UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

PHOENIX (c)y AZ 85008 In Antendencie Loade 00 Organize Feed (MONDURGYTER) (c)y 0.10000000 0000000000000000000000000000			eporting Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC</u> [MESA]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
PHOENIX (c)y AZ 85008 In Antendencie Loade 00 Organize Feed (MONDURGYTER) (c)y 0.10000000 0000000000000000000000000000															below) below)					
Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Data 2. Transaction Data 3. Transaction Data 3. Transaction Data 3. Transaction Data 5. Securities Acquired (A) or Beneficially Owned (B)	(Street) PHOENIX AZ 85008						4. If Amendment, Date of Original Filed (Month/Day/Year)								X Form filed by One Reporting Person					
1. Title of Security (Instr. 3) 2. Transaction $\frac{1}{1000} \frac{1}{10000000000000000000000000000000000$	(City)	(Sta	-						• • • •				<u> </u>							
Image: constraint of the sector of the se	1. Title of Security (Instr. 3) Date						action 2A. Deemed Execution Date, Day/Year) if any			3. 4. Securities Acquire Transaction Code (Instr.			A) or	5. Amount of Securities Beneficially Owned Following		Form: Direct (D) or Indirect		Indirect Beneficial Ownership		
Common Stock 08/10/2018 Image: Common Stock 08/10/2018 Image: Common Stock Na 2 255,457(2/6) A \$ \$ 804,007 D Image: Common Stock D List and stock on the Current S									Code	v	Amount		Price	Transaction(s)				(Instr. 4)		
Table II - Derivative Securities Acquired, Dispose of nor Boneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Price of decurities 8. Winder of Scurities 8. Price of decurities 8. Price of decurities 8. Price of decurities 8. Winder of decurities 1. Title of Scurities 8. Price of decurities 9. Price of de	Common Stock													548,550		I	D			
(c.g., puts, curvers), survers), survers), survers) Surversion, surversion	Common Stock 08/10/						8 A 255,457 ⁽²⁾⁽³⁾ A \$ 0.00 804,00		007	7 D										
Derivative (instr. 3) Date price of security (instr. 3) Derivative security (instr. 3)	1. Title of	2.	3. Transaction		(e.g., p		alls, wai	rrants,	optio	ns, c	onvertible	securit	ies)		9. Numbe	er of	10.	11. Nature		
Image: series of the series	Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	ate, Trai Cod		Derivative Securities Acquired (A) or Disposed of (D)		Expiration D		ate	of Securit Underlyin Derivative	ies g Security	Derivative Security	Securities Beneficially Owned Following	re es ally g	Ownership Form: Direct (D) or Indirect	Beneficial Ownership ct (Instr. 4)		
Stock Units Stock 45,008 CO CO Stock 45,008 Stock					Cod	ie V	(A)	(D)		isable		Title	or Number	t T (Transact	action(s)				
Appreciation Rights \$1.6 08/10/2018 $D^{(2)}$ $D^{$	Restricted Stock Units	\$0.00	08/10/2018		D ⁽¹	L)		45,808	(1)	(1)		45,808	\$0.00	0		D			
Appreciation Rights $\$ 6.8$ $08/10/2018$ $D^{(3)}$ $D^{(3)}$ $250,000$ (3) $07/20/202$ $Common$ Stock $250,000$ $\$ 0.00$ 0 D D Stock Appreciation Rights $\$ 57.1$ $08/10/2018$ $D^{(4)}$ $D^{(4)}$ $250,000$ (4) $01/18/2026$ $Common$ Stock $250,000$ $\$ 0.00$ 0 D D Restricted Stock Award $\$ 0.00$ $08/10/2018$ $D^{(5)}$ $D^{(5)}$ $250,000$ (4) $D/18/2026$ $Common$ Stock $250,000$ $\$ 0.00$ 0 D D Restricted Stock Award $\$ 0.00$ $08/10/2018$ $D^{(5)}$ D 7.5000 $6(6)$ $Common$ Stock 57.973 $\$ 0.00$ 0.00 0.00 D D Restricted Stock Award $\$ 0.00$ $08/10/2018$ $D^{(5)}$ $D^{(5)}$ (6) $Common$ Stock 57.973 $\$ 0.00$ 0.00 D D Restricted Stock Award $\$ 0.00$ $08/10/2018$ A D T T T	Stock Appreciation Rights	\$1.6	08/10/2018		D(2	2)		250,000	(2)	01/20/2024		250,000	\$0.00	0		D			
Appreciation \$\mathbf{S}7.1 08/10/2018 D ⁽⁴⁾ D ⁽⁴⁾ 250,000 (4) 01/18/2026 Common Stock 250,000 \$\mathbf{s}0.00 0 D D Restricted Stock Award \$\mathbf{s}0.00 08/10/2018 D ⁽⁵⁾ D 75,000 (5) Common Stock Common Stock 75,000 \$\mathbf{s}0.00 0 D D Restricted Stock Award \$\mathbf{s}0.00 08/10/2018 D ⁽⁶⁾ D 57,973 (6) Common Stock 67,973 \$\mathbf{s}0.00 0 D D Restricted Stock Award \$\mathbf{s}0.00 08/10/2018 D ⁽⁶⁾ D ⁽⁷⁾ S7,973 (6) Common Stock S7,973 \$\mathbf{s}0.00 0 D D Restricted Stock Award \$\mathbf{s}0.00 08/10/2018 D ⁽⁷⁾ S7,973 (6) Common Stock S7,973 \$\mathbf{s}0.00 0 D D Restricted Stock Award \$\mathbf{s}0.00 08/10/2018 D ⁽⁷⁾ S7,973 (7) Common Stock S7,973 \$\mathbf{s}0.00 0 D D D D D D	Stock Appreciation Rights	\$6.8	08/10/2018	08/10/2018 D ⁽³⁾			250,000	0 (3)		07/20/2025		250,000	\$0.00	0		D				
Stock Award Stole O8/10/2018 D/0 D/0 C/1 C/1 <thc 1<="" th=""> C/1 C/1</thc>	Stock Appreciation Rights	\$7.1	08/10/2018		D ⁽⁴	4)		250,000	(•	4)	01/18/2026		250,000	\$0.00	0		D			
Stock Award \$0.00 08/10/2018 D ⁽⁷⁾ D ⁽⁷⁾ 75,405 C(7) Common Stock Stock \$0.00 0 D D Restricted Stock Award \$0.00 08/10/2018 D ⁽⁷⁾ D ⁽⁷⁾ 75,405 Common Stock Stock \$0.00 0 D D Restricted Stock Award \$0.00 08/10/2018 A 407,654 01/21/2019 (8) Common A07,654 \$0.00 407,654 D	Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁵	5)		75,000	(5)	(5)		75,000	\$0.00	0		D			
Stock Award \$0.00 08/10/2018 D ⁽⁷⁾ 75,405 (7) (7) 5000 5000 0 D Restricted \$0.00 08/10/2018 A 407.654 01/21/2019 (8) Common 407.654 \$0.00 407.654 D	Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁶	5)		57,973	(5)	(6)		57,973	\$0.00	0		D			
	Restricted Stock Award	\$0.00	08/10/2018		D()	7)		75,405	0	7)	(7)		75,405	\$0.00	0		D			
	Restricted Stock Award	\$0.00	08/10/2018		A		407,654		01/21	/2019	(8)		407,654	\$0.00	407,6	54	D			

Explanation of Responses:

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.

Remarks:

<u>/s/ Jonathan G. Ornstein</u>

** Signature of Reporting Person

08/14/2018 Date

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

* 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).

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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