

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): **August 5, 2008**



Mesa Air Group, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State of other jurisdiction of incorporation)

000-15495

(Commission File Number)

85-0302351

(I.R.S. Employer Identification Number)

410 North 44th Street, Suite 100

Phoenix, Arizona 85008

(Address of principal executive offices including zip code)

(602) 685-4000

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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:

- 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))
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Item 1.02 Termination of a Material Definitive Agreement.

On August 5, 2008, Mesa Air Group, Inc. (the "Company" or "Mesa") issued a press release announcing that on August 1, 2008, Delta Air Lines, Inc. ("Delta") notified the Company of its election to immediately terminate the Delta Connection Agreement among Delta, the Company, and Mesa's wholly-owned subsidiary, Freedom Airlines, Inc. ("Freedom"), dated as of March 13, 2007 (as thereafter amended, the "CRJ900 Connection Agreement"). The notice states that Delta is terminating the CRJ900 Connection Agreement as a result of Freedom's alleged failure to maintain a specified on-time arrival rate with respect to its CRJ900 Delta Connection Flights during each of the four months of March, April, May, and June 2008, as well as Freedom's alleged failure, during the months of March, April, and June 2008 to maintain a specified completion rate. The notice issued by Delta is accompanied by a proposed temporary agreement pursuant to which Freedom would continue to provide CRJ900 Delta Connection services while the parties discuss the terms of a transition agreement.

As of August 2008, the Company operated seven (7) CRJ900 aircraft for Delta ("the Aircraft") pursuant to the CRJ900 Connection Agreement. The Company subleases the Aircraft from Delta for \$1 per month per aircraft. Under the terms of the CRJ900 Connection Agreement, in exchange for performing the flight services and our other obligations under such agreement, the Company receives from Delta monthly compensation made up of a fixed monthly amount, plus certain additional amounts based upon number of block hours flown and departures during the month. Additionally, certain costs incurred by Freedom are pass-through costs, whereby Delta agrees to reimburse us for the actual amounts incurred for these items: landing fees, hull insurance, passenger liability costs, fuel costs, catering costs and property taxes.

The full text of the Company's press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press release regarding termination notice, dated August 5, 2008

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 thereunto duly authorized.

Date: August 5, 2008

Mesa Air Group, Inc.

By: /s/ BRIAN S. GILLMAN

BRIAN S. GILLMAN

Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit **Description**

99.1 [Press release regarding termination notice, dated August 5, 2008](#) Also provided in [PDF format](#) as a courtesy.



Delta Cancels Freedom CRJ-900 Delta Connection Agreement

Phoenix August 5, 2008 Mesa Air Group Inc. (Nasdaq: MESA) today announced that on August 1, 2008, Mesa received notification from Delta that it is terminating Freedom's CRJ-900 Delta Connection agreement, once again alleging Freedom failed to maintain specified operational performance, as outlined in the contract.

Mesa strongly disputes these allegations and intends to vigorously defend its contractual rights. Mesa believes the cancellation was driven by Delta's stated intention to reduce capacity and its inability to reduce aircraft at its wholly-owned Comair subsidiary without incurring significant ongoing expense.

Freedom currently operates seven CRJ-900 regional jets for Delta Connection, with a further seven aircraft scheduled to enter service by May 2009. The Company subleases the Aircraft from Delta for \$1 per month per aircraft and these aircraft will be returned to Delta in connection with this termination with no further financial obligation to Mesa.

This latest action by Delta is at least the fourth instance in recent months in which Delta has taken unilateral and disputed action against its regional airline partners. This contract cancellation is not dissimilar to Delta's recent action against Freedom in respect to the ERJ-145 Connection Agreement, which resulted in Mesa winning a preliminary injunction, in the Federal Court in Atlanta, enjoining Delta from terminating that contract

"For many years Delta has built a reputation of working closely with its regional airline partners in a spirit of cooperation and good faith," said Mesa Air Group Chairman and CEO, Jonathan Ornstein. "We are disappointed to see Delta now appears to have chosen a different approach with its regional airline partners. We appreciate the difficulties faced by Delta and remain willing to work cooperatively in the mutual best interests of both companies." Mr. Ornstein added.

Mesa currently operates 180 aircraft with over 800 daily system departures to 124 cities, 38 states, the District of Columbia, Canada, the Bahamas and Mexico. Mesa operates as Delta Connection, US Airways Express and United Express under contractual agreements with Delta Air Lines, US Airways and United Airlines, respectively, and independently as Mesa Airlines and go!. In June 2006 Mesa launched inter-island Hawaiian service as go! This operation links Honolulu to the neighbor island airports of Hilo, Kahului, Kona and Lihue. The Company, founded by Larry and Janie Risley in New Mexico in 1982, has approximately 5,000 employees and was awarded Regional Airline of the Year by Air Transport World magazine in 1992 and 2005. Mesa is a member of the Regional Airline Association and Regional Aviation Partners.

For further information, please contact:

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