

FERVERDA MICHAEL L
 Form 4
 August 14, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 FERVERDA MICHAEL L

(Last) (First) (Middle)

410 N. 44TH STREET, SUITE 700

(Street)

PHOENIX, AZ 85008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MESA AIR GROUP INC [MESA]

3. Date of Earliest Transaction (Month/Day/Year)
 08/10/2018

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)

Chief Operating Officer

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 (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					9,033	D	
Common Stock	08/10/2018		A		11,964 (2) (3)	A	\$ 0 20,997

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

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SEC 1474
 (9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	08/10/2018		D ⁽¹⁾	4,999	<u>(1)</u> <u>(1)</u>	Common Stock
Stock Appreciation Rights	\$ 6.8	08/10/2018		D ⁽²⁾	10,000	<u>(2)</u> 07/20/2025	Common Stock
Stock Appreciation Rights	\$ 7.1	08/10/2018		D ⁽³⁾	20,003	<u>(3)</u> 01/18/2026	Common Stock
Stock Appreciation Rights	\$ 5.5	08/10/2018		D ⁽⁴⁾	20,001	<u>(4)</u> 01/16/2027	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D ⁽⁵⁾	5,000	<u>(5)</u> <u>(5)</u>	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		A	22,203	01/21/2019 <u>(6)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERVERDA MICHAEL L 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008	X		Chief Operating Officer	

Signatures

/s/ Michael L.
Ferverda

08/14/2018

**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)

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The restricted stock units under this grant were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (2) The stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (3) The vested stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018. Stock appreciation rights for 6,668 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (4) The vested stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018. Stock appreciation rights for 13,333 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (5) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

- (6) A restricted stock award was granted under the 2018 Equity Incentive Plan in a grant dated August 10, 2018, and vests as follows: 1,751 shares on January 16, 2019; 7,732 shares on January 21, 2019; 2,500 shares on July 21, 2019; 1,750 shares on January 16, 2020; 4,221 shares on January 21, 2020; 2,499 shares on June 21, 2020; and 1,750 shares on January 16, 2021.

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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