

MESA AIR GROUP INC  
Form 8-K  
June 11, 2008

**Table of Contents**

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): June 11, 2008**

**MESA AIR GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-15495**  
(Commission  
File Number)  
**410 North 44th Street, Suite 100**  
**Phoenix, Arizona, 85008**  
(Address of Principal Executive Offices)  
(Zip Code)

**85-0302351**  
(IRS Employer  
Identification No.)

Registrant's telephone number, including area code: **(602) 685-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**TABLE OF CONTENTS**

Item 8.01 Other Events

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EX-99.1

EX-99.2

---

**Table of Contents**

**Item 8.01 Other Events**

On June 11, 2008, Mesa Air Group, Inc. (the Company) notified U.S. Bank National Association, which serves as trustee pursuant to that certain Indenture dated as of June 16, 2003, as amended, that in the event any holders of the Company's Senior Convertible Notes due 2023 (the Notes) exercise their rights to require the Company to repurchase their Notes on June 16, 2008 at a price of \$387.27 per \$1,000 Note plus any accrued and unpaid cash interest (the Purchase Price), the Company elects to pay 100% of the aggregate Purchase Price in cash.

Holders of Notes will receive a notice of election from U.S. Bank containing important information related to the repurchase, as well as a form of purchase notice to be completed by holders that desire the Company to repurchase their Notes. For such holders' convenience, a copy of each of the notice of election and form of purchase notice is filed as an exhibit to this current report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<b>99.1</b>	Notice of Election
<b>99.2</b>	Form of Purchase Notice

---

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MESA AIR GROUP, INC.**

Date: June 11, 2008

By: /s/Brian S. Gillman

Name BRIAN S. GILLMAN

Title: Executive Vice President, General Counsel and Secretary