System justification theory suggests that advantaged groups in society frequently express ingroup favoritism and outgroup bias, whereas disadvantaged groups express outgroup favoritism. These tendencies are likely to occur when individuals are motivated to perceive the system as legitimate. This motivation is driven by uncertainty regarding unstable systems. Mindfulness practices emphasize open acceptance and awareness of thoughts and experiences. Participation in mindfulness can engender, among other things, greater acceptance of outgroup members. The current study examined whether mindful-compassion practice reduced system justification, and whether system threat undermined this influence. Unexpectedly, the results suggest that mindful-compassion lead to more favorable intergroup attitudes under high system threat (i.e., lower race-system justification, lower negative attitudes, and higher othergroup orientation). In addition, interactions for negative racial attitudes and othergroup orientation were qualified by internal motivation to control prejudice. This study was the first to experimentally test the impact of mindfulness on system justification. In addition, it is the first to examine empirically whether compassion meditation is associated with assessments of unjust social systems and attitudes toward ethnic outgroup members, and the extent to which system threat undermines this effect.