
**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): September 11, 2018

Mesa Air Group, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State of other jurisdiction of
incorporation)

001-38626
(Commission File
Number)

85-0302351
(I.R.S. Employer Identification
Number)

410 North 44th Street, Suite 700
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On September 11, 2018, Mesa Air Group, Inc. (the “Company”) closed the sale of 1,344,500 shares (the “Option Shares”) of its common stock, no par value per share (“Common Stock”), in connection with the partial exercise of the overallotment option granted to the underwriters in its previously announced initial public offering of 9,630,000 shares of Common Stock (the “Firm Shares”). Of the 1,344,500 Option Shares sold, 723,985 were purchased directly from the Company and the remaining 620,515 shares were purchased directly from the selling shareholders. The Firm Shares and Option Shares were sold to the public for a price of \$12.00 per share. The Firm Shares and the Option Shares were sold pursuant to an Underwriting Agreement, dated August 9, 2018, by and among the Company, the selling shareholders listed in Schedule II to the Underwriting Agreement, Raymond James & Associates, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters.

The sale of the Firm Shares and Option Shares raised gross proceeds of approximately \$124,247,820. The Company did not receive any proceeds from the sale of the Option Shares by the selling shareholders.

A copy of the press release issued by the Company announcing the partial exercise of the underwriters’ overallotment option is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release Announcing Exercise of Underwriters’ Overallotment Option](#)

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.

MESA AIR GROUP, INC.

Date: September 13, 2018

By: /s/ Brian S. Gillman

Name: Brian S. Gillman

Title: Executive Vice President & General Counsel

Mesa Air Group Announces Exercise of Underwriters' Overallotment Option

September 11, 2018

PHOENIX—(BUSINESS WIRE)—Sep. 11, 2018—Mesa Air Group, Inc. (“Mesa” or the “Company”) (NASDAQ: MESA) today announced that the underwriters of its previously announced initial public offering of 9,630,000 common shares of the Company, which closed on August 14, 2018, have partially exercised their overallotment option to purchase an additional 1,344,500 common shares at a price of \$12.00 per share. The exercise of the underwriters’ option closed on September 11, 2018, with 723,985 of the common shares purchased directly from the Company and the remaining 620,515 common shares purchased directly from the selling shareholders. The Company has now sold a total of 10,353,985 common shares in connection with the offering, raising gross proceeds of approximately \$124,247,820. The Company did not receive any proceeds from the sale of the common shares by the selling shareholders.

Raymond James and BofA Merrill Lynch acted as lead book-running managers for the offering. Cowen, Stifel and Imperial Capital acted as additional book-running managers for the offering.

A copy of the final prospectus for the offering may be obtained for free by visiting the SEC website at <http://www.sec.gov>. Alternatively, a copy of the prospectus related to this offering may be obtained from Raymond James & Associates, Inc., 880 Carillon Parkway, St. Petersburg, FL 33716, telephone: (800) 248-8863, email: prospectus@raymondjames.com; or BofA Merrill Lynch, attention: Prospectus Department, NC1-004-03-43, 200 North College Street 3rd floor, Charlotte, NC 28255-0001, email: dg.prospectus_requests@baml.com. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Mesa Air Group, Inc.

Headquartered in Phoenix, Arizona, Mesa is a regional air carrier providing scheduled passenger service to 115 cities in 38 states, the District of Columbia, Canada, Mexico, Cuba and The Bahamas. As of June 30, 2018, Mesa operated a fleet of 145 aircraft with approximately 600 daily departures and 3,400 employees. Mesa operates all of its flights as either American Eagle or United Express flights pursuant to the terms of capacity purchase agreements entered into with American Airlines, Inc. and United Airlines, Inc.

Cautionary Statement Concerning Forward-Looking Statements

The statements contained in this release that are not historical facts are forward-looking statements. These forward-looking statements are based on Mesa’s current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations due to changes in global, regional or local economic, business, competitive, market, regulatory and other factors, many of which are beyond Mesa’s control. Any forward-looking statement in this release speaks only as of the date of this release. Mesa undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

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Source: Mesa Air Group, Inc.

Mesa Air Group, Inc.

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