

GORDON MITCHELL I
Form 4
August 14, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON MITCHELL I

2. Issuer Name and Ticker or Trading Symbol
MESA AIR GROUP INC [MESA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
410 N. 44TH STREET, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

PHOENIX, AZ 85008

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | | | | | 1,488 | D | |
| Common Stock | 08/10/2018 | | A | | 28,891 (2) (3) | A | \$ 0 30,379 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 08/10/2018 | | D ⁽¹⁾ | 14,648 | <u>(1)</u> <u>(1)</u> | Common Stock |
| Stock Appreciation Rights | \$ 6.4 | 08/10/2018 | | D ⁽²⁾ | 25,000 | <u>(2)</u> 07/20/2025 | Common Stock |
| Stock Appreciation Rights | \$ 7.1 | 08/10/2018 | | D ⁽³⁾ | 25,000 | <u>(3)</u> 01/18/2026 | Common Stock |
| Stock Appreciation Rights | \$ 5.5 | 08/10/2018 | | D ⁽⁴⁾ | 27,381 | <u>(4)</u> 01/16/2027 | Common Stock |
| Restricted Stock Award | \$ 0 | 08/10/2018 | | D ⁽⁵⁾ | 2,978 | <u>(5)</u> <u>(5)</u> | Common Stock |
| Restricted Stock Award | \$ 0 | 08/10/2018 | | A ⁽⁶⁾ | 33,575 | 01/16/2019 <u>(6)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON MITCHELL I 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008 | | X | | |

Signatures

/s/ Mitchell I.
Gordon

08/14/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The restricted stock units under this grant were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.
- (2) The stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

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- The vested stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the
- (3) 2018 Equity Incentive Plan in a grant dated August 10, 2018. Stock appreciation rights for 8,335 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- The vested stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the
- (4) 2018 Equity Incentive Plan in a grant dated August 10, 2018. Stock appreciation rights for 18,253 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (5) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

- A restricted stock award was granted under the 2018 Equity Incentive Plan in a grant dated August 10, 2018, and vests as follows: 4,883
- (6) shares on January 16, 2019; 10,170 shares on January 21, 2019; 1,488 shares on January 23, 2019; 4,882 shares on January 16, 2020; 5,780 shares on January 21, 2020; 1,490 shares on January 23, 2020; and 4,882 shares on January 16, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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