

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>GILLMAN BRIAN S</u> (Last) (First) (Middle) 410 N. 44TH STREET, SUITE 700 (Street) PHOENIX AZ 85008 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC [MESA]</u> 3. Date of Earliest Transaction (Month/Day/Year) 08/10/2018 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right; margin-right: 50px;"><u>EVP/GC/Secretary</u></p> 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
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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								78,670	D	
Common Stock	08/10/2018		A		16,515 ⁽²⁾⁽³⁾	A	\$0.00	95,185	D	

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						Title	Amount or Number of Shares
Restricted Stock Units	\$0.00	08/10/2018		D ⁽¹⁾			7,160	(1)	(1)	Common Stock	7,160	\$0.00	0	D		
Stock Appreciation Rights	\$6.8	08/10/2018		D ⁽²⁾			25,000	(2)	07/20/2025	Common Stock	25,000	\$0.00	0	D		
Stock Appreciation Rights	\$7.1	08/10/2018		D ⁽³⁾			41,668	(3)	01/18/2026	Common Stock	41,668	\$0.00	0	D		
Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁴⁾			15,000	(4)	(4)	Common Stock	15,000	\$0.00	0	D		
Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁵⁾			9,060	(5)	(5)	Common Stock	9,060	\$0.00	0	D		
Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁶⁾			11,783	(6)	(6)	Common Stock	11,783	\$0.00	0	D		
Restricted Stock Award	\$0.00	08/10/2018		A			92,437 ⁽⁷⁾		09/03/2018	(7)	Common Stock	92,437	\$0.00	92,437	D	

Explanation of Responses:

- 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.
- 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.
- 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 13,888 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.
- 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.
- 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.
- 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.
- A restricted stock award was granted under the 2018 Equity Incentive Plan in a grant dated August 10, 2018, and vests as follows: 25,000 shares on September 3, 2018; 7,314 shares on January 21, 2019; 24,237 shares on June 1, 2019; 7,500 shares on July 21, 2019; 15,179 shares on June 1, 2020; 7,500 shares on July 21, 2020; and 5,707 shares on June 1, 2021.

Remarks:

/s/ Brian S. Gillman 08/14/2018
 ** 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.

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