and former Senior Vice President of Organizational Development. We paid no monies to David Bertelli during the three months ended September 30, 2005 and we owed no monies to him as of September 30, 2005. We paid David Bertelli \$30,000 for consulting services during fiscal year 2005 and owed no amounts under this agreement as of June 30, 2005. In addition, we paid \$25,000 of life insurance premiums for the benefit of David Bertelli during fiscal year 2005.

We have arrangements with other parties that do not meet the technical disclosure requirements of related parties and are not material in the aggregate. These individual arrangements either fall under reporting thresholds or are with non-immediate family members of our executive officers.

RECENT ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued FAS 123R, a revision of FASB Statement No. 123, “Accounting for Stock-Based Compensation.” This statement requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost will be recognized over the period during which an employee is required to provide service in exchange for the award. FAS 123R is effective for annual periods beginning after June 15, 2005. The adoption of FAS 123R required the Company to record compensation expense for the value of its equity instruments given to employees. As a result of implementation of this accounting pronouncement, we recorded \$2.1 million of compensation expense in our statement of operations for the three months ended September 30, 2005.

FACTORS THAT MAY AFFECT FUTURE RESULTS

We depend heavily on defense electronics programs that incorporate our products, which may be only partially funded and are subject to potential termination and reductions in government spending.

Sales of our computer systems, primarily as an indirect subcontractor or team member with prime contractors and in some cases directly, to the U.S. Government and its agencies, as well as foreign governments and agencies, accounted for approximately 59%, 68% and 69% of our total revenues in fiscal 2005, 2004, and 2003, respectively, and approximately 61% of our total revenues for the three months ended September 30, 2005. Our computer systems are included in many different domestic and international programs. Over the lifetime of a program, the award of many different individual contracts and subcontracts may implement our requirements. The funding of U.S. Government programs is subject to Congressional appropriations. Although multiple-year contracts may be planned in connection with major procurements, Congress generally appropriates funds on a fiscal year basis even though a program may continue for several years. Consequently, programs are often only partially funded initially, and additional funds are committed only as Congress makes further appropriations and prime contracts receive such funding. The reduction in funding or termination of a government program in which we are involved would result in a loss of anticipated future revenues attributable to that program and contracts or orders received. The U.S. Government could reduce or terminate a prime contract under which we are a subcontractor or team member irrespective of the quality of our products or services. The termination of a program or the reduction in or failure to commit additional funds to a program in which we are involved could negatively impact our revenues and have a material adverse effect on our financial condition and results of operations.

We face other risks and uncertainties associated with defense-related contracts, which may have a material adverse effect on our business.

Whether our contracts are directly with the U.S. Government, a foreign government or one of its respective agencies, or indirectly as a subcontractor or team member, our contracts and subcontracts are subject to special risks, including:

- Changes in government administration and national and international priorities, including developments in the geo-political environment such as the current “War on Terrorism,” “Operation Enduring Freedom,” “Operation Iraqi Freedom,” and the threat of nuclear proliferation in North Korea and Iran, could have a significant impact on national or international defense spending priorities and the efficient handling of routine contractual matters. These changes could have a negative impact on our business in the future.
- Our contracts with the U.S. and foreign governments and their prime contractors and subcontractors are subject to termination either upon default by us or at the convenience of the government or contractor if, among other reasons, the program itself has been terminated. Termination for convenience provisions generally entitle us to recover costs incurred, settlement expenses and profit on work completed prior to termination, but there can be no assurance in this regard.
- Because we contract to supply goods and services to the U.S. and foreign governments and their prime and subcontractors, we compete for contracts in a competitive bidding process and, in the event we are awarded a contract, we are subject to protests by disappointed bidders of contract awards that can result in the reopening of the bidding process and changes in governmental policies or regulations and other political factors.
- Consolidation among defense industry contractors has resulted in a few large contractors with increased bargaining power relative to us. The increased bargaining power of these contractors may adversely affect our ability to compete for contracts and, as a result, may adversely affect our business or results of operations in the future.
- Our customers include U.S. Government contractors who must comply with and are affected by laws and regulations relating to the formation, administration and performance of U.S. Government contracts. A violation of these laws and regulations could result in the imposition of fines and penalties to our

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customer or the termination of its contract with the U.S. Government. As a result, there could be a delay in our receipt of orders from our customer or a termination of such orders.

- We sell products to U.S. and international defense contractors and also directly to the U.S. Government as a commercial supplier such that cost data is not supplied. To the extent that there are interpretations or changes in the Federal Acquisition Regulations (FARs) regarding the qualifications necessary to be a commercial supplier, there could be a material adverse effect on our business and operating results.

The loss of one or more of our largest customers could adversely affect our results of operations.

We are dependent on a small number of customers for a large portion of our revenues. A significant decrease in the sales to or loss of any of our major customers would have a material adverse effect on our business and results of operations. For the three months ended September 30, 2005, two customers, Northrop Grumman Corporation and Argon Engineering Associates, accounted for 17% and 14%, respectively, of our total revenues. In fiscal 2005, KLA-Tencor Corporation, Argon Engineering Associates, Northrop Grumman Corporation and GE Medical Systems accounted for 14%, 14%, 11% and 11% of our total revenues, respectively. Customers in the Defense market generally purchase our products in connection with government programs that have a limited duration, leading to fluctuating sales to any particular customer in this market from year to year. In addition, our revenues are largely dependent upon the ability of customers to develop and sell products that incorporate our products. No assurance can be given that our customers will not experience financial, technical or other difficulties that could adversely affect their operations and, in turn, our results of operations

Our CIV, Advanced Solutions and MPS revenues currently come from a small number of customers and modalities, and any significant decrease in revenue from one of these customers or modalities could adversely impact our operating results.

If a major CIV, Advanced Solutions or MPS customer significantly reduces the amount of business it does with us, there would likely be an adverse impact on our operating results. GE Medical Systems, Philips Medical Systems and Force Computers GmbH accounted for substantially all of our CIV revenues for the fiscal years ended June 30, 2005, 2004 and 2003. In particular, GE Medical accounted for 56% of our aggregate CIV sales in fiscal 2005, 60% in fiscal 2004 and 59% in fiscal 2003. For the three months ended September 30, 2005, GE Medical accounted for 42% of our aggregate CIV sales. Similarly, KLA-Tencor accounted for 72% of our total sales in the Advanced Solutions market in fiscal 2005, 66% in fiscal 2004 and 44% in fiscal 2003. For the three months ended September 30, 2005, KLA-Tencor accounted for 67% of our aggregate Advanced Solutions sales. Additionally, for the MPS segment, which was consolidated into our company starting in the second quarter of 2005, Continuous Computing Corporation accounted for 41% of the aggregate MPS sales for the three months ended September 30, 2005. Although we are seeking to broaden our commercial customer base, we expect to continue to depend on sales to a relatively small number of major customers in both the CIV, Advanced Solutions and MPS markets. Because it often takes significant time and added cost to replace lost business, it is likely that our operating results would be adversely affected if one or more of our major customers were to cancel, delay or reduce significant orders in the future. Our customer agreements typically permit the customer to discontinue future purchases without cause after timely notice.

Our sales to the CIV market could be adversely affected by changes in technology, strength of the economy, and health care reforms.

The economic and technological conditions affecting our industry in general or any major CIV OEM customer in particular, may adversely affect our operating results. CIV OEM customers provide products to markets that are subject to both economic and technological cycles. Any change in the demand for medical imaging devices that renders any of our products unnecessary or obsolete, or any change in the technology in these devices, could result in a decrease in our revenues. In addition to our CIV OEM customers, the end users of their products and the health care industry generally are subject to extensive federal, state and local regulation in

the United States, as well as in other countries. Changes in applicable health care laws and regulations or new interpretations of existing laws and regulations could cause these customers or end users to demand fewer CIV products. There can be no assurance that future health care regulation or budgetary legislation or other changes in the administration or interpretation of governmental health care programs both in the United States and abroad will not have a material adverse effect on our business.

Competition from existing or new companies in the CIV business could cause us to experience downward pressure on prices, fewer customer orders, reduced margins, the inability to take advantage of new business opportunities and the loss of market share.

CIV competes in highly competitive industries, and our CIV OEM customers generally extend the competitive pressures they face throughout their respective supply chains. We are subject to competition based upon product design, performance, pricing, quality and services. Our product performance, embedded systems engineering expertise, and product quality have been important factors in our growth. While we try to maintain competitive pricing on those products that are directly comparable to products manufactured by others, in many instances our products will conform to more exacting specifications and carry a higher price than analogous products. Many of our CIV OEM customers and potential CIV OEM customers have the capacity to design and internally manufacture products that are similar to our products. We face competition from research and product development groups and the manufacturing operations of current and potential customers, who continually evaluate the benefits of internal research and product development and manufacturing versus outsourcing. This competition could result in fewer customer orders and a loss of market share.

If we are unable to respond adequately to our competition, we may lose existing customers and fail to win future business opportunities.

The markets for our products are highly competitive and are characterized by rapidly changing technology, frequent product performance improvements and evolving industry standards. Competitors may be able to offer more attractive pricing or develop products that could offer performance features that are superior to our products, resulting in reduced demand for our products. Due to the rapidly changing nature of technology, we may not become aware in advance of the emergence of new competitors into our markets. The emergence of new competitors into markets historically targeted by us could result in the loss of existing customers and may have a negative impact on our ability to win future business opportunities. With continued microprocessor evolution, low-end systems could become adequate to meet the requirements of an increased number of the lesser-demanding applications within our target markets. Workstation manufacturers and other low-end single-board computer or merchant board computer companies, or new competitors, may attempt to penetrate the high-performance market for defense electronics systems, which could have a material adverse effect on our business.

We cannot predict the consequences of future terrorist activities, but they may adversely affect the markets in which we operate, our ability to insure against risks, and our operations or profitability.

The terrorist attacks in the United States on September 11, 2001, as well as the U.S.-led response, including Operation Enduring Freedom and Operation Iraqi Freedom, the potential for future terrorist activities, and the development of a Homeland Security organization have created economic and political uncertainties that could have a material adverse effect on business and the price of our common stock. These matters have caused uncertainty in the world's financial and insurance markets and may increase significantly the political, economic and social instability in the geographic areas in which we operate. These developments may adversely affect business and profitability and the prices of our securities in ways that cannot be predicted at this time.

Implementation of our growth strategy may not be successful, which could affect our ability to increase revenues.

Our growth strategy includes developing new products and entering new markets, as well as identifying and integrating acquisitions. Our ability to compete in new markets will depend upon a number of factors including, among others:

- our ability to create demand for products in new markets;
- our ability to manage growth effectively;
- our ability to successfully integrate any acquisitions that we make;
- our ability to respond to changes in our customers' businesses by updating existing products and introducing, in a timely fashion, new products which meet the needs of our customers;
- the quality of our new products; and
- our ability to respond rapidly to technological change.

The failure to do any of the foregoing could have a material adverse effect on our business, financial condition and results of operations. In addition, we may face competition in these new markets from various companies that may have substantially greater research and development resources, marketing and financial resources, manufacturing capability and customer support organizations.

We may be unable to successfully integrate acquisitions.

We completed the acquisitions of SoHard and Echotek in fiscal year 2006, MCI in fiscal year 2005 and TGS Group and Advanced Radio Corporation in fiscal year 2004. We may in the future acquire or make investments in complementary companies, products or technologies. Acquisitions may pose risks to our operations, including:

- problems and increased costs in connection with the integration of the personnel, operations, technologies or products of the acquired companies;
- unanticipated costs;
- diversion of management's attention from our core business;
- adverse effects on business relationships with suppliers and customers and those of the acquired company;
- acquired assets becoming impaired as a result of technical advancements or worse-than-expected performance by the acquired company;
- entering markets in which we have no, or limited, prior experience; and
- potential loss of key employees, particularly those of the acquired organization.

In addition, in connection with any acquisitions or investments we could:

- issue stock that would dilute our existing shareholders' percentage ownership;
- incur debt and assume liabilities;
- obtain financing on unfavorable terms;
- incur amortization expenses related to acquired intangible assets or incur large and immediate write-offs;
- incur large expenditures related to office closures of the acquired companies, including costs relating to termination of employees and facility and leasehold improvement charges relating to vacating the acquired companies' premises; and
- reduce the cash that would otherwise be available to fund operations or to use for other purposes.

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The failure to successfully integrate any acquisition or for acquisitions to yield expected results may negatively impact our financial condition and operating results.

We may be unable to obtain critical components from suppliers, which could disrupt or delay our ability to deliver products to our customers.

Several components used in our products are currently obtained from sole-source suppliers. We are dependent on key vendors like LSI Logic, Xilinx and Toshiba for custom-designed ASICs and FPGAs; Freescale and IBM for PowerPC microprocessors; IBM for a specific SRAM; and Arrow, Hybricon, and Motorola for chassis and chassis components. Generally, suppliers may terminate their contracts with us without cause upon 30 days' notice and may cease offering their products upon 180 days' notice. If any of our sole-source suppliers limits or reduces the sale of these components, we may be unable to fulfill customer orders in a timely manner or at all. In addition, if these or other component suppliers, some of which are small companies, experienced financial difficulties or other problems that prevented them from supplying us with the necessary components, we could experience a loss of revenues due to our inability to fulfill orders. These sole-source and other suppliers are each subject to quality and performance issues, materials shortages, excess demand, reduction in capacity and other factors that may disrupt the flow of goods to us or to our customers, which would adversely affect our business and customer relationships. We have no guaranteed supply arrangements with our suppliers and there can be no assurance that these suppliers will continue to meet our requirements. If supply arrangements are interrupted, we may not be able to find another supplier on a timely or satisfactory basis. We may incur significant set-up costs and delays in manufacturing should it become necessary to replace any key vendors due to work stoppages, shipping delays, financial difficulties or other factors.

We may not be able to effectively manage our relationships with contract manufacturers.

We may not be able to effectively manage our relationship with contract manufacturers, and the contract manufacturers may not meet future requirements for timely delivery. We rely on contract manufacturers to build hardware sub-assemblies for our products in accordance with our specifications. During the normal course of business, we may provide demand forecasts to contract manufacturers up to five months prior to scheduled delivery of our products to customers. If we overestimate requirements, the contract manufacturers may assess cancellation penalties or we may be left with excess inventory, which may negatively impact our earnings. If we underestimate requirements, the contract manufacturers may have inadequate inventory, which could interrupt manufacturing of our products and result in delays in shipment to customers and revenue recognition. Contract manufacturers also build products for other companies, and they may not have sufficient quantities of inventory available or sufficient internal resources to fill our orders on a timely basis or at all.

In addition, there have been a number of major acquisitions within the contract manufacturing industry in recent periods. While there has been no significant impact on our contract manufacturers to date, future acquisitions could potentially have an adverse effect on our working relationships with contract manufacturers. Moreover, we currently rely primarily on two contract manufacturers. The failure of these contract manufacturers to fill our orders on a timely basis or in accordance with our customers' specifications could result in a loss of revenues and damage to our reputation. We may not be able to replace these contract manufacturers in a timely manner or without significantly increasing our costs if such contract manufacturers were to experience financial difficulties or other problems that prevented them from fulfilling our order requirements.

Our performance and stock price may decline if we are unable to retain and attract key personnel.

We are largely dependent upon the skills and efforts of senior management including James R. Bertelli, our president and chief executive officer, as well as our senior managerial, sales and technical employees. None of our senior management or other key employees is subject to employment contracts. The loss of services of any executive or other key personnel could have a material adverse effect on our business, financial condition and results of operations and stock price. In addition, our future success will depend to a significant extent on the

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ability to attract, train, motivate and retain highly skilled technical professionals, particularly project managers, engineers and other senior technical personnel. There can be no assurance that we will be successful in retaining current or future employees.

We are exposed to risks associated with international operations and markets.

We market and sell products in international markets, and have established offices and subsidiaries in the United Kingdom, Japan, the Netherlands, France, Germany and Italy. Revenues from international operations accounted for 9%, 9% and 7% of total revenues for fiscal years 2005, 2004 and 2003, respectively, and 12% for the three months ended September 30, 2005. From our U.S. operations, we also ship directly to international customers, which shipments accounted for 13%, 10% and 12% of total revenues for fiscal years 2005, 2004 and 2003, respectively, and 6% for the three months ended September 30, 2005. There are inherent risks in transacting business internationally, including:

- changes in applicable laws and regulatory requirements;
- export and import restrictions;
- export controls relating to technology;
- tariffs and other trade barriers;
- less favorable intellectual property laws;
- difficulties in staffing and managing foreign operations;
- longer payment cycles;
- problems in collecting accounts receivable;
- political instability;
- fluctuations in currency exchange rates;
- expatriation controls; and
- potential adverse tax consequences.

There can be no assurance that one or more of these factors will not have a material adverse effect on our future international activities and, consequently, on our business and results of operations.

We may be exposed to unfavorable currency exchange rate fluctuations, which may lead to lower operating margins, or may cause us to raise prices which could result in reduced sales.

Currency exchange rate fluctuations could have an adverse effect on our net sales and results of operations. Unfavorable currency fluctuations could require us to increase prices to foreign customers, which could result in lower net sales by us to such customers. Alternatively, if we do not adjust the prices for our products in response to unfavorable currency fluctuations, our results of operations could be adversely affected. In addition, most sales made by our foreign subsidiaries are denominated in the currency of the country in which these products are sold, and the currency they receive in payment for such sales could be less valuable at the time of receipt as a result of exchange rate fluctuations. We do not currently hedge our foreign currency exchange rate exposure.

If we are unable to respond to technological developments and changing customer needs on a timely and cost-effective basis, our results of operations may be adversely affected.

Our future success will depend in part on our ability to enhance current products and to develop new products on a timely and cost-effective basis in order to respond to technological developments and changing customer needs. Defense customers, in particular, demand frequent technological improvements as a means of gaining military advantage. Military planners have historically funded significantly more design projects than

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actual deployments of new equipment, and those systems that are deployed tend to contain the components of the subcontractors selected to participate in the design process. In order to participate in the design of new defense electronics systems, we must demonstrate the ability to deliver superior technological performance on a timely and cost-effective basis. There can be no assurance that we will secure an adequate number of Defense design wins in the future, that the equipment in which our products are intended to function will eventually be deployed in the field, or that our products will be included in such equipment if it eventually is deployed.

Customers in our CIV and Advanced Solutions markets, including the semiconductor imaging market, also seek technological improvements through product enhancements and new generations of products. OEMs historically have selected certain suppliers whose products have been included in the OEMs' machines for a significant portion of the products' life cycles. We may not be selected to participate in the future design of any medical or semiconductor imaging equipment, or if selected, we may not generate any revenues for such design work.

The design-in process is typically lengthy and expensive, and there can be no assurance that we will be able to continue to meet the product specifications of OEM customers in a timely and adequate manner. In addition, any failure to anticipate or respond adequately to changes in technology and customer preferences, or any significant delay in product developments or introductions, could negatively impact our financial condition and results of operations, including the risk of inventory obsolescence. Because of the complexity of our products, we have experienced delays from time to time in completing products on a timely basis. If we are unable to design, develop or introduce competitive new products on a timely basis, our future operating results may be adversely affected.

Our products are complex, and undetected defects may increase our costs, harm our reputation with customers or lead to costly litigation.

Our products are extremely complex and must operate successfully with complex products of other vendors. Our products may contain undetected errors when first introduced or as we introduce product upgrades. The pressures we face to be the first to market new products or functionality increases the possibility that we will offer products in which we or our customers later discover problems. We have experienced new product and product upgrade errors in the past and expect similar problems in the future. These problems may cause us to incur significant costs to support our service contracts and other costs and divert the attention of personnel from our product development efforts. If we are unable to repair these problems in a timely manner, we may experience a loss of or delay in revenue and significant damage to our reputation and business prospects. Many of our customers rely upon our products for business-critical applications. Because of this reliance, errors, defects or other performance problems in our products could result in significant financial and other damage to our customers. Our customers could attempt to recover those losses by pursuing products liability claims against us which, even if unsuccessful, would likely be time-consuming and costly to defend and could adversely affect our reputation.

We may be unsuccessful in protecting our intellectual property rights.

Our ability to compete effectively against other companies in our industry depends, in part, on our ability to protect our current and future proprietary technology under patent, copyright, trademark, trade secret and unfair competition laws. We cannot assure that our means of protecting our proprietary rights in the United States or abroad will be adequate, or that others will not develop technologies similar or superior to our technology or design around the proprietary rights we own. In addition, we may incur substantial costs in attempting to protect our proprietary rights.

Also, despite the steps taken by us to protect our proprietary rights, it may be possible for unauthorized third parties to copy or reverse-engineer aspects of our products, develop similar technology independently or otherwise obtain and use information that we regard as proprietary and we may be unable to successfully identify or prosecute unauthorized uses of our technology. Furthermore, with respect to our issued patents and patent applications, we

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cannot assure you that any patents from any pending patent applications (or from any future patent applications) will be issued, that the scope of any patent protection will exclude competitors or provide competitive advantages to us, that any of our patents will be held valid if subsequently challenged or that others will not claim rights in or ownership of the patents (and patent applications) and other proprietary rights held by us.

If we become subject to intellectual property infringement claims, we could incur significant expenses and could be prevented from selling specific products.

We may become subject to claims that we infringe the intellectual property rights of others in the future. We cannot assure that, if made, these claims will not be successful. Any claim of infringement could cause us to incur substantial costs defending against the claim even if the claim is invalid, and could distract management from other business. Any judgment against us could require substantial payment in damages and could also include an injunction or other court order that could prevent us from offering certain products.

Our need for continued investment in research and development may increase expenses and reduce our profitability.

Our industry is characterized by the need for continued investment in research and development. If we fail to invest sufficiently in research and development, our products could become less attractive to potential customers and our business and financial condition could be materially and adversely affected. As a result of the need to maintain or increase spending levels in this area and the difficulty in reducing costs associated with research and development, our operating results could be materially harmed if our research and development efforts fail to result in new products or if revenues fall below expectations. In addition, as a result of our commitment to invest in research and development, spending levels of research and development expenses as a percentage of revenues may fluctuate in the future.

Our results of operations are subject to fluctuation from period to period and may not be an accurate indication of future performance.

We have experienced fluctuations in operating results in large part due to the sale of computer systems in relatively large dollar amounts to a relatively small number of customers. Customers specify delivery date requirements that coincide with their need for our products. Because these customers may use our products in connection with a variety of defense programs or other projects with different sizes and durations, a customer's orders for one quarter generally do not indicate a trend for future orders by that customer. Additionally, order patterns of one customer do not necessarily correlate with the order patterns of another customer. Thus, results of operations in any period should not be considered indicative of the results to be expected for any future period.

Our quarterly results may be subject to fluctuations resulting from a number of other factors, including:

- delays in completion of internal product development projects;
- delays in shipping computer systems and software programs;
- delays in acceptance testing by customers;
- a change in the mix of products sold to our served markets;
- production delays due to quality problems with outsourced components;
- shortages and costs of components;
- the timing of product line transitions; and
- declines in quarterly revenues from previous generations of products following announcement of replacement products containing more advanced technology.

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In addition, from time to time, we have entered into contracts, referred to as development contracts, to engineer a specific solution based on modifications to standard products. Gross margins from development contract revenues are typically lower than gross margins from standard product revenues. We intend to continue to enter into development contracts and anticipate that the gross margins associated with development contract revenues will continue to be lower than gross margins from standard product sales.

Another factor contributing to fluctuations in our quarterly results is the fixed nature of expenditures on personnel, facilities and marketing programs. Expense levels for these programs are based, in significant part, on expectations of future revenues. If actual quarterly revenues are below management's expectations, our results of operations will likely be adversely affected.

We have benefited from certain tax benefits that may expire or be repealed.

In the past, we have benefited from certain tax provisions that have reduced our effective tax rate and cash paid for taxes. One of these benefits has been the credit for increasing research activities, which will expire in December 2005. We have also utilized benefits under the extraterritorial income exclusion, or ETI tax regime. The ETI regime was ruled an illegal trade subsidy by the World Trade Organization and, as a result, the European Union imposed trade sanctions against the United States that would have increased substantially over time if the ETI regime were not repealed. On October 22, 2004, legislation was enacted to repeal the ETI regime for transactions entered into after December 31, 2004, subject to a phase-out to allow current beneficiaries to claim reduced ETI benefits for transactions entered into during calendar years 2005 and 2006. In addition to the repeal of ETI, this legislation created a deduction from taxable income that will apply to taxpayers with "qualified production activities income," for which we believe we qualify. Our expenses for income taxes could be significantly higher in the future if there are further changes in the tax law applicable to us or we fail to qualify for certain tax benefits.

The trading price of our common stock may continue to be volatile, which may adversely affect business, and investors in our common stock may experience substantial losses.

Our stock price, like that of other technology companies, has been volatile. The stock market in general and technology companies in particular may continue to experience volatility in their stock prices. This volatility may or may not be related to operating performance. Our operating results, from time to time, may be below the expectations of public market analysts and investors, which could have a material adverse effect on the market price of our common stock. In addition, the continued threat of terrorism in the United States and abroad, the resulting military action and heightened security measures undertaken in response to that threat may cause continued volatility in securities markets. When the market price of a stock has been volatile, holders of that stock will sometimes institute securities class action litigation against the company that issued the stock. If any shareholders were to institute a lawsuit, we could incur substantial costs defending the lawsuit. Also, the lawsuit could divert the time and attention of management.

We significantly increased our leverage as a result of the sale of convertible senior notes.

In connection with our sale of convertible senior notes in April 2004, we incurred additional indebtedness of \$125 million. The degree to which we are leveraged could, among other things:

- make it difficult for us to make payments on the convertible notes;
- make it difficult for us to obtain financing for working capital, acquisitions or other purposes on favorable terms, if at all;
- make us more vulnerable to industry downturns and competitive pressures; and
- limit our flexibility in planning for, or reacting to changes in, our business.

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Our ability to meet our debt service obligations will depend upon our future performance, which will be subject to financial, business and other factors affecting our operations, many of which are beyond our control. We may not have enough funds or be able to arrange for additional financing to pay the principal at maturity or to repurchase the notes when tendered in accordance with their terms, which would constitute an event of default under the related indenture.

Provisions in our organizational documents and Massachusetts law could make it more difficult for a third party to acquire us.

Provisions of our charter and by-laws could have the effect of discouraging a third party from making a proposal to acquire our company and could prevent certain changes in control, even if some shareholders might consider the proposal to be in their best interest. These provisions include a classified board of directors, advance notice to our board of directors of shareholder proposals and director nominations, and limitations on the ability of shareholders to remove directors and to call shareholder meetings. In addition, we may issue shares of any class or series of preferred stock in the future without shareholder approval upon such terms as our board of directors may determine. The rights of holders of common stock will be subject to, and may be adversely affected by, the rights of the holders of any such class or series of preferred stock that may be issued.

We also are subject to the Massachusetts General Laws which, subject to certain exceptions, prohibit a Massachusetts corporation from engaging in a broad range of business combinations with any “interested shareholder” for a period of three years following the date that such shareholder becomes an interested shareholder. These provisions could discourage a third party from pursuing an acquisition of our company at a price considered attractive by many shareholders.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There were no material changes in our exposure to market risk from June 30, 2005 to September 30, 2005.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. Based on our management’s evaluation (with the participation of our principal executive officer and principal financial officer), as of the end of the period covered by this report, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective. We continue to review our disclosure controls and procedures and may from time to time make changes aimed at enhancing their effectiveness and to ensure that our systems evolve with our company’s business.

Changes in Internal Control over Financial Reporting. There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that occurred during the quarter ended September 30, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**ITEM 1. LEGAL PROCEEDINGS**

We are subject to legal proceedings and claims that arise in the ordinary course of business. We do not believe these actions will have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

- (a) On August 31, 2005, we purchased Echotek Corporation (Echotek) for \$50.2 million in cash and stock (including transaction costs of \$0.3 million). The transaction was structured as a merger of our acquisition subsidiary with and into Echotek. The stock portion of the consideration consisted of 177,132 shares of our common stock valued at approximately \$5.2 million, based on the average closing price of the Company's common stock for the five-day period including two days before and after July 12, 2005, the date the Company executed the related merger agreement and announced the transaction. The issuance of such shares was not registered under the Securities Act of 1933, as amended (the "Securities Act"), in reliance upon the exemption for transactions not involving a public offering contained in Section 4(2) of the Securities Act. In light of the information obtained by us in connection with the Echotek acquisition, management believes that we may rely upon this exemption. The shares so issued contain restrictive legends prohibiting transfer of the shares in the absence of an effective registration statement or an exemption permitting transfer without registration.
- (c) The following table sets forth information as of and for the quarter ended September 30, 2005 with respect to our share repurchase program. (Table in thousands except share data).

<u>Period of Repurchase</u>	<u>Total Number of Shares Purchased During the Quarter Ended September 30, 2005</u>	<u>Average Price Paid Per Share</u>	<u>Approximate Dollar Value of Shares that May Yet be Purchased Under the Program</u>
July 1-31, 2005	—	\$ —	\$ —
August 1-31, 2005	230,800	27.07	13,751
September 1-30, 2005	—	—	—
Total	230,800	\$ 27.07	\$ 13,751

In July 2005, we announced a share repurchase program under which our Board of Directors has authorized the repurchase of up to \$20.0 million of our common stock.

ITEM 5. OTHER INFORMATION

- (a) Robert D. Becker, formerly an executive officer of the Company, departed the Company on August 5, 2005. Mr. Becker has entered into a Separation Agreement with the Company pursuant to which he will continue to receive payments equal to his base salary (at a rate of \$4,230.77 per week) for a period of 39 weeks, less appropriate deductions and withholdings. During the salary continuation period, he will be eligible to participate in the Company's health, life insurance and health and dependent care flexible spending plans to the same extent as the Company's active employees. The Company has also agreed to pay for up to 26 weeks of executive outplacement services for Mr. Becker in an aggregate amount not to exceed \$52,000. In consideration of the foregoing benefits, Mr. Becker has given the Company a general release of any claims arising out of his employment with the Company or the termination of such employment. The foregoing summary is qualified in its entirety by reference to Mr. Becker's Separation Agreement, which has been filed as an exhibit to this Quarterly Report on Form 10-Q and is incorporated herein by reference.

ITEM 6. EXHIBITS

The following Exhibits are filed or furnished, as applicable, herewith:

- 10.1* 1997 Employee Stock Purchase Plan, as amended and restated.
- 10.2* Separation Agreement and General Release between the Company and Robert Becker.
- 12.1 Ratio of Earnings to Fixed Charges.
- 31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a).
- 31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/ 15(d)-14(a).
- 32.1+ Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Identifies a management contract or compensatory plan in which an executive officer or director of the Company participates.

+ Furnished herewith. This certificate shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, not shall it be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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, in Chelmsford, Massachusetts, on November 9, 2005.

MERCURY COMPUTER SYSTEMS

by /s/ ROBERT E. HULT

Robert E. Hult
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

MERCURY COMPUTER SYSTEMS, INC.**1997 EMPLOYEE STOCK PURCHASE PLAN (as amended and restated through June 20, 2005)****1. PURPOSE.**

It is the purpose of this 1997 Employee Stock Purchase Plan to provide a means whereby eligible employees may purchase Common Stock of Mercury Computer Systems, Inc. (the "Company") and any subsidiaries as defined below through after-tax payroll deductions. It is intended to provide a further incentive for employees to promote the best interests of the Company and to encourage stock ownership by employees in order that they may participate in the Company's economic growth.

It is the intention of the Company that the Plan qualify as an "employee stock purchase plan" within the meaning of Section 423 of the Internal Revenue Code and the provisions of this Plan shall be construed in a manner consistent with the Code and Treasury Regulations promulgated thereunder.

2. DEFINITIONS.

The following words or terms, when used herein, shall have the following respective meanings:

- (a) "Plan" shall mean the 1997 Employee Stock Purchase Plan.
- (b) "Company" shall mean Mercury Computer Systems, Inc., a Massachusetts corporation.
- (c) "Account" shall mean the Employee Stock Purchase Account established for a Participant under Section 7 hereunder.
- (d) "Basic Compensation" shall mean the regular rate of salary or wages in effect during a Purchase Period, before any deductions or withholdings, and including overtime, bonuses and sales commissions, but excluding amounts paid in reimbursement of expenses.
- (e) "Board of Directors" shall mean the Board of Directors of Mercury Computer Systems, Inc.
- (f) "Code" shall mean the Internal Revenue Code of 1986, as amended.
- (g) "Committee" shall mean the Compensation Committee appointed by the Board of Directors.
- (h) "Common Stock" shall mean shares of the Company's common stock, \$.01 par value per share.
- (i) "IPO" shall mean the date of the closing of the Company's first public offering of Common Stock made pursuant to an effective Registration Statement filed with the Securities and Exchange Commission.
- (j) "Eligible Employees" shall mean all persons employed by the Company or its Subsidiaries, but excluding:

- (1) Persons whose customary employment is less than twenty hours per week or five months or less per year; and
- (2) Persons who are deemed for purposes of Section 423(b)(3) of the Code to own stock possessing 5% or more of the total combined voting power or value of all classes of stock of the Company or a subsidiary.

For purposes of the Plan, employment will be treated as continuing intact while a Participant is on military leave, sick leave, or other bona fide leave of absence, for up to 90 days or so long as the Participant's right to re-employment is guaranteed either by statute or by contract, if longer than 90 days.

- (k) "Exercise Date" shall mean the last day of a Purchase Period; provided, however, that if such date is not a business day, "Exercise Date" shall mean the immediately preceding business day.
- (l) "Holding Period" shall mean the three month period commencing on the "Exercise Date".
- (m) "Participant" shall mean an Eligible Employee who elects to participate in the Plan under Section 6 hereunder.
- (n) Except as provided below, there shall be two "Purchase Periods" in each full calendar year during which the Plan is in effect, one commencing on January 1 of each calendar year and continuing through June 30 of such calendar year, and the second commencing on July 1 of each calendar year and continuing through December 31 of such calendar year. The first Purchase Period shall commence on the first, January 1 or June 30, to occur after the IPO. The last Purchase Period shall commence on July 1, 2007 and end on December 31, 2007.
- (o) "Purchase Price" shall mean the lower of (i) 85% of the fair market value of a share of Common Stock for the first business day of the relevant Purchase Period, or (ii) 85% of such value on the relevant Exercise Date. If the shares of Common Stock are listed on any national securities exchange, or trade on the National Association of Securities Dealers Automated Quotation System ("Nasdaq") National Market System, the fair market value per share of Common Stock on a particular day shall be the closing price, if any, on the largest such exchange, or if not traded on an exchange, the Nasdaq National Market System, on such day, and, if there are no sales of the shares of Common Stock on such particular day, the fair market value of a share of Common Stock shall be determined by taking the weighted average of the means between the highest and lowest sales on the nearest date before and the nearest date after the particular day in accordance with Treasury Regulations Section 25.2512-2. If the shares of Common Stock are not then listed on any such exchange or the Nasdaq National Market System, the fair market value per share of Common Stock on a particular day shall be the mean between the closing "Bid" and the closing "Asked" prices, if any, as reported in the National Daily Quotation Service for such day. If the fair market value cannot be determined under the preceding sentences, it shall be determined in good faith by the Board of Directors.

- (p) "Subsidiary" shall mean any present or future corporation which (i) would be a "subsidiary corporation" of the Company as that term is defined in Section 424(f) of the Code and (ii) is designated as a participant in the Plan by the Board.

3. GRANT OF OPTION TO PURCHASE SHARES.

Each Eligible Employee shall be granted an option effective on the first business day of each Purchase Period to purchase shares of Common Stock. The term of the option shall be the length of the Purchase Period. The number of shares subject to each option shall be the quotient of the aggregate payroll deductions in the Purchase Period authorized by each Participant in accordance with Section 6 divided by the Purchase Price, but in no event greater than 1,333 shares per option, or such other number as determined from time to time by the Board of Directors or the Committee (the "Share Limitation"). Notwithstanding the foregoing, no employee shall be granted an option which permits his right to purchase shares under the Plan to accrue at a rate which exceeds in any one calendar year \$25,000 of the fair market value of the Common Stock as of the date the option to purchase is granted.

4. SHARES.

There shall be 250,000 shares of Common Stock reserved for issuance to and purchase by Participants under the Plan, subject to adjustment as herein provided. The shares of Common Stock subject to the Plan shall be either shares of authorized but unissued Common Stock or shares of Common Stock reacquired by the Company and held as treasury shares. Shares of Common Stock not purchased under an option terminated pursuant to the provisions of the Plan may again be subject to options granted under the Plan.

The aggregate number of shares of Common Stock which may be purchased pursuant to options granted hereunder, the number of shares of Common Stock covered by each outstanding option, and the purchase price for each such option shall be appropriately adjusted for any increase or decrease in the number of outstanding shares of Common Stock resulting from a stock split or other subdivision or consolidation of shares of Common Stock or for other capital adjustments or payments of stock dividends or distributions or other increases or decreases in the outstanding shares of Common Stock effected without receipt of consideration by the Company.

5. ADMINISTRATION.

The Plan shall be administered by the Board of Directors or the Compensation Committee appointed from time to time by the Board of Directors. The Board of Directors or the Committee, if one has been appointed, is vested with full authority to make, administer and interpret such equitable rules and regulations regarding the Plan as it may deem advisable. The Board of Directors', or the Committee's, if one has been appointed, determinations as to the interpretation and operation of the Plan shall be final and conclusive. No member of the Board of Directors or the Committee shall be liable for any action or determination made in good faith with respect to the Plan or any option granted under the Plan.

6. ELECTION TO PARTICIPATE.

An Eligible Employee may elect to become a Participant in the Plan for a Purchase Period by completing a "Stock Purchase Agreement" form prior to the first day of the Purchase Period for which the election is made. Such Stock Purchase Agreement shall be in such form as shall be determined by the Board of Directors or the Committee. The election to participate shall be effective for the Purchase Period for which it is made. There is no limit on the number of

Purchase Periods for which an Eligible Employee may elect to become a Participant in the Plan. In the Stock Purchase Agreement, the Eligible Employee shall authorize regular payroll deductions of any full percentage of his Basic Compensation, but in no event less than one percent (1%) nor more than ten percent (10%) of his Basic Compensation, not to exceed \$25,000 per year. An Eligible Employee may not change his authorization except as otherwise provided in Section 9. Options granted to Eligible Employees who have failed to execute a Stock Purchase Agreement within the time periods prescribed in the Plan will automatically lapse. By electing to participate each participant agrees to the Holding Period.

7. EMPLOYEE STOCK PURCHASE AGREEMENT.

An Employee Stock Purchase Account will be established for each Participant in the Plan for bookkeeping purposes, and payroll deductions made under Section 6 will be credited to such Accounts. However, prior to the purchase of shares in accordance with Section 8 or withdrawal from or termination of the Plan in accordance with provisions hereof, the Company may use for any valid corporate purpose all amounts deducted from a Participant's wages under the Plan and credited for bookkeeping purposes to his Account.

The Company shall be under no obligation to pay interest on funds credited to a Participant's Account, whether upon purchase of shares in accordance with Section 8 or upon distribution in the event of withdrawal from or termination of the Plan as herein provided.

8. PURCHASE OF SHARES.

Each Eligible Employee who is a Participant in the Plan automatically and without any act on his part will be deemed to have exercised his option on each Exercise Date to the extent that the balance then in his Account under the Plan is sufficient to purchase at the Purchase Price whole shares of the Common Stock subject to his option, subject to the Share Limitations and the Section 423(b)(8) limitation described in Section 3. Any balance remaining in the Participant's Account shall be retained in the Participant's Account and added to the aggregate payroll deductions during the next Purchase Period for purposes of determining the number of shares which may be acquired by such Participant pursuant to Section 3, unless a refund is requested by the Participant. No interest shall be paid on the balance remaining in any Participant's Account.

9. WITHDRAWAL.

A Participant who has elected to authorize payroll deductions for the purchase of shares of Common Stock may cancel his election by written notice of cancellation ("Cancellation") delivered to the office or person designated by the Company to receive Stock Purchase Agreements, but any such notice of Cancellation must be so delivered not later than ten (10) days before the relevant Exercise Date.

A Participant will receive in cash, as soon as practicable after delivery of the notice of Cancellation, the amount credited to his Account. Any Participant who so withdraws from the Plan may again become a Participant at the start of the next Purchase Period in accordance with Section 6.

Upon dissolution or liquidation of the Company every option outstanding hereunder shall terminate, in which event each Participant shall be refunded the amount of cash then in his Account. If the Company shall at any time merge into or consolidate with another corporation, the holder of each option then outstanding will thereafter be entitled to receive at the next Exercise Date, upon exercise of such option and for each share as to which such option was

exercised, the securities or property which a holder of one share of Common Stock was entitled upon and at such time of such merger or consolidation. In accordance with this paragraph and this Plan, the Board of Directors or Compensation Committee, if any, shall determine the kind or amount of such securities or property which such holder of an option shall be entitled to receive. A sale of all or substantially all of the assets of the Company shall be deemed a merger or consolidation for the foregoing purposes.

10. TRANSFER RESTRICTION/HOLDING PERIOD.

The shares of stock purchased may not be sold or transferred until the expiration of the Holding Period. All stock certificates issued pursuant to this Plan shall be held in escrow by either the Company or the transfer agent and registrar of the Company's Common Stock, as the Company shall in its sole discretion determine, until the expiration of the Holding Period. Effective July 1, 2005, the restrictions on transfer during the Holding Period shall no longer be applicable.

11. ISSUANCE OF STOCK CERTIFICATES.

The shares of Common Stock purchased by a Participant shall, for all purposes, be deemed to have been issued and sold at the close of business on the Exercise Date. Prior to that date none of the rights or privileges of a shareholder of the Company, including the right to vote or receive dividends, shall exist with respect to such shares.

Within a reasonable time after the Exercise Date, the Company shall notify the transfer agent and registrar of the Common Stock of the Participant's ownership of the number of shares of Common Stock purchased by a Participant for the Purchase Period, which shall be registered either in the Participant's name or jointly in the names of the Participant and his spouse with right of survivorship as the Participant shall designate in his Stock Purchase Agreement. Such designation may be changed at any time by filing notice thereof with the party designated by the Company to receive such notices.

12. TERMINATION OF EMPLOYMENT.

- (a) Upon a Participant's termination of employment for any reason, other than death, no payroll deduction may be made from any compensation due him and the entire balance credited to his Account shall be automatically refunded, and his rights under the Plan shall terminate.
- (b) Upon the death of a Participant, no payroll deduction shall be made from any compensation due him at time of death, the entire balance in the deceased Participant's Account shall be paid in cash to the Participant's designated beneficiary, if any, under a group insurance plan of the Company covering such employee, or otherwise to his estate, and his rights under the Plan shall terminate.

13. RIGHTS NOT TRANSFERABLE.

The right to purchase shares of Common Stock under this Plan is exercisable only by the Participant during his lifetime and is not transferable by him. If a Participant attempts to transfer his right to purchase shares under the Plan, he shall be deemed to have requested withdrawal from the Plan and the provisions of Section 9 hereof shall apply with respect to such Participant.

14. NO GUARANTEE OF CONTINUED EMPLOYMENT.

Granting of an option under this Plan shall imply no right of continued employment with the Company for any Eligible Employee.

15. NOTICE.

Any notice which an Eligible Employee or Participant files pursuant to this Plan shall be in writing and shall be delivered personally or by mail addressed to Mercury Computer Systems, Inc., 199 Riverneck Road, Chelmsford, MA 01824, Attn: James R. Bertelli. Any notice to a Participant or an Eligible Employee shall be conspicuously posted in the Company's principal office or shall be mailed addressed to the Participant or Eligible Employee at the address designated in the Stock Purchase Agreement or in a subsequent writing.

16. APPLICATION OF FUNDS.

All funds deducted from a Participant's wages in payment for shares purchased or to be purchased under this Plan may be used for any valid corporate purpose provided that the Participant's Account shall be credited with the amounts of all payroll deductions as provided in Section 7.

17. GOVERNMENT APPROVALS OR CONSENTS.

This Plan and any offering and sales to Eligible Employees under it are subject to any governmental approvals or consents that may be or become applicable in connection therewith. Subject to the provisions of Section 17, the Board of Directors of the Company may make such changes in the Plan and include such terms in any offering under this Plan as may be necessary or desirable, in the opinion of counsel, to comply with the rules or regulations of any governmental authority, or to be eligible for tax benefits under the Code or the laws of any state.

18. AMENDMENT OF THE PLAN.

The Board of Directors may, without the consent of the Participants, amend the Plan at any time, provided that no such action shall adversely affect options theretofore granted hereunder, and provided that no such action by the Board of Directors without approval of the Company's shareholders may (a) increase the total number of shares of Common Stock which may be purchased by all Participants, (b) change the class of employees eligible to receive options under the Plan, or (c) make any changes to the Plan which require shareholder approval under applicable law or regulations, including Section 423 of the Code and the regulations promulgated thereunder.

For purposes of this Section 17, termination of the Plan by the Board of Directors pursuant to Section 18 shall not be deemed to be an action which adversely affects options theretofore granted hereunder.

19. TERM OF THE PLAN.

The Plan shall become effective on the Effective Date, provided that it is approved within twelve months after adoption by the Board of Directors by the affirmative vote of holders of a majority of the stock of the Company present or represented and entitled to vote at a duly held shareholders' meeting. The Plan shall continue in effect through June 30, 2007, provided, however, that the Board of Directors shall have the right to terminate the Plan at any time, but such termination shall not affect options then outstanding under the Plan. It will terminate in any

case when all or substantially all of the unissued shares of stock reserved for the purposes of the Plan have been purchased. If at any time shares of stock reserved for the purposes of the Plan remain available for purchase but not in sufficient number to satisfy all then unfilled purchase requirements, the available shares shall be apportioned among Participants in proportion to the amount of payroll deductions accumulated on behalf of each Participant that would otherwise be used to purchase stock and the Plan shall terminate. Upon such termination or any other termination of the Plan, all payroll deductions not used to purchase stock will be refunded, without interest.

20. NOTICE TO COMPANY OF DISQUALIFYING DISPOSITION.

By electing to participate in the Plan, each Participant agrees to notify the Company in writing immediately after the Participant transfers Common Stock acquired under the Plan, if such transfer occurs within two years after the first business day of the Purchase Period in which such Common Stock was acquired. Each Participant further agrees to provide any information about such a transfer as may be requested by the Company or any subsidiary corporation in order to assist it in complying with the tax laws. Such dispositions generally are treated as “disqualifying dispositions” under Sections 421 and 424 of the Code, which have certain tax consequences to Participants and to the Company and its participating Subsidiaries. The Participant acknowledges that the Company may send a Form W-2, or substitute therefor, as appropriate, to the Participant with respect to any income recognized by the Participant upon a disqualifying disposition of Common Stock.

21. WITHHOLDING OF ADDITIONAL INCOME TAXES.

By electing to participate in the Plan, each Participant acknowledges that the Company and its participating Subsidiaries are required to withhold taxes with respect to the amounts deducted from the Participant’s compensation and accumulated for the benefit of the Participant under the Plan and each Participant agrees that the Company and its participating Subsidiaries may deduct additional amounts from the Participant’s compensation, when amounts are added to the Participant’s account, used to purchase Common Stock or refunded, in order to satisfy such withholding obligations. Each Participant further acknowledges that when Common Stock is purchased under the Plan, the Company and its participating Subsidiaries may be required to withhold taxes with respect to all or a portion of the difference between the fair market value of the Common Stock purchased and its purchase price, and each Participant agrees that such taxes may be withheld from compensation otherwise payable to such Participant. It is intended that tax withholding will be accomplished in such a manner that the full amount of payroll deductions elected by the Participant under Section 6 will be used to purchase Common Stock. However, if amounts sufficient to satisfy applicable tax withholding obligations have not been withheld from compensation otherwise payable to any Participant, then, notwithstanding any other provision of the Plan, the Company may withhold such taxes from the Participant’s accumulated payroll deductions and apply the net amount to the purchase of Common Stock, unless the Participant pays to the Company, prior to the exercise date, an amount sufficient to satisfy such withholding obligations. Each Participant further acknowledges that the Company and its participating Subsidiaries may be required to withhold taxes in connection with the disposition of stock acquired under the Plan and agrees that the Company or any participating subsidiary may take whatever action it considers appropriate to satisfy such withholding requirements, including deducting from compensation otherwise payable to such Participant an amount sufficient to satisfy such withholding requirements or conditioning any disposition of Common Stock by the

Participant upon the payment to the Company or such subsidiary of an amount sufficient to satisfy such withholding requirements.

22. GENERAL.

Whenever the context of this Plan permits, the masculine gender shall include the feminine and neuter genders.

Approved by the Board of Directors: November 19, 1997; June 15, 1998; June 11, 1999;
April 17, 2001; June 20, 2005

Approved by the Stockholders: December 18, 1997

CONFIDENTIAL
SEPARATION AGREEMENT AND GENERAL RELEASE

Mercury Computer Systems, Inc. ("COMPANY") and Robert Becker ("EMPLOYEE") hereby enter into this Separation Agreement and General Release.

The terms of this Agreement are as follows:

1. EMPLOYEE'S employment with COMPANY will terminate on August 5, 2005. EMPLOYEE received notification June 10, 2005.
2. COMPANY hereby agrees to pay EMPLOYEE salary continuation for thirty nine weeks from scheduled termination date (08/05/05) through May 5, 2006. Salary to be paid bi-weekly less appropriate deductions for state and federal withholding and other applicable taxes.
3. In addition, EMPLOYEE shall receive the following benefits through the end of the salary continuation period to the same extent and level he received as of his last active day of employment:
 - + Medical, dental, and prescription drug coverage will continue provided that EMPLOYEE pays the customary premiums required of active COMPANY employees.
 - + Group life, supplemental life, and health and dependent care FSA.
 - + As of the last day of active employment (08/05/05) EMPLOYEE'S contribution to the COMPANY'S 401K Plan ceases, and the COMPANY'S matching contribution to such plan will also cease. The balance in the EMPLOYEE'S 401 K Plan account as of the last day of active employment will discontinue vesting.
 - + EMPLOYEE eligible for 26 weeks of executive outplacement services, firm TBD.
 - + EMPLOYEE eligible to receive FY'05 MBO bonus (TBD), your FY'05 LTIP bonus (per plan document, TBD), and the FY'05, Q4 Corporate Bonus (TBD).

NOTE: EMPLOYEE will discontinue vesting in the COMPANY'S stock option plan and must exercise vested options granted before 06/03/02 within 10 days (08/15/05) and options granted after 06/03/02 within 90 days 11/03/05.

In addition, EMPLOYEE'S employment must remain active through 08/05/05 to receive any of

the preceding salary continuation described in #2, and associated benefits outlined in #3. The option vesting and exercise dates will also be adjusted to reflect the new termination date.

4. In response to any request for employment verification, EMPLOYEE will direct any request to the Director, Human Resources, who shall confirm EMPLOYEE'S dates of employment and position title.
5. COMPANY will not contest EMPLOYEE's application for unemployment benefits. EMPLOYEE understands that any decision as to EMPLOYEE's receipt of unemployment benefits is made not by the COMPANY, but by the Division of Unemployment Assistance ("DUA"). Therefore, any decision by the DUA shall not be grounds for invalidating this Agreement.
6. In consideration for the above, EMPLOYEE releases and forever discharges COMPANY and its parent corporations, subsidiaries, affiliates, officers, agents, employees, successors and assigns, from any and all claims, causes of action, demands or liabilities of any kind or nature, including but not limited to claims under the Age Discrimination in Employment Act, which arise out of EMPLOYEE'S employment with COMPANY, or the termination of such employment. This release shall not constitute a waiver of EMPLOYEE's claims: (a) for unemployment benefits; (b) for benefits which have vested under any employee benefit plan maintained by COMPANY as of the EMPLOYEE's termination date; (c) for indemnification or defense under any law, by-law, article of incorporation or contract; or (d) to enforce the terms of this Agreement. Per the Mercury Confidentiality Agreement, EMPLOYEE will not, for a period of one year from execution of this Agreement, induce or attempt to induce any employee, consultant, sales representative or other associate of COMPANY, to terminate his/her relationship or breach his/her agreements with COMPANY, or perform work or services for EMPLOYEE or a competitor of COMPANY. EMPLOYEE agrees that he will not initiate or take any action, or initiate or make any statements to any third party, that would be disparaging of or otherwise harmful to the interests of COMPANY, its products or services, or its employees, officers or directors.
7. COMPANY agrees that it will not initiate or take any action, or initiate or make any statements to any third party, that would be disparaging of or otherwise harmful to the interests of EMPLOYEE.

8. EMPLOYEE acknowledges that he has read and understands this Agreement and Release; that he has been offered forty-five (45) days to review and sign this Agreement and Release (07/25/05); that he has been advised to have it reviewed by an attorney of his choosing; and that he may revoke this Agreement and Release in writing within seven (7) days of signing it.

/s/ Robert Becker 7/19/05

EMPLOYEE Date

/s/ David Volz 06/10/05

COMPANY Date

[Illegible Signature]

Witness

YOU ARE ADVISED TO CONSULT AN ATTORNEY BEFORE SIGNING THIS RELEASE

MERCURY COMPUTER SYSTEMS, INC.
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Dollars in thousands)

	Year Ended June 30, 2001	Year Ended June 30, 2002	Year Ended June 30, 2003	Year Ended June 30, 2004	Year Ended June 30, 2005	Three Months Ended September 30, 2005
Income before income taxes	\$ 45,124	\$ 21,983	\$ 32,870	\$ 32,233	\$ 43,123	\$ 4,809
Fixed charges:						
Interest expense	1,065	987	923	1,441	4,166	1,036
Rentals:						
Buildings, office equipment and other	169	203	310	366	593	186
Total fixed charges	\$ 1,234	\$ 1,190	\$ 1,233	\$ 1,807	\$ 4,759	\$ 1,222
Income before income taxes plus fixed charges	\$ 46,358	\$ 23,173	\$ 34,103	\$ 34,040	\$ 47,882	\$ 6,031
Ratio of earnings to fixed charges (A)	37.6	19.5	27.7	18.8	10.1	4.9

(A) The ratio of earnings to fixed charges is calculated by dividing (a) earnings before income taxes and fixed charges by (b) fixed charges. Fixed charges include interest expense under operating leases the Company deems a reasonable approximation of the interest factor.

CERTIFICATION

I, James R. Bertelli, President and Chief Executive Officer of Mercury Computer Systems, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mercury Computer Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2005

/s/ JAMES R. BERTELLI

James R. Bertelli
PRESIDENT AND CHIEF EXECUTIVE OFFICER
[PRINCIPAL EXECUTIVE OFFICER]

CERTIFICATION

I, Robert E. Hult, Senior Vice President and Chief Financial Officer of Mercury Computer Systems, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mercury Computer Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2005

/s/ ROBERT E. HULT

Robert E. Hult
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER
[PRINCIPAL FINANCIAL OFFICER]

Mercury Computer Systems, Inc.
Certification Pursuant To
18 U.S.C. Section 1350,
As Adopted Pursuant To
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Mercury Computer Systems, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2005 as filed with the Securities and Exchange Commission (the "Report"), we, James R. Bertelli, President and Chief Executive Officer of the Company, and Robert E. Hult, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18, United States Code, that to our knowledge the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2005

/s/ JAMES R. BERTELLI

James R. Bertelli
PRESIDENT AND CHIEF EXECUTIVE OFFICER

/s/ ROBERT E. HULT

Robert E. Hult
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.