

MERCURY COMPUTER SYSTEMS INC  
Form S-8 POS  
November 23, 2005

As filed with the Securities and Exchange Commission on November 23, 2005

Registration No. 333-124294

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**MERCURY COMPUTER SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Massachusetts**  
(State of Incorporation)

**04-2741391**  
(I.R.S. Employer Identification Number)

**199 Riverneck Road**  
**Chelmsford, Massachusetts 01824**

(978) 256-1300

(Address of Principal Executive Offices)

**MERCURY COMPUTER SYSTEMS, INC.**

**1997 STOCK OPTION PLAN**

(Full Title of the Plan)

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**Anthony J. Medaglia, Jr., Esq.**

**Goodwin Procter LLP**

**Exchange Place**

**Boston, Massachusetts 02109**

**(617) 570-1000**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

**EXPLANATORY NOTE**

Mercury Computer Systems, Inc. (the Company) is filing this post-effective amendment to deregister the securities originally registered pursuant to the Registration Statement on Form S-8 (File No. 333-124294), filed with the Securities and Exchange Commission on April 25, 2005 by the Company (the Registration Statement) with respect to shares of the Company's common stock, par value \$0.01 per share (Common Stock), thereby registered for issuance under the Company's 1997 Stock Option Plan, as amended (the 1997 Plan). An aggregate of 1,000,000 shares of Common Stock were registered for issuance under the 1997 Plan pursuant to the Registration Statement.

On November 14, 2005, the Company's shareholders approved the Company's 2005 Stock Incentive Plan (the 2005 Plan), which replaces the 1997 Plan as of the date of approval. Following the approval of the 2005 Plan, no future awards will be made under the 1997 Plan. The maximum number of shares of Common Stock reserved and available for issuance under the 2005 Plan includes the shares available for issuance under the 1997 Plan, as of the effective date of the 2005 Plan. The total number of shares available for grant under the 1997 Plan on that date was 1,942,264 shares (the Carried Forward Shares). The Carried Forward Shares include the 1,000,000 shares registered under the Registration Statement, which are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Registration Statement, the Company is filing a Registration Statement on Form S-8 to register the Carried Forward Shares for issuance pursuant to the 2005 Plan.



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Russell K. Johnsen

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Director

November 23, 2005

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Sherman N. Mullin

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Director

November 23, 2005

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Lee C. Steele

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Director

November 23, 2005

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Richard P. Wishner

\*By: /s/ James R. Bertelli

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James R. Bertelli, Attorney-in-Fact

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
24.1	Powers of Attorney (included on the signature page to the Registration Statement on Form S-8 previously filed on April 25, 2005)