Keefe Michael C Form 4 June 08, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Keefe Michael C

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

(Zip)

Mistras Group, Inc. [MG]

(Check all applicable)

C/O MISTRAS GROUP, 195

3. Date of Earliest Transaction

(Month/Day/Year)

06/06/2018

Director 10% Owner X_ Officer (give title _ Other (specify

below) EVP, General Counsel

CLARKSVILLE ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PRINCETON JUNCTION, NJ 08550

(State)

(Street)

| | | 1401 | | 011,4401,0 | ~~~ | 10105 1104 | lanca, Pishosea or, or Benefician, Ownea | | | | |
|-----------------|---------------------|--------------------|------------|--|-----------|------------|--|--------------|--------------|--|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | saction(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | Code | | | | Beneficially | (D) or | Beneficial | | |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership | | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | (4) | | Reported | | | | | |
| | | | | | (A) | | Transaction(s) | | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | | |
| Common | | | | | | \$ | | | | | |
| Common Stock | 06/06/2018 | | S | 3,651 | D | 20.02 | 38,361 | D | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Keefe Michael C - Form 4

| 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | t of ying es | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---------------------|--------------------|---|--|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Keefe Michael C C/O MISTRAS GROUP 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 08550

EVP, General Counsel

Signatures

Michael C. Weefe 06/08/2018

**Signature of Date Reporting Person

Explanation of Responses:

- * 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).

The price represents the weighted average price for the transactions reported on this line. The range of prices for transactions reported on (1) this line was \$20.00 to \$20.09. Upon request by the Commission staff or a security holder of the issuer, the full information regarding the number of shares sold at each separate price shall be provided. This information has been provided to the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2