

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>GILLMAN BRIAN S</u>  (Last) (First) (Middle) 410 44TH STREET, SUITE 700  (Street) PHOENIX AZ 85008  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MESA AIR GROUP INC [ MESA ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 06/01/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)	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) EVP/GC/Secretary  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
Rule 10b5-1(c) Transaction Indication  <input 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	06/01/2023		M		19,901	A	\$0.00	88,435	D	
Common Stock	06/01/2023		M		6,809	A	\$0.00	95,244	D	
Common Stock	06/01/2023		M		16,867	A	\$0.00	112,111	D	
Common Stock	06/01/2023		F		19,284	D	\$1.66	92,827	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	\$0.00	06/01/2023		M		19,901		06/01/2023	(1)	Common Stock	19,901	\$0.00	64,221	D	
Restricted Stock Award	\$0.00	06/01/2023		M		6,809		06/01/2023	(2)	Common Stock	6,809	\$0.00	57,412	D	
Restricted Stock Award	\$0.00	06/01/2023		M		16,867		06/01/2023	(3)	Common Stock	16,867	\$0.00	40,545	D	
Restricted Stock Award	\$0.00	06/01/2023		A		18,105		06/01/2023	(4)	Common Stock	18,105	\$0.00	58,650	D	

**Explanation of Responses:**

1. A restricted stock award of 59,701 shares was granted under the 2018 Equity Incentive Plan on June 1, 2020. This is the final tranche of this award.
2. A restricted stock award of 20,429 shares was granted under the 2018 Equity Incentive Plan on June 1, 2021. The final tranche of this award will vest 6,811 shares on June 1, 2024.
3. A restricted stock award of 50,601 shares was granted under the 2018 Equity Incentive Plan on June 1, 2022. Additional tranches of this award will vest as follows: 16,867 shares on June 1, 2024; and 16,867 shares on June 1, 2025.
4. A restricted stock award of 18,105 was granted under the 2018 Equity Incentive Plan on June 1, 2023. Tranches of this award will vest annually in equal one third increments.

**Remarks:**

/s/Brian S. Gillman                      06/02/2023  
 \*\* 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.