

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): **January 6, 2009**



**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))

**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As further described below under Item 8.01, on January 6, 2009, the shareholders of Mesa Air Group, Inc. ("Mesa" or the "Company") approved an amendment of the Company's Articles of Incorporation to increase the number of authorized shares of common stock from 75,000,000 shares to 900,000,000 shares. On January 9, 2009, the amendment became effective upon Mesa's filing of a Certificate of Amendment to its Articles of Incorporation with the Nevada Secretary of State. A copy of the Certificate of Amendment to the Articles of Incorporation is attached as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events.**

On January 7, 2009, Mesa announced that its shareholders approved the following proposals at its special meeting of shareholders (the "Special Meeting"): (1) the issuance of such number of shares of the Company's common stock as may be necessary to repurchase all of its outstanding Senior Convertible Notes due 2023 and Senior Convertible Notes due 2024 if the Company is required by noteholders to repurchase such notes in accordance with the indentures under which the notes were issued and certain related contractual agreements with respect to the 2023 notes, and if the Company elects to satisfy all or a portion of its repurchase obligations by issuing shares of its common stock ("Proposal No. 1"); (2) the issuance, if necessary, of shares of the Company's common stock that may result in a person, persons, a group, or groups acquiring more than 20% of the company's outstanding common stock due to the Company's issuance of shares of common stock in satisfaction of its note repurchase obligations ("Proposal No. 2"); and (3) the amendment of the Company's Articles of Incorporation to increase the number of authorized shares of common stock from 75,000,000 shares to 900,000,000 shares ("Proposal No. 3").

The Special Meeting, which was initially called for December 22, 2008, was adjourned to 4:00 p.m. Arizona time on January 6, 2009 to ensure that all of the Company's shareholders would have an opportunity to consider and vote on such proposals.

A copy of the press release announcing the results of the Special Meeting is attached as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Amendment to Articles of Incorporation
99.1	Press Release dated January 7, 2009

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**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: January 9, 2009

Mesa Air Group, Inc.

By: /s/ BRIAN S. GILLMAN

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Name: BRIAN S. GILLMAN

Title: *Executive Vice President, General Counsel and Secretary*

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EXHIBIT INDEX

**Exhibit**   **Description**

3.1   [Certificate of Amendment to Articles of Incorporation](#)   Also provided in [PDF format](#) as a courtesy.

99.1   [Press Release dated January 7, 2009](#)   Also provided in [PDF format](#) as a courtesy.

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**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: www.nvsos.gov

## Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

### Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Mesa Air Group, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

The second sentence of Article Fourth of the Articles of Incorporation of Mesa Air Group, Inc. is hereby deleted in its entirety and replaced with the following:

"The total number of shares of voting Common Stock which the Corporation shall have authority to issue is Nine-Hundred Million (900,000,000) shares, with no par value."

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

/s/ **Brian S. Gillman**

#### Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

**Reset**

Nevada Secretary of State Amend Profit-After  
Revised: 7-1-08



## **Mesa Air Group Shareholders Approve Increase in Authorized Shares of Common Stock and Use of Common Stock for Repurchases of Notes**

PHOENIX, Jan. 7/PRNewswire-FirstCall/ -- MESA AIR GROUP, INC. (Nasdaq: MESA) today announced that at a special meeting held on January 6, 2009, its shareholders approved an increase in the number of authorized shares of common stock from 75,000,000 shares to 900,000,000 shares, as well as the issuance of shares of common stock to satisfy Mesa's obligation to repurchase up to all of its outstanding senior convertible notes due 2023 and senior convertible notes due 2024 in the event that noteholders exercise their right to require Mesa to repurchase their notes.

"We are pleased that our shareholders approved the increase in the number of authorized shares of common stock and the use of common stock to satisfy our note repurchase obligations," said Jonathan Ornstein, Mesa Air Group Chairman and Chief Executive Officer. "This approval gives us the flexibility to use common stock in lieu of cash to repurchase notes in the event note holders exercise their put rights. We appreciate our shareholders giving us this flexibility while we continue to discuss a number of options with our bondholders," added Ornstein.

This press release contains various forward-looking statements that are based on management's beliefs, as well as assumptions made by and information currently available to management. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable; it can give no assurance that such expectations will prove to have been correct. Such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, projected or expected. The company does not intend to update these forward-looking statements prior to its next required filing with the Securities and Exchange Commission.

Mesa currently operates 152 aircraft with over 800 daily system departures to 120 cities, 40 states, the District of Columbia, Canada 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 4200 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.

Web site: <http://www.mesa-air.com>

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