Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

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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

			0.00				ipany / lot of 1						
1. Name and Address of Reporting Person [*] GILLMAN BRIAN S				2. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC</u> [MESA]						ationship of Reportin (all applicable) Director	suer Dwner		
(Last) 410 44TH ST	(First) REET, SUITE 7	(Middle)	3. Date 06/01	e of Earliest Transac /2024	ction (M	onth/E)ay/Year)		Officer (give title Other below) below EVP/GC/Secretary		(specify)		
,		4. lf Ar	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) PHOENIX	AZ	85008							~	Form filed by One Form filed by Mor Person			
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication 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 - Nor	n-Derivative S	ecurities Acq	uired,	Disp	posed of, c	or Ben	eficially	Owned			
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock 06/0			06/01/2024		М		6,811	Α	\$ <mark>0</mark>	99,637	D		
Common Stock 06/0			06/01/2024		М		16,867	A	\$ <mark>0</mark>	116,504	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

М

F

6,035

13,415

A

D

\$<mark>0</mark>

\$1.22

122,539

109,124

D

D

(0.3., paro, caro, caro, proce, concernation,															
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 Award	\$0	06/01/2024		М			6,811	06/01/2024	(1)	Common stock	6,811	\$0	51,839	D	
Restricted Stock Award	\$0	06/01/2024		М			16,867	06/01/2024	(2)	Common stock	16,867	\$0	34,972	D	
Restricted Stock Award	\$0	06/01/2024		М			6,035	06/01/2024	(3)	Common stock	6,035	\$0	28,937	D	

Explanation of Responses:

Common Stock

Common Stock

1. A restricted stock award of 20,429 shares was granted under the 2018 Equity Incentive Plan on June 1, 2021. This is the final tranche of this award.

06/01/2024

06/01/2024

2. A restricted stock award of 50,601 shares was granted under the 2018 Equity Incentive Plan on June 1, 2022. The final tranche of this award will vest 16,867 shares on June 1, 2025.

3. A restricted stock award of 18,105 shares was granted under the 2018 Equity Incentive Plan on June 1, 2023. Additional tranches of this award will vest as follows: 6,035 shares on June 1, 2025 and 6,035 shares on June 1, 2026.

/s/ Brian S. Gillman

06/04/2024 ** 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.

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.