

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* FERVERDA MICHAEL L (Last) (First) (Middle) 410 N. 44TH STREET, SUITE 700 (Street) PHOENIX AZ 85008 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol MESA AIR GROUP INC [MESA] | | | 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) Chief Operating Officer | | |
| | | | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 9,033 | D | |
| Common Stock | 08/10/2018 | | A | | 11,964 ⁽²⁾⁽³⁾ | A | \$0.00 | 20,997 | 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 |
| Restricted Stock Units | \$0.00 | 08/10/2018 | | D ⁽¹⁾ | | | 4,999 | (1) | (1) | Common Stock | 4,999 | \$0.00 | 0 | D | |
| Stock Appreciation Rights | \$6.8 | 08/10/2018 | | D ⁽²⁾ | | | 10,000 | (2) | 07/20/2025 | Common Stock | 10,000 | \$0.00 | 0 | D | |
| Stock Appreciation Rights | \$7.1 | 08/10/2018 | | D ⁽³⁾ | | | 20,003 | (3) | 01/18/2026 | Common Stock | 20,003 | \$0.00 | 0 | D | |
| Stock Appreciation Rights | \$5.5 | 08/10/2018 | | D ⁽⁴⁾ | | | 20,001 | (4) | 01/16/2027 | Common Stock | 20,001 | \$0.00 | 0 | D | |
| Restricted Stock Award | \$0.00 | 08/10/2018 | | D ⁽⁵⁾ | | | 5,000 | (5) | (5) | Common Stock | 5,000 | \$0.00 | 0 | D | |
| Restricted Stock Award | \$0.00 | 08/10/2018 | | A | | | 22,203 | (6) | 01/21/2019 | Common Stock | 22,203 | \$0.00 | 22,203 | 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 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 6,668 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 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 13,333 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.
- A restricted stock award was granted under the 2018 Equity Incentive Plan in a grant dated August 10, 2018, and vests as follows: 1,751 shares on January 16, 2019; 7,732 shares on January 21, 2019; 2,500 shares on July 21, 2019; 1,750 shares on January 16, 2020; 4,221 shares on January 21, 2020; 2,499 shares on June 21, 2020; and 1,750 shares on January 16, 2021.

Remarks:

/s/ Michael L. Ferverda 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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