

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>RICH BRADFORD R</u>  (Last) (First) (Middle) <u>C/O MESA AIR GROUP, INC.</u> <u>410 N. 44TH STREET, SUITE 700</u>  (Street) <u>PHOENIX</u> <u>AZ</u> <u>85008</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC</u> [ <u>MESA</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2023</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Operating Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/20/2023		M		21,300	A	\$0.00	67,794	D	
Common Stock	03/20/2023		F		10,170	D	\$2.1	57,624	D	
Common Stock	03/20/2023		M		4,607	A	\$0.00	62,231	D	
Common Stock	03/20/2023		F		2,200	A	\$2.1	60,031	D	
Common Stock	03/20/2023		M		15,723	A	\$0.00	75,754	D	
Common Stock	03/20/2023		F		7,508	D	\$2.1	68,246	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 Unit Award	\$0.00	03/14/2023		A		95,238		03/20/2024 <sup>(1)</sup>	(1)	Common Stock	95,238	\$0.00	165,527	D	
Restricted Stock Unit	\$0.00	03/20/2023		M			21,300	(2)	(2)	Common Stock	21,300	\$0.00	144,227	D	
Restricted Stock Unit	\$0.00	03/20/2023		M			4,607	(3)	(3)	Common Stock	4,607	\$0.00	139,620	D	
Restricted Stock Unit	\$0.00	03/20/2023		M			15,723	(4)	(4)	Common Stock	15,723	\$0.00	123,897	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive, on a one-for-one basis, common stock of the Issuer. An RSU award of 95,238 was granted under the 2018 Equity Incentive Plan on March 14, 2023. This award shall vest annually in three equal installments beginning on March 20, 2024, March 20, 2025 and March 20, 2026, until fully vested.
2. A restricted stock unit award of 63,898 was granted under the 2018 Equity Incentive Plan on March 26, 2020. This award is fully vested.
3. A restricted stock unit award of 13,822 was granted under the 2018 Equity Incentive Plan on March 20, 2021. These restricted stock units shall vest annually in equal one-third increments beginning on March 20, 2022, until fully vested.
4. A restricted stock unit award was granted under the 2018 Equity Incentive Plan on March 23, 2022. This award will vest as follows: 15,723 on March 20, 2023, 15,723 on March 20, 2024, and 15,724 on March 20, 2025.

Remarks:

/s/ Bradford Rich03/22/2023

\*\* Signature of Reporting PersonDate

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.

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.