

Mistras Group, Inc.
Form 4
April 23, 2014

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lange Michael J.

(Last) (First) (Middle)

C/O MISTRAS GROUP, INC., 195
CLARKSVILLE ROAD

(Street)

PRINCETON JUNCTION, NJ 08550

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Mistras Group, Inc. [MG]

3. Date of Earliest Transaction
(Month/Day/Year)

04/21/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Group EVP, Services

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2014		S	9,981 D	\$ 23.6 (1)	299,751	D
Common Stock	04/22/2014		S	17,295 D	\$ 23.73 (2)	282,456	D
Common Stock	04/23/2014		S	25,367 D	\$ 23.95 (3)	257,089	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lange Michael J. C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 08550	X		Group EVP, Services	

Signatures

Michael C. Keefe, attorney-in-fact for Michael J.
Lange 04/23/2014

__Signature of Reporting Person

Date

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 on this line represents the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line was \$23.50 to \$23.86. 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. The information has been provided to the issuer.

The price on this line represents the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line was \$23.52 to \$23.89. 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. The information has been provided to the issuer.

The price on this line represents the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line was \$23.45 to \$24.26. 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. The 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.

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