

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <u>ORNSTEIN JONATHAN G</u>  (Last) (First) (Middle) <u>410 N. 44TH STREET SUITE 700</u>  (Street) <u>PHOENIX AZ 85008</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC [ MESA ]</u>	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) _____ <p style="text-align: center;"><b>CEO</b></p>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2024</u>	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	
	4. If Amendment, Date of Original Filed (Month/Day/Year) _____  Rule 10b5-1(c) Transaction Indication  <input checked="" 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	06/01/2024		M		27,240	A	\$0	788,397	D	
Common Stock	06/01/2024		M		67,468	A	\$0	855,865	D	
Common Stock	06/01/2024		M		24,140	A	\$0	880,005	D	
Common Stock	06/01/2024		F		49,738	D	\$1.22	830,267	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 Award	\$0	06/01/2024		M			27,240	06/01/2024	(1)	Common stock	27,240	\$0	207,358	D	
Restricted Stock Award	\$0	06/01/2024		M			67,468	06/01/2024	(2)	Common stock	67,468	\$0	139,890	D	
Restricted Stock Award	\$0	06/01/2024		M			24,140	06/01/2024	(3)	Common stock	24,140	\$0	115,750	D	

**Explanation of Responses:**

- A restricted stock award of 81,716 shares was granted under the 2018 Equity Incentive Plan on June 1, 2021. This is the final tranche of this award.
- A restricted stock award of 202,405 shares was granted under the 2018 Equity Incentive Plan on June 1, 2022. The final tranche of this award will vest 67,469 shares on June 1, 2025.
- A restricted stock award of 72,421 shares was granted under the 2018 Equity Incentive Plan on June 1, 2023. Additional tranches of this award will vest as follows: 24,140 shares on June 1, 2025, and 24,141 shares on June 1, 2026.

/s/ Jonathan Ornstein 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.