

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 11, 2008

MESA AIR GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-15495
(Commission
File Number)

85-0302351
(IRS Employer
Identification No.)

**410 North 44th Street, Suite 100
Phoenix, Arizona, 85008**

(Address of Principal Executive Offices)
(Zip Code)

Registrant's telephone number, including area code: **(602) 685-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On June 11, 2008, Mesa Air Group, Inc. (the “Company”) notified U.S. Bank National Association, which serves as trustee pursuant to that certain Indenture dated as of June 16, 2003, as amended, that in the event any holders of the Company’s Senior Convertible Notes due 2023 (“the Notes”) exercise their rights to require the Company to repurchase their Notes on June 16, 2008 at a price of \$387.27 per \$1,000 Note plus any accrued and unpaid cash interest (the “Purchase Price”), the Company elects to pay 100% of the aggregate Purchase Price in cash.

Holders of Notes will receive a notice of election from U.S. Bank containing important information related to the repurchase, as well as a form of purchase notice to be completed by holders that desire the Company to repurchase their Notes. For such holders’ convenience, a copy of each of the notice of election and form of purchase notice is filed as an exhibit to this current report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Election
99.2	Form of Purchase Notice

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MESA AIR GROUP, INC.

Date: June 11, 2008

By: /s/Brian S. Gillman

Name: BRIAN S. GILLMAN

Title: Executive Vice President, General Counsel and Secretary

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE
SUBJECT SECURITIES. IF APPLICABLE:

ALL DEPOSITORIES, CUSTODIANS, AND OTHER SUCH INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE
RETRANSMITTAL TO SUCH BENEFICIAL OWNERS IN A TIMELY MANNER.

MESA AIR GROUP, INC.
NOTICE OF ELECTION OF MANNER OF REPURCHASE PRICE
SENIOR CONVERTIBLE NOTES DUE 2023
CUSIP: 590479 AB7
June 10, 2008

This Notice of Election of Manner of Repurchase Price (the "Notice of Election") relates to the repurchase of Senior Convertible Notes due 2023 (the "Notes") of Mesa Air Group, Inc., a company organized under the laws of Nevada (the "Company"), at the option of the holder thereof, pursuant to the terms and conditions specified in Section 6 of the Notes, set forth in this Notice of Election and Section 3.08 of the Indenture (the "Indenture"), dated June 16, 2003 by and among the Company, the guarantors named on the signature pages thereto and U.S. Bank National Association, a national banking association organized and existing under the laws of the United States of America, as Trustee (the "Trustee," "Paying Agent" and "Conversion Agent").

Your right to surrender your Notes to the Company for repurchase will expire at 5:00 pm, New York City time, on Friday, June 13, 2008 (the "Option Expiration Date"). Holders of Notes (the "Holders") must deliver to the Paying Agent a completed copy of the attached form of purchase notice (the "Purchase Notice") (and not have withdrawn such Notes or Purchase Notice) prior to 5:00 pm, New York City time, on the Option Expiration Date and validly surrender their Notes prior to, on or after the Purchase Date in order to receive payment of the Purchase Price (as defined below) in the manner described below. Notes surrendered for repurchase may be withdrawn at any time prior to 5:00 pm, New York City time, on the Option Expiration Date.

The address of the Paying Agent and Conversion Agent is:

By Mail, by Registered or Certified Mail, or by Overnight Courier:

U.S. Bank National Association

One Federal Street

Boston, MA 02110

Attention: Corporate Trust Services

Telephone: (617) 603.6564

Facsimile: (617) 603.6667

THE REPURCHASE

In the event that any Holder exercises its option to require the Company to repurchase Notes on June 16, 2008 (the "Purchase Date"), pursuant to Section 6 of the Notes and Section 3.08 of the Indenture the Company must to pay \$397.27 per \$1,000 Note, plus any accrued and unpaid cash interest (the "Purchase Price") to such Holder in cash, shares of Common Stock or any combination of cash and Common Stock. The product of (a) the Purchase Price multiplied by (b) the number of Notes that are tendered for repurchase by Holders, is referred to herein as the "Aggregate Purchase Price."

ELECTION

In the event that any Holder exercises its right to require the Company to repurchase such Holder's Notes, the Company hereby makes an election to pay 100% of the Aggregate Purchase Price in cash.

Payment of Purchase Price

The Purchase Price for any Note as to which a Purchase Notice has been given and not withdrawn will be paid promptly following the later of the Purchase Date and the time of surrender of such Note.

Conversion of Notes

You may convert your Notes into Common Stock on any date on which you satisfy the requirements in paragraph 8 of the Notes in any fiscal quarter commencing after June 30, 2003, if, as of the last day of the preceding fiscal quarter, the Sale Price of the Common Stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of such preceding fiscal quarter is greater than the Conversion Trigger Price (as defined in paragraph 8 of the Notes) per share, and as otherwise provided in paragraph 8 of the Notes and pursuant to Article 11 of the Indenture.

However, if you submit a Purchase Notice you may not convert your Notes unless and until you withdraw such Purchase Notice.

Withdrawal of Purchase Notice

You may withdraw a Purchase Notice at any time prior to the close of business on June 13, 2008 by delivering to the Paying Agent a written notice of withdrawal specifying:

1. the certificate number of the Note in respect of which such notice of withdrawal is being submitted;
2. the Principal Amount at Maturity (as defined in the Indenture) of the Note with respect to which such notice of withdrawal is being submitted; and
3. the Principal Amount at Maturity, if any, of such Note which remains subject to the original Purchase Notice and which has been or will be delivered for purchase by the Company.

Cessation of Accrual of Original Issue Discount and Cash Interest

Unless the Company defaults in making payment of the Purchase Price, Original Issue Discount (as defined in the Indenture) and cash interest, if any, on Notes surrendered for purchase will cease to accrue on and after the Purchase Date.

Form of Purchase Notice

U.S. Bank National Association
One Federal Street
Boston, MA 02110
Attention: Corporate Trust Services

Re: Purchase Notice

Ladies and Gentlemen,

Reference is made to the Indenture dated as of June 16, 2003, as amended (the "Indenture") by and between Mesa Air Group, Inc., a Nevada corporation, as issuer (the "Company"), the Guarantors and you, as Trustee, with respect to the Company's Senior Convertible Notes due 2023 (the "Notes") issued under the Indenture.

Pursuant to Section 3.08 of the Indenture and Section 6 of the Notes, holders of the Notes (the "Holders") have the right to require the Company to repurchase the Notes on June 16, 2008 (the "Purchase Date") at a price of \$387.27 per \$1,000 Note plus any accrued and unpaid cash interest (the "Purchase Price").

This Purchase Notice is being delivered by _____, (the "Holder"), in connection with the Holder's delivery for purchase on the Purchase Date by the Company of the Note(s) bearing certificate number(s) _____, which Note(s) has/have a principal amount at maturity set forth on its/their face of \$_____ (the "Principal Amount at Maturity").

The Holder will deliver to be purchased on the Purchase Date the following portion of the Principal Amount at Maturity of the Notes, which portion is a Principal Amount at Maturity of \$1,000 or an integral multiple thereof: \$_____.

The Notes shall be purchased by the Company as of the Purchase Date pursuant to the terms and conditions specified in paragraph 6 of the Notes and in the Indenture.