

LOCKHART DANA J
Form 3
August 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|-------------------------------------------|---------|--------------------------------------|------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LOCKHART DANA J | | (Month/Day/Year) | MESA AIR GROUP INC [MESA] | |
| (Last) | (First) | 08/09/2018 | | |
| 410 N. 44TH STREET, SUITE 700 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PHOENIX,Â AZÂ 85008 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 1,488 | D | Â |

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

SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable | Title | | | |

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| | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------|---------------------------|------------|----------------------------|--------|----------------------------|---|
| Restricted Stock Units | 01/16/2019 | Â (1) | Common Stock 14,648 | \$ 0 | D | Â |
| Stock Appreciation Rights | 04/21/2016 ⁽²⁾ | 07/20/2025 | Common Stock 25,000 | \$ 6.4 | D | Â |
| Stock Appreciation Rights | 01/19/2017 ⁽³⁾ | 01/18/2026 | Common Stock 25,000 | \$ 7.1 | D | Â |
| Stock Appreciation Rights | 01/17/2018 ⁽⁴⁾ | 01/16/2027 | Common Stock 27,381 | \$ 5.5 | D | Â |
| Restricted Stock Award | 01/23/2018 | Â (5) | Common Stock 2,978 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LOCKHART DANA J 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008 | Â X | Â | Â | Â |

Signatures

/s/ Dana J.
Lockhart

08/09/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Each restricted stock unit represents the right to receive, on a one-for-one basis, common stock of the Company. The restricted stock units shall vest annually in equal one-third increments beginning on January 16, 2019, until fully vested.
- (2) Cash-settled stock appreciation rights.
- (3) Cash-settled stock appreciation rights, of which 8,335 shares remain unvested.
- (4) Cash-settled stock appreciation rights, of which 18,253 shares remain unvested.
- (5) The restricted stock award vests as follows: Annually in equal one-third increments beginning on January 23, 2018, until fully vested.

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.