



April 7, 2016

Mercury Systems Announces Pricing of Common Stock Offering

CHELMSFORD, Mass., April 07, 2016 (GLOBE NEWSWIRE) -- Mercury Systems, Inc. (NASDAQ:MRCY) ("Mercury" or the "Company"), today announced that it priced its previously announced underwritten public offering of 4,500,000 shares of its common stock at \$19.25 per share. The offering includes a 30-day option for the underwriters to purchase up to an additional 675,000 shares of common stock at the same per share price. The offering is expected to close on April 13, 2016, subject to customary conditions.

Mercury intends to use the net proceeds of the offering to fund a portion of the previously announced proposed acquisition of the embedded security, RF and microwave, and custom microelectronics businesses of Microsemi, and to pay related expenses and for general corporate purposes.

Citigroup Global Markets Inc. and BofA Merrill Lynch are acting as joint book-running managers and representatives of the underwriters for the common stock offering. KeyBanc Capital Markets is also acting as a joint book-running manager for the common stock offering. William Blair, Sterne Agee CRT, SunTrust Robinson Humphrey, Inc. and Drexel Hamilton, LLC are acting as co-managers for the common stock offering.

This offering is being made pursuant to an effective shelf registration statement previously filed with the U.S. Securities and Exchange Commission ("SEC") on August 15, 2014, and a preliminary prospectus supplement filed with the SEC on April 4, 2016, copies of which may be obtained from Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or telephone: (800) 831-9146, BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attn: Prospectus Delivery Department or email: dg.prospectus_requests@baml.com or KeyBanc Capital Markets, Attention: Prospectus Delivery Department, 127 Public Square, 4th Floor, Cleveland, OH 44114 or telephone: (800) 859-1783 or through the SEC's website at www.sec.gov. A final prospectus supplement relating to the offering will also be filed with the SEC and, when available, may be obtained by contacting the parties above. Before you invest, you should read the prospectus in the registration statement and other documents Mercury has filed with the SEC for more complete information about Mercury and the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Mercury, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities law jurisdiction.

Mercury Systems — Innovation That Matters™

Mercury Systems (NASDAQ:MRCY) is a leading commercial provider of secure processing subsystems designed and made in the USA. Optimized for customer and mission success, Mercury's solutions power a wide variety of critical defense and intelligence programs. Headquartered in Chelmsford, Mass., Mercury is pioneering a next-generation defense electronics business model specifically designed to meet the industry's current and emerging technology needs.

Forward-Looking Safe Harbor Statement

This press release contains certain forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995, including those relating to the transactions described herein. You can identify these statements by the use of the words "may," "will," "could," "should," "would," "plans," "expects," "anticipates," "continue," "estimate," "project," "intend," "likely," "forecast," "probable," "potential," 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, continued funding of defense programs, the timing and amounts of such funding, general economic and business conditions, including unforeseen weakness in the Company's markets, effects of continued geopolitical unrest and regional conflicts, competition, changes in technology and methods of marketing, delays in completing engineering and manufacturing programs, changes in customer order patterns, changes in product mix, continued success in technological advances and delivering technological innovations, changes in, or in the U.S. Government's interpretation of, federal export control or procurement rules and regulations, market acceptance of the Company's products, shortages in components, production delays or unanticipated expenses due to performance quality issues with outsourced components, inability to fully realize the expected benefits from acquisitions and restructurings, or delays in realizing such benefits, challenges in integrating acquired businesses and achieving anticipated synergies, changes to export regulations, increases in tax rates, changes to generally accepted accounting principles, difficulties in retaining key employees and customers, unanticipated costs under fixed-price service and system integration engagements,

and various other factors beyond our control; our ability to complete the other financing transactions necessary to consummate and fund the acquisition of the Carve-Out Business; failure to integrate and achieve expected benefits of the acquisition of the Carve-Out Business; incurrence of significant expenses to acquire and integrate the Carve-Out Business; decline in market price of the Company's common stock as a result of the acquisition of the Carve-Out Business; risks relating to the combined company's substantial indebtedness following the completion of the acquisition; delay or failure in completing the acquisition; and other risks that are described. These risks and uncertainties also include such additional risk factors as are discussed in the Company's filings with the SEC, including its Annual Report on Form 10- K for the fiscal year ended June 30, 2015. 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.

Gerry Haines, CFO
Mercury Systems, Inc.
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