



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K/A**

**Amendment No. 1**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 11, 2008**

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**MESA AIR GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-15495**  
(Commission  
File Number)

**85-0302351**  
(IRS Employer  
Identification No.)

**410 North 44th Street, Suite 100  
Phoenix, Arizona, 85008**

(Address of Principal Executive Offices)  
(Zip Code)

Registrant's telephone number, including area code: **(602) 685-4000**

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 (see General Instruction A.2. below):

- 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 8.01 Other Events**

On June 11, 2008, Mesa Air Group, Inc. (the “Company”) filed a current report on Form 8-K regarding matters related to the repurchase of its Senior Convertible Notes due 2023. The Company is filing this amendment to correct a typographical error in Exhibit 99.2, Form of Purchase Notice, to that current report. A corrected Form of Purchase Notice is filed as Exhibit 99.2 to this amendment.

### **Item 9.01 Financial Statements and Exhibits**

#### **(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.2	Form of Purchase Notice

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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 hereunto duly authorized.

**MESA AIR GROUP, INC.**

Date: June 12, 2008

By: /s/ Brian S. Gillman

Name: BRIAN S. GILLMAN

Title: Executive Vice President, General Counsel and  
Secretary

## Form of Purchase Notice

U.S. Bank National Association  
One Federal Street  
Boston, MA 02110  
Attention: Corporate Trust Services

Re: Purchase Notice

Ladies and Gentlemen,

Reference is made to the Indenture dated as of June 16, 2003, as amended (the "Indenture") by and between Mesa Air Group, Inc., a Nevada corporation, as issuer (the "Company"), the Guarantors and you, as Trustee, with respect to the Company's Senior Convertible Notes due 2023 (the "Notes") issued under the Indenture.

Pursuant to Section 3.08 of the Indenture and Section 6 of the Notes, holders of the Notes (the "Holders") have the right to require the Company to repurchase the Notes on June 16, 2008 (the "Purchase Date") at a price of \$397.27 per \$1,000 Note plus any accrued and unpaid cash interest (the "Purchase Price").

This Purchase Notice is being delivered by \_\_\_\_\_, (the "Holder"), in connection with the Holder's delivery for purchase on the Purchase Date by the Company of the Note(s) bearing certificate number(s) \_\_\_\_\_, which Note(s) has/have a principal amount at maturity set forth on its/their face of \$\_\_\_\_\_ (the "Principal Amount at Maturity").

The Holder will deliver to be purchased on the Purchase Date the following portion of the Principal Amount at Maturity of the Notes, which portion is a Principal Amount at Maturity of \$1,000 or an integral multiple thereof: \$\_\_\_\_\_.

The Notes shall be purchased by the Company as of the Purchase Date pursuant to the terms and conditions specified in paragraph 6 of the Notes and in the Indenture.