

ORNSTEIN JONATHAN G  
Form 4  
August 14, 2018

**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 \*  
ORNSTEIN JONATHAN G

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)  
Chairman and CEO

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	(A) or (D)	Price
Common Stock					548,550	D	
Common Stock	08/10/2018		A		255,457 (2) (3)	A	\$ 0 804,007

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

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(9-02)

**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 Underlying (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Restricted Stock Units	\$ 0	08/10/2018		D <sup>(1)</sup>		45,808	<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Appreciation Rights	\$ 1.6	08/10/2018		D <sup>(2)</sup>		250,000	<u>(2)</u>	01/20/2024	Common Stock
Stock Appreciation Rights	\$ 6.8	08/10/2018		D <sup>(3)</sup>		250,000	<u>(3)</u>	07/20/2025	Common Stock
Stock Appreciation Rights	\$ 7.1	08/10/2018		D <sup>(4)</sup>		250,000	<u>(4)</u>	01/18/2026	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D <sup>(5)</sup>		75,000	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D <sup>(6)</sup>		57,973	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D <sup>(7)</sup>		75,405	<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		A		407,654		01/21/2019 <u>(8)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORNSTEIN JONATHAN G 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008	X		Chairman and CEO	

## Signatures

/s/ Jonathan G. Ornstein  
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.
- (3) 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.
- (4) The vested 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. Stock appreciation rights for 83,335 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.
- (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.
- (6) 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.
- (7) The restricted stock units 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.
- (8) A restricted stock award was granted under the 2018 Equity Incentive Plan in a grant dated August 10, 2018, and vests as follows: 43,889 shares on January 21, 2019; 155,106 shares on June 1, 2019; 37,500 shares on July 21, 2019; 97,133 shares on June 1, 2020; 37,500 shares on July 21, 2020; and 36,526 shares on June 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.