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

1. Name and Address of Reporting Person* <u>LOTZ MICHAEL</u>			2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2018		3. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC</u> [MESA]						
(Last) (First) (Middle) 410 N. 44TH STREET, SUITE 700		, ,			4. Relationship of Reporting Perso (Check all applicable) Director		on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
					X Offi belo	cer (give title ow)	Other (spe below)		Individual or Joint plicable Line)	/Group Filing (Check	
(Street)						President and	CFO	'	. ,	y One Reporting Person	
PHOENIX	AZ	85008							Form filed b Reporting P	y More than One erson	
(City)	(State)	(Zip)									
			Table I - Nor	n-Derivat	ive Secur	ities Beneficial	ly Owned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					236,780		D				
		(e				es Beneficially ons, convertible		5)			
1. Title of Deriva	ative Security (I	•		ls, warra cisable and ate	nts, optio		e securities	4. Conversio	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
1. Title of Deriva	ative Security (I	•	.g., puts, cal	ls, warra cisable and ate	nts, optio 3. Title an Underlyin	d Amount of Securi	e securities	4. Conversio	on Ownership e Form: Direct (D)	Beneficial Ownership	
1. Title of Deriva		•	.g., puts, cal 2. Date Exerc Expiration D (Month/Day/) Date	IS, warra cisable and ate rear) Expiration	nts, optio	d Amount of Securi	e securities ities ty (Instr. 4) Amount or Number of	4. Conversion or Exercise Price of Derivative	on Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
	rck Units	•	.g., puts, cal 2. Date Exercision D (Month/Day/) Date Exercisable	Is, warra cisable and ate (fear) Expiration Date	nts, optio 3. Title an Underlyin Title Co	ons, convertible d Amount of Securi g Derivative Securi	e securities ities ty (Instr. 4) Amount or Number of Shares	4. Conversic or Exercis Price of Derivative Security	on Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Restricted Sto	ck Units iation Rights	•	2. Date Exerc Expiration D: (Month/Day/N Date Exercisable 06/01/2018	Is, warra cisable and ate rear) Expiration Date	nts, optio 3. Title an Underlyin Title Co Co	ms, convertible d Amount of Securi g Derivative Securi mmon Stock	e securities ities ty (Instr. 4) Amount or Number of Shares 36,280	4. Conversid or Exercis Price of Derivative Security 0.00	Development Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Restricted Sto Stock Appreci	ck Units iation Rights iation Rights	•	.g., puts, cal 2. Date Exercised (Month/Day/N Date Exercised 06/01/2018 07/21/2016 ⁽²⁾	Is, warra isable and ate rear) Expiration Date (1) 07/20/2025	nts, optio 3. Title an Underlyin Title Co Co	ms, convertible d Amount of Securi g Derivative Securi mmon Stock mmon Stock	e securities ities ty (Instr. 4) Amount or Number of Shares 36,280 180,000	4. Conversid or Exercis Price of Derivative Security 0.00 6.8	Development Direct (D) or Indirect (I) (Instr. 5) D D D D	Beneficial Ownership	
Restricted Sto Stock Appreci	ck Units iation Rights iation Rights ock Award	•	Date Date Exercisable 06/01/2018 07/21/2016 ⁽²⁾ 01/19/2017 ⁽³⁾	Is, warra isable and ate fear) Expiration Date (1) 07/20/2025 01/18/2026	nts, optio 3. Title an Underlyin Title Co Co Co	ms, convertible d Amount of Securi g Derivative Securi mmon Stock mmon Stock mmon Stock	 Securities ities ities(Instr. 4) Amount or Number of Shares 36,280 180,000 180,000 	4. Conversio or Exercis Price of Derivative Security 0.00 6.8 7.1	 Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D 	Beneficial Ownership	

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 June

1, 2018, until fully vested.

2. Cash-settled stock appreciation rights.

3. Cash-settled stock appreciation rights, of which 60,000 shares remain unvested.

4. The restricted stock award vests as follows: Annually in equal increments beginning on July 21, 2016, until fully vested.

5. The restricted stock award vests as follows: Annually in equal one-third increments beginning on June 1, 2017, until fully vested.

6. The restricted stock award vests as follows: Annually in equal one-third increments beginning on June 1, 2018, until fully vested.

Remarks:

/s/ Michael J. Lotz

** Signature of Reporting Person Date

08/09/2018

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.