

MESA AIR GROUP INC

Form 4

February 17, 2009

**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 \*  
**GOLDMAN SACHS GROUP INC**

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MESA AIR GROUP INC [MESA]

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

02/12/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, No Par Value	02/12/2009		P	Amount 528,900 (2) (6)	(A) or (D) A Price \$ 0.0486 (2) (6)	14,751,556 I	See footnote (1)
Common Stock, No Par Value	02/12/2009		S	3,141,000 (3) (6)	D \$ 0.0461 (3) (6)	11,610,556 I	See footnote (1)
Common Stock, No Par Value	02/13/2009		P	7,000 (4) (6)	A \$ 0.0415 (4) (6)	11,617,556 I	See footnote (1)
Common Stock, No Par Value	02/13/2009		S	1,508,200 (5) (6)	D \$ 0.0403 (5) (6)	10,109,356 I	See footnotes (1) (7) (8)

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

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SEC 1474  
(9-02)

**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. 6)
				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
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		

## Signatures

/s/ Kevin P. Treanor,  
Attorney-in-fact 02/17/2009

\_\_Signature of Reporting Person Date

/s/ Kevin P. Treanor,  
Attorney-in-fact 02/17/2009

\_\_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).

(1)

## Edgar Filing: MESA AIR GROUP INC - Form 4

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). The securities reported herein as indirectly purchased or sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to Mesa Air Group, Inc. (the "Company"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

- (2) Reflects the purchase of 528,900 shares of the Company's common stock, no par value per share (the "Common Stock") by Goldman Sachs at a weighted average purchase price of \$0.0486 per share, at prices ranging from \$0.0400 to \$0.0605 per share.
- (3) Reflects the sale of 3,141,000 shares of Common Stock by Goldman Sachs at a weighted average sale price of \$0.0461 per share, at prices ranging from \$0.0400 to \$0.0605 per share.
- (4) Reflects the purchase of 7,000 shares of Common Stock by Goldman Sachs at a weighted average purchase price of \$0.0415 per share, at prices ranging from \$0.0401 to \$0.0499 per share.
- (5) Reflects the sale of 1,508,200 shares of Common Stock by Goldman Sachs at a weighted average sale price of \$0.0403 per share, at prices ranging from \$0.0400 to \$0.0499 per share.
- (6) The Reporting Persons will provide, upon request by the staff of the Securities and Exchange Commission (the "Commission"), the Company, or a security holder of the Company, full information regarding the number of shares purchased or sold at each separate price.
- (7) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 10,109,356 shares of Common Stock. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

- As of February 13, 2009, the Reporting Persons ceased to beneficially own more than 10% of the shares of Common Stock outstanding
- (8) per the information reported in the Company's Current Report on Form 8-K filed with the Commission on February 12, 2009, and are therefore no longer subject to Section 16 of the Securities Exchange Act of 1934, as amended.

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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