

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 5, 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 5, 2009, Mesa Air Group, Inc. (the "Company") received a letter from Nasdaq (the "Notice") indicating that the Company fails to comply with the filing requirements for continued listing set forth in Marketplace Rule 4310(c)(14), and that its securities are, therefore, subject to delisting from The Nasdaq Global Select Market. Nasdaq rules permit the Company 60 calendar days to submit a plan to regain compliance. Following review of this plan, the Staff can grant the Company an exception, up to 180 calendar days from the date of the Periodic Report, or until June 29, 2009, to regain compliance.

The Notice arises as a result of the Company's failure to timely file its Form 10-K for the fiscal year ended September 30, 2008. The Company intends to remedy this deficiency by filing its 10-K later today and intends to announce its earnings tomorrow (January 13th).

A copy of the press release announcing this matter is attached hereto as Exhibit 99.1.

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

(d) Exhibits.

**Exhibit No. Description**

99.1 Press release regarding Nasdaq delisting, dated January 12, 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 12, 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 No.** **Description**

99.1 [Press release regarding Nasdaq delisting, dated January 12, 2009](#) Also provided in [PDF format](#) as a courtesy.

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### **Mesa Air Group Receives Nasdaq Letter**

PHOENIX, January 12 /PRNewswire-FirstCall/ -- On January 5, 2009, Mesa Air Group, Inc. (Nasdaq: MESA) received a letter from Nasdaq (the "Notice") indicating that the Company fails to comply with the filing requirements for continued listing set forth in Marketplace Rule 4310(c)(14), and that its securities are, therefore, subject to delisting from The Nasdaq Global Select Market. Nasdaq rules permit the Company 60 calendar days to submit a plan to regain compliance. Following review of this plan, the Staff can grant the Company an exception, up to 180 calendar days from the date of the Periodic Report, or until June 29, 2009, to regain compliance.

The Notice arises as a result of Mesa's failure to timely file its Form 10-K for the fiscal year ended September 30, 2008. The Company intends to file its Form 10-K later today and announce its earnings tomorrow (January 13<sup>th</sup>) and therefore remedy the deficiency.

Mesa currently operates 159 aircraft with over 800 daily system departures to 124 cities, 38 states, the District of Columbia, Canada, the Bahamas 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 5,000 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.

