

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>ORNSTEIN JONATHAN G</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								548,550	D	
Common Stock	08/10/2018		A		255,457 ⁽²⁾⁽³⁾		A	\$0.00	804,007	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⁾			45,808	(1)	(1)	Common Stock	45,808	\$0.00	0	D	
Stock Appreciation Rights	\$1.6	08/10/2018		D ⁽²⁾			250,000	(2)	01/20/2024	Common Stock	250,000	\$0.00	0	D	
Stock Appreciation Rights	\$6.8	08/10/2018		D ⁽³⁾			250,000	(3)	07/20/2025	Common Stock	250,000	\$0.00	0	D	
Stock Appreciation Rights	\$7.1	08/10/2018		D ⁽⁴⁾			250,000	(4)	01/18/2026	Common Stock	250,000	\$0.00	0	D	
Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁵⁾			75,000	(5)	(5)	Common Stock	75,000	\$0.00	0	D	
Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁶⁾			57,973	(6)	(6)	Common Stock	57,973	\$0.00	0	D	
Restricted Stock Award	\$0.00	08/10/2018		D ⁽⁷⁾			75,405	(7)	(7)	Common Stock	75,405	\$0.00	0	D	
Restricted Stock Award	\$0.00	08/10/2018		A			407,654		01/21/2019	(8)	Common Stock	407,654	\$0.00	407,654	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 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 83,335 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 units 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: 43,889 shares on January 21, 2019; 155,106 shares on June 1, 2019; 37,500 shares on July 21, 2019; 97,133 shares on June 1, 2020; 37,500 shares on July 21, 2020; and 36,526 shares on June 1, 2021.

Remarks:

/s/ Jonathan G. Ornstein 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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