

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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

Date of report (Date of earliest event reported) August 2, 2005

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**Mercury Computer Systems, Inc.**

(Exact Name of Registrant as Specified in Charter)

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

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

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

**199 Riverneck Road, Chelmsford, Massachusetts**  
(Address of Principal Executive Offices)

**01824**  
(Zip Code)

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

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

The management of Mercury Computer Systems, Inc. ("Mercury") will present an overview of the Company's business on Tuesday, August 2, 2005 at the Adams Harkness 25<sup>th</sup> Annual Summer Seminar. Attached as Exhibit 99.1 to this Current Report on Form 8-K (the "Report") is a copy of the slide presentation to be made by Mercury at the conference.

This information is being furnished pursuant to Item 7.01 of this Report and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section and will not be incorporated by reference into any registration statement filed by Mercury under the Securities Act of 1933, as amended, unless specifically identified as being incorporated therein by reference. This Report will not be deemed an admission as to the materiality of any information in this Report that is being disclosed pursuant to Regulation FD.

Please refer to page 2 of Exhibit 99.1 for a discussion of certain forward-looking statements included therein and the risks and uncertainties related thereto.



EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Presentation Materials dated August 2, 2005 *

\* Filed herewith.

Computer Systems, Inc.  
**MERCURY**

*The Ultimate Performance Machine*

**Adams Harkness 25<sup>th</sup> Annual  
Summer Seminar  
August 2, 2005**

**Jay Bertelli, Chief Executive Officer  
Bob Hult, Chief Financial Officer**



EXHIBIT 99.1

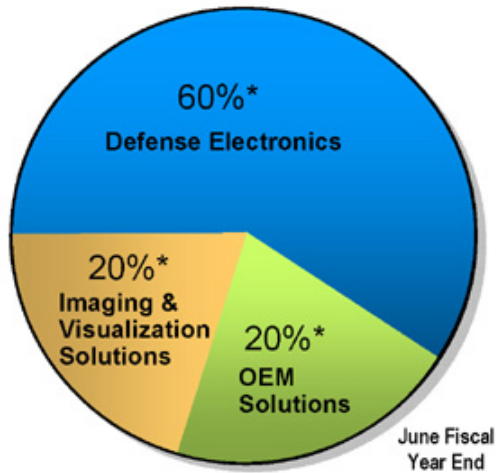
# Forward-Looking Safe Harbor Statement

This presentation contains certain forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995, including those relating to anticipated fiscal 2006 business performance and the result of acquisitions. You can identify these statements by our use of the words "may," "will," "should," "plans," "expects," "anticipates," "continue," "estimate," "project," "intend," and similar expressions. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or anticipated. Such risks and uncertainties include, but are not limited to, general economic and business conditions, including unforeseen economic weakness in the Company's markets, effects of continued geo-political unrest and regional conflicts, competition, changes in technology and methods of marketing, delays in completing various engineering and manufacturing programs, changes in customer order patterns, changes in product mix, continued success in technological advances and delivering technological innovations, continued funding of defense programs, timing of such funding, market acceptance of the Company's products, shortages in components, production delays due to performance quality issues with outsourced components, failure of the parties to satisfy the closing conditions related to the Echotek Corp. acquisition, inability to fully realize the expected benefits from acquisitions or delays in realizing such benefits, challenges in integrating acquired businesses and achieving anticipated synergies, difficulties in retaining key employees and customers, and various other factors beyond the Company's control. These risks and uncertainties also include such additional risk factors as are discussed in the Company's recent filings with the U.S. Securities and Exchange Commission, including its Quarterly Report on Form 10-Q for the quarter ended March 31, 2005. The Company cautions readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made. The Company may, in its discretion, provide information in future public announcements regarding its outlook that may be of interest to the investment community. The format and extent of future outlooks may be different from the format and extent of the information contained in this release.

References by the Company to non-GAAP operating income and non-GAAP earnings per share refer to costs and expenses or earnings per share excluding equity-based compensation cost. GAAP requires that this cost be included in costs and expenses and accordingly used to determine operating income and earnings per share. The Company's management uses non-GAAP operating income, and associated non-GAAP net income (which is the basis for non-GAAP earnings per share) to make operational and investment decisions, and the Company believes that they are among several useful measures for an enhanced understanding of its operating results. Excluding the equity compensation cost from GAAP operating income will enable investors to perform a meaningful comparison of the Company's operating results to prior periods. In these prior periods, the Company's GAAP financial results were not required to include expenses associated with stock option compensation, and now these expenses will be included within operating expenses in the GAAP presentation. The Company also believes that providing non-GAAP earnings per share affords investors a view of earnings that may be more easily compared to peer companies. The Company believes these non-GAAP measures will aid investors' overall understanding of its financial results by providing a higher degree of transparency for certain expenses, particularly those related to equity-based compensation costs, as well as providing a level of disclosure that will help investors understand how the Company plans and measures its own business. However, non-GAAP net income should be construed neither as an alternative to GAAP net income or earnings per share as an indicator of its operating performance, nor as a substitute for cash flow from operations as a measure of liquidity, because the items excluded from the non-GAAP measures often have a material impact on the Company's results of operations. Therefore, management does, and investors should, use non-GAAP measures in conjunction with the Company's reported GAAP results.

# Company Overview

FY05 Revenues:  
\$250 M



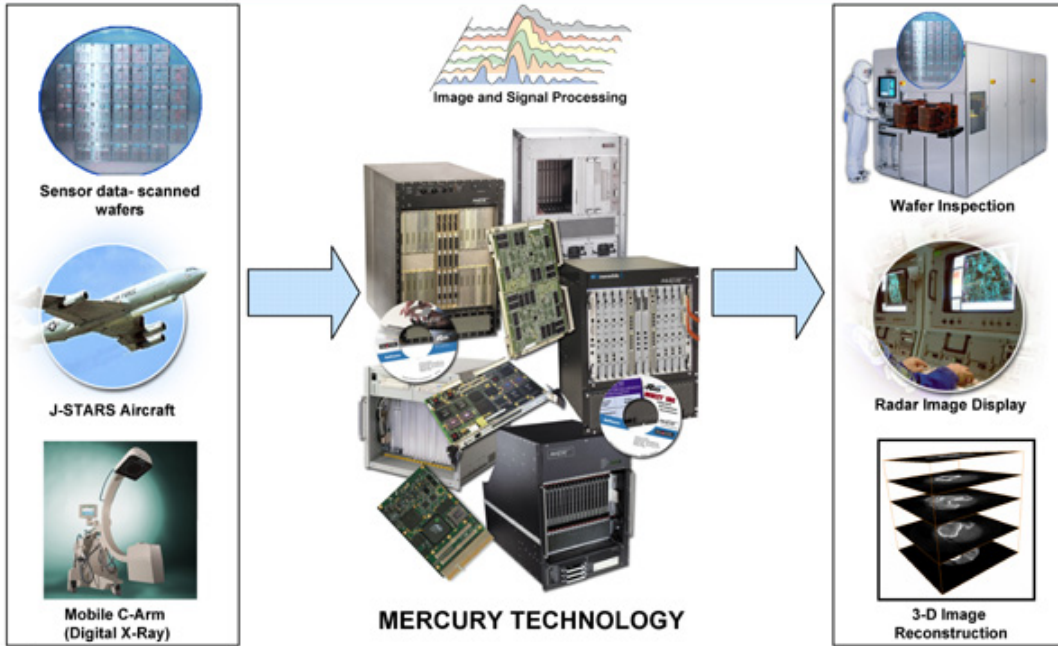
June Fiscal  
Year End

- Founded in 1981
- Leading provider of innovative, engineered computing solutions for compute-intensive applications
- Office locations in U.S., UK, France, Germany and Japan; R&D centers in U.S., France, and Germany
- 830 employees worldwide; 350 engineers
- Investment in knowledge of customer applications

*\*Approximate FY05 revenue composition*

# Mercury Technology in Action

Computer Systems, Inc.  
**MERCURY**  
The Ultimate Performance Machine





Computer Systems, Inc.  
**MERCURY**

*The Ultimate Performance Machine*



## Defense Electronics Group (DEG)

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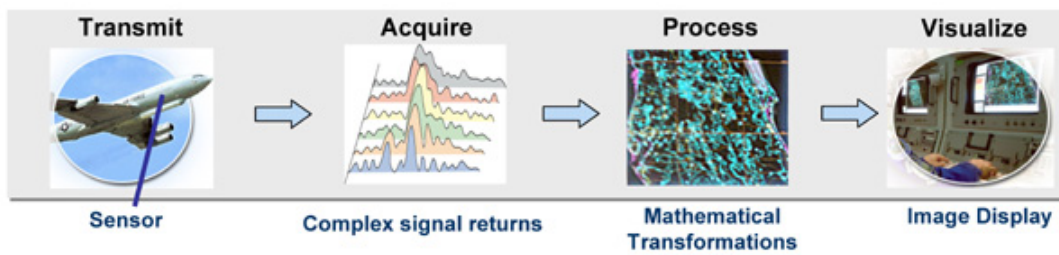


- **Deployed across all environments**
  - Air, land, and sea platforms
  - Commercial, rugged, and conduction- and spray-cooled configurations
- **Provide full life-cycle support**
  - From R&D through deployment
- **Positioned for growth**
  - Driving innovation for the next-generation applications



Representative

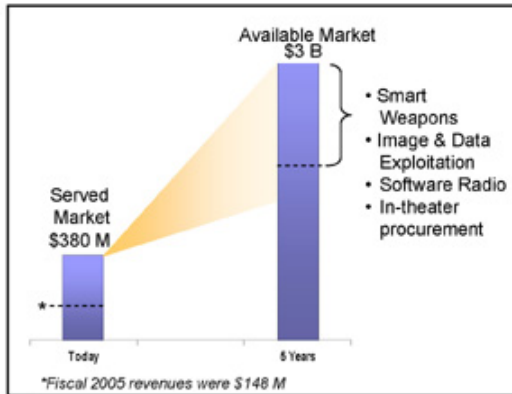
## Real-time signal and image processing applications



- **Sensor streaming**
- **Scalable**
- **Real time**
- **Embedded (real estate, environmental, cooling constraints)**

# DEG Growth Drivers

- DoD transformation agenda/ISR initiative
- Expansion to lower echelons
- Network Centric Warfare



## \$3 Billion Market Opportunity



Computer Systems, Inc.  
**MERCURY**

*The Ultimate Performance Machine*



## Imaging & Visualization Solutions (IVS)

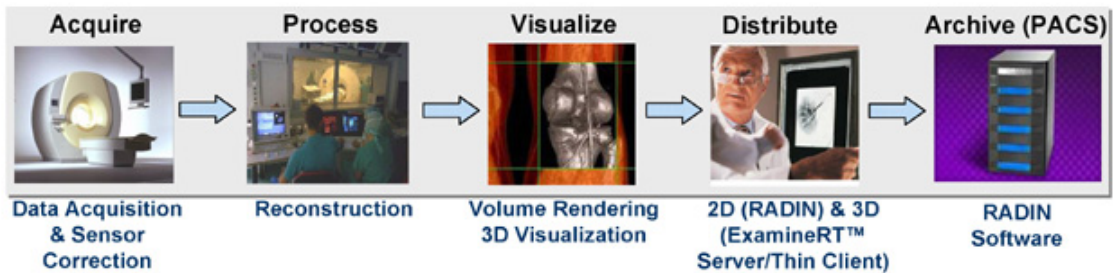
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# IVS Value Proposition

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Increase data throughput, dramatically accelerating imaging workflow



- Image reconstruction, processing, and visualization
- All steps from scanner output to end user
- Embedded components and integrated solutions
- Broad end-to-end medical systems OEM Solution portfolio

# Market Opportunities

Computer Systems, Inc.  
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The Ultimate Performance Machine

<p>Diagnostic medical imaging including molecular imaging</p> 	<p><b>PHILIPS</b>  <b>SIEMENS</b></p>
 <p>Interventional imaging and image-guided procedures</p>	<p> <b>Medtronic</b> <i>When Life Depends on Medical Technology</i>  <b>BrainLAB</b></p>
<p>Biotechnology including drug discovery and molecular dynamics</p> 	<p> <b>Pfizer</b>  <b>FEI COMPANY</b> <i>TOOLS FOR NANOTECH</i>  <b>ZEISS</b></p>
 <p>Picture archive and communication systems (PACS)</p>	<p> <b>FUJIFILM</b> <i>FUJIFILM Medical Systems USA</i>  <b>AGFA</b></p>
<p>Geosciences (oil &amp; gas) Simulation</p>	<p> <b>Schlumberger</b>  <b>Landmark</b> <i>A Halliburton Company</i></p>

- **Growing need for intensive computing capabilities**
  - Increased volume of data
  - Enhanced image accuracy
  - Real-time 3D: Interventional
- **Market opportunities**
  - Diagnostic Medical Imaging
  - Biotechnology
  - Geosciences
  - Picture Archiving and Communications Systems (PACS)



## \$1.7 Billion Market Opportunity





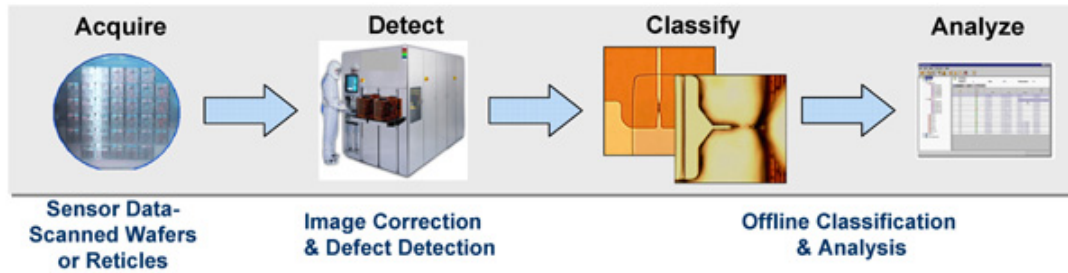
Computer Systems, Inc.  
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## OEM Solutions Group (OSG)



## Accelerating customers' advanced algorithms to market



- Searching for defects on silicon wafers or reticles
- Scalable compute, streaming I/O, and interconnect bandwidth
- Enabling customer algorithm performance enhancements
- Software-programmable solutions

**Delivering specialized processing solutions for demanding commercial OEM applications**

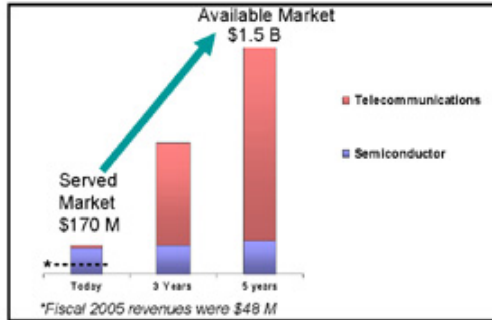
## **Semiconductor capital equipment market**

- Wafer and reticle inspection
  - Systems that process streaming data to find defects
- Mask writing
  - Systems that generate patterns to write to semiconductor and flat-panel masks

## **Communications computing market**

- Wireless infrastructure
  - Next-generation packet and signal processing solutions

- **Semiconductor capital equipment solutions**
  - Processing needs continue to outpace mainstream computing
  - Data rates and algorithm complexity increase
  - New applications on the horizon
  - Subject to market cyclicalty
- **New market opportunities in telecommunications**
  - Industry emerging from downturn
  - Equipment makers rely more on external innovation
  - New standards will replace proprietary implementations in data and user plane, e.g., RapidIO®



## \$1.5 Billion Market Opportunity



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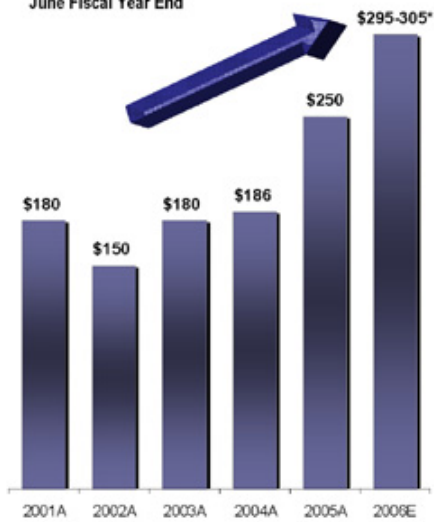
## Financial Overview

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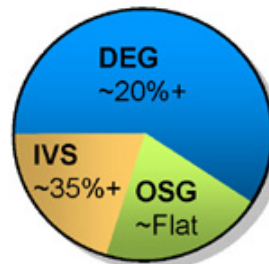
# Value Creation: Growth

Revenue (\$M)  
June Fiscal Year End



**2005: Record revenues**

**2006: Projected revenue growth 20%  
(at midpoint of guidance range)**



**FY06 projected growth rates**

*\*Per Company guidance, July 28, 2005 earnings press release*

## Fiscal 2005 Strong Performance

(\$M)	FY Ended June 30	
	2005	2004
Revenues	\$ 250.2	\$ 185.6
Gross Margin %	66.5%	66.2%
Op. Income	42.5	31.6
Net Income	\$ 30.2	\$ 22.9
EPS (diluted)	\$ 1.25	\$ 1.03

- Fiscal 2005 record revenues, 35% YOY growth
- Fiscal 2005 record operating profit, 32% YOY growth

# Fiscal Year 2006 Guidance

	Fiscal Year Ending June 30, 2006	
	GAAP	Non-GAAP
Revenues	\$295-305	\$295-305
Gross Margin Percent	66-67%	66-67%
Operating Income	12%	16%
EPS	\$0.97-1.02	\$1.35-1.40

- Impact of equity-based compensation costs related to FAS 123(R) excluded from Non-GAAP
- Acquisition-related amortization included in GAAP and Non-GAAP of approximately \$6 M.

**Notes:**

- 1) *Figures in millions, except percent and per share data which includes adjustment for contingent convertibles*
- 2) *Company guidance, July 28, 2005 Q4 earnings press release*



# Q1 Fiscal 2006 Guidance

	Quarter Ending September 30, 2005	
	GAAP	Non-GAAP
<b>Revenues</b>	<b>\$60-63</b>	<b>\$60-63</b>
<b>Operating Income</b>	<b>6%</b>	<b>10%</b>
<b>EPS</b>	<b>\$0.11-0.13</b>	<b>\$0.18-0.20</b>

- **Impact of equity-based compensation costs related to FAS 123(R) excluded from NON-GAAP**
- **Acquisition-related amortization included in GAAP and Non-GAAP of approximately \$1 M.**

**Notes:**

- 1) *Figures in millions, except percent and per share data which includes adjustment for contingent convertibles*
- 2) *Company guidance, July 28, 2005 Q4 earnings press release*

# Timeless Business Model

	FY04	FY05	Guidance FY06*	Timeless Business Model
<b>Revenue</b>	100%	100%	100%	<b>100%</b>
<b>Gross Margin</b>	67%	66%	66-67%	<b>66-67%</b>
<b>SG&amp;A</b>	30%	29%		<b>29-30%</b>
<b>R&amp;D</b>	21%	20%		<b>20-21%</b>
<b>Income from Operations</b>	17%	17%	16%	<b>16-18%</b>

*Notes:*

- 1) *Acquisition-related amortization of intangibles ~ 1%, ~1%, ~2% FY04, FY05, FY06, resp.*
- 2) *FY06 Non-GAAP guidance per July 28, 2005 earnings call. FY06 GAAP Income from operations 12%*

# Strong Balance Sheet

**Historically strong  
balance sheet**

**Supports open  
innovation growth  
agenda**

(Quarter ended June 30, 2005)

Cash and Equivalents	\$228
Total Current Assets	\$242
Total Assets	\$377
Total Debt	\$136
Total Liabilities	\$179
Stockholders' Equity	\$198

## Extend Mercury's capabilities with partnerships, alliances, and acquisitions

- Focused on Intellectual Property (IP), technology "fit"
- Accretive within first year
- Consider the size of the deal
- Integrate into the company



## Five recent acquisitions

- TGS Group, Advanced Radio Corporation, Momentum Computer, Inc., SoHard AG, Echotek Corp. (pending)



## Expanding list of alliances/partners

- IBM, NVIDIA Corporation, Ziehm Imaging, Massachusetts General Hospital (MGH)



- Strong competitive position in attractive and growing markets
- Diversified revenue base – defense and commercial
- Straightforward operating model and financial structure
- Strong balance sheet, operating cash flow with significant financing flexibility
- Open innovation strategy through partnerships and acquisitions to enhance capability to deliver solutions across target markets

**Sustain a 25% or better long-term revenue growth rate**

**www.mc.com**

**NASDAQ: MRCY**