SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

GORDON MITCHELL I	. Date of Event Requiring Stater Month/Day/Yea 18/09/2018	nent 1	3. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC</u> [MESA]					
(Last) (First) (Middle) 410 N. 44TH STREET, SUITE 700	0,00,2010		4. Relationship of Reporting Perso (Check all applicable) X Director	10% Owne	r (N	/onth/Day/Year)	ate of Original Filed /Group Filing (Check	
(Street) PHOENIX AZ 85008			Officer (give title below)	Other (spe below)		pplicable Line) X Form filed b	y One Reporting Person y More than One	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)			. Nature of Indirect Beneficial Ownership nstr. 5)		
Common Stock			1,488	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversio or Exercis	se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Restricted Stock Units	01/16/2019	(1)	Common Stock	14,648	0.00	D		
Stock Appreciation Rights	04/21/2016 ⁽²⁾	07/20/2025	Common Stock	25,000	6.4	D		
Stock Appreciation Rights	01/19/2017 ⁽³⁾	01/18/2026	Common Stock	25,000	7.1	D		
Stock Appreciation Rights	01/17/2018 ⁽⁴⁾	01/16/2027	Common Stock	27,381	5.5	D		
Restricted Stock Award	01/23/2018	(5)	Common Stock	2,978	0.00	D		

Explanation of Responses:

1. Each restricted stock unit represents the right to receive, on a one-for-one basis, common stock of the Company. The restricted stock units shall vest annually in equal one-third increments beginning on January 16, 2019, until fully vested.

2. Cash-settled stock appreciation rights.

3. Cash-settled stock appreciation rights, of which 8,335 shares remain unvested.

4. Cash-settled stock appreciation rights, of which 18,253 shares remain unvested.

5. The restricted stock award vests as follows: Annually in equal one-third increments beginning on January 23, 2018, until fully vested.

Remarks:

/s/ Mitchell I. Gordon ** Signature of Reporting Person

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

08/09/2018

Date