

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LC CAPITAL MASTER FUND LTD</u> (Last) (First) (Middle) <u>C/O TRIDENT FUND SERVICES (BVI) LIMITED</u> <u>PO BOX 146, WATERFRONT DR, WICKHAMS CAY</u> (Street) <u>ROAD TOWN, D8 00000</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC [MESA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2009		S		2,051,094	D	\$0.17	25,332,906	D ⁽¹⁾	
Common Stock	05/07/2009		S		0	D	\$0	25,332,906	I	See Footnote ⁽²⁾
Common Stock	05/08/2009		S		4,511,990	D	\$0.17	20,820,916	D ⁽¹⁾	
Common Stock	05/08/2009		S		0	D	\$0	20,820,916	I	See Footnote ⁽²⁾
Common Stock	05/11/2009		S		5,507,246	D	\$0.17	15,313,670	D ⁽¹⁾	
Common Stock	05/11/2009		S		0	D	\$0	15,313,670	I	See Footnote ⁽²⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
LC CAPITAL MASTER FUND LTD

 (Last) (First) (Middle)
C/O TRIDENT FUND SERVICES (BVI) LIMITED
PO BOX 146, WATERFRONT DR, WICKHAMS CAY

 (Street)
ROAD TOWN, D8 00000

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LAMPE, CONWAY & CO. LLC

 (Last) (First) (Middle)

680 FIFTH AVENUE, SUITE 1202

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

LAMPE STEVEN

(Last)

(First)

(Middle)

C/O LAMPE, CONWAY & CO. LLC

680 FIFTH AVENUE, SUITE 1202

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

CONWAY RICHARD F

(Last)

(First)

(Middle)

C/O LAMPE, CONWAY & CO. LLC

680 FIFTH AVENUE, SUITE 1202

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

Explanation of Responses:

1. These securities are owned by LC Capital Master Fund, Ltd., which is a Reporting Person.

2. These securities may be deemed to be beneficially owned by Lampe, Conway & Co., LLC, the investment manager of LC Capital Master Fund, Ltd., Steven G. Lampe, a managing member of Lampe, Conway & Co., LLC and Richard F. Conway, a managing member of Lampe, Conway & Co., LLC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

LC Capital Master Fund, Ltd.,

By: /s/ Richard F. Conway, 05/11/2009

Director

Lampe, Conway & Co., LLC,

By: /s/ Richard F. Conway, 05/11/2009

Managing Member

/s/ Steven G. Lampe 05/11/2009

/s/ Richard F. Conway 05/11/2009

** Signature of Reporting Person 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.