

Mistras Group, Inc.  
Form 4  
September 12, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Keefe Michael C

(Last) (First) (Middle)

C/O MISTRAS GROUP, 195  
CLARKSVILLE ROAD

(Street)

PRINCETON JUNCTION, NJ 08550

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Mistras Group, Inc. [MG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/08/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, General Counsel

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

**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 (A) or (D) Price   |  |                                   |
| Common Stock                    | 09/08/2016                           |  | C                              |   | 7,592<br>(1)  | A  | \$ 0 60,413 D                     |
| Common Stock                    | 09/08/2016                           |  | F                              |   | 3,679<br>(2)  | D  | \$ 24.6 56,734 D                  |

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

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(9-02)

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

| 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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Share Unit                     | \$ 0   | 09/08/2016                           |  | C                              | 7,592<br>(1)  | (3) (3)  | Common Stock 7,592  |
| Performance Share Unit                     | \$ 0   | 09/08/2016                           |  | J(4)                           | 25,534<br>(4)   | (3) (3)  | Common Stock 25,534   |
| Performance Share Unit                     | \$ 0   | 09/08/2016                           |  | J(4)                           | 9,777<br>(4)  | (5) (5)  | Common Stock 9,777  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Keefe Michael C<br>C/O MISTRAS GROUP<br>195 CLARKSVILLE ROAD<br>PRINCETON JUNCTION, NJ 08550 |               |           | EVP, General Counsel |       |

## Signatures

Michael C. Keefe 09/12/2016

\*\*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) Transaction represents the settlement of performance share units granted January 21, 2014 that were earned and vested for the one and two year cycles.
- (2) Represents shares withheld for payment of tax liability as a result of the settlement of performance share units earned and vested.
- (3) These performance share units vested to the extent earned on or about September 8, 2016.
- (4) Transaction represents the expiration and surrender of performance share units unearned.
- (5) These performance share units vest to the extent earned on or about September 7, 2017.

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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