Mistras Group, Inc. Form 4 November 20, 2014

FORM 4

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

OMB Number: 3235-0287 January 31,

2005

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires:

Statement of the stimated aver

Estimated average burden hours per response... 0.5

5 Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

D

Applicable Line)

Check this box if no longer subject to Section 16.

Section 16.

Form 4 or
Form 5

Children in Section 16 (a) of the Securities Exchange Act of 1934, only a section 16 (b) of the Securities Exchange Act of 1934, only a section 16 (a) of the Securities Exchange Act of 1934, only a section 16 (b) of the Securities Exchange Act of 1934, only a section 16 (a) of the Securities Exchange Act of 1934, only a section 16 (b) of the Securities Exchange Act of 1934, only a section 16 (a) of the Securities Exchange Act of 1934, only a section 16 (b) of the Securities Exchange Act of 1934, only a section 16 (c) of the Securities Exchange Act of 1934, only a section 16 (c) of the Securities Exchange Act of 1934, only a section 16 (c) of the Securities Exchange Act of 1934, only a section 16 (c) of the Securities Exchange Act of 1934, only a section 16 (c) of the Securities Exchange Act of 1934, only a section 16 (c) of the Securities Exchange Act of 1934, only a section 16 (c) only a securities Exchange Act of 1934, only a section 16 (c) only a securities Exchange Act of 1934, only a securities

obligations may continue. See Instruction

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wolk Jonathan H			Symbol	Issuer	•	J		
			Mistras Group, Inc. [MG]	(C	heck all	applic	able)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(0.		аррис	u010)	
			(Month/Day/Year)	Director			10% Ov	vner
C/O MISTRAS GROUP, 195			11/18/2014	_X_ Officer (g	give title			specify
CLARKSV	ILLE ROAI)		below) EVP, (Chief Fi	below) inancial		er

4. If Amendment, Date Original

F

Filed(Month/Day/Year)

2 Januar Nama and Tielzer or Tradina

(Street)

11/18/2014

Stock

	PRINCETO	N JUNCTION, N	J 08550			Person	Aore than One Repo	orting
	(City)	(State) (Zip) Table	e I - Non-D	Perivative Securities Acq	uired, Disposed of	f, or Beneficially	Owned
	1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership 7. Form: Direct I	7. Nature of Indirect
	(Instr. 3)	,	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)	Beneficially Owned	` '	Beneficial Ownership
(Month/Day/Tear)			(Ilisti. 6)		Following	` ′	(Instr. 4)	
					(A)	Reported Transaction(s)		
				Code V	or Amount (D) Price	(Instr. 3 and 4)		
	Common	11/19/2014		E	2,116 s	25 001	D	

(1)

D

16.94

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

25,884

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

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Wolk Jonathan H C/O MISTRAS GROUP 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 08550

EVP, Chief Financial Officer

Signatures

/s/ Michael C. Keefe, attorney in fact for Jonathan H. Wolk

11/20/2014

**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).
- (1) Represents shares withheld for payment of tax liability as a result of the partial settlement of a restricted stock unit award granted on November 18, 2013.

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.

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