

Mistras Group, Inc.  
Form DEFA14A  
September 07, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

**Mistras Group, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

\*\*\* Exercise Your *Right* to Vote \*\*\*

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on October 18, 2016**

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** August 22, 2016

**Date:** October 18, 2016

**Time:** 5:00 PM EDT

Mistras  
Group  
Headquarters  
195

***MISTRAS GROUP, INC.***

**Location:** Clarksville  
Road  
Princeton  
Junction  
New Jersey,  
08550

You are receiving this communication because you hold shares in the above named company.

***MISTRAS GROUP, INC.***

***195 CLARKSVILLE ROAD***

***PRINCETON JUNCTION, NJ 08550***

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this  
notice to obtain proxy  
materials and voting  
instructions.**

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## Before You Vote

How to Access the Proxy Materials

### Proxy Materials Available to VIEW or RECEIVE:

1. Notice of Annual Meeting and Proxy Statement
2. the Annual Report

### How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before October 04, 2016 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:**  
Many shareholder  
meetings have  
a t t e n d a n c e

requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**V o t e B y Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting items**

**The Board of Directors  
recommends you vote  
FOR the following:**

- 1.** Election of  
Directors

**Nominees**

01 Nicholas  
DeBenedictis 02 James J.  
Forese 03 Richard H.  
Glanton 04 Michael J.  
Lange 05 Manuel N.  
Stamatakis  
06 Sotirios J.  
Vahaviolos 07 W. Curtis  
Weldon

**The Board of Directors  
recommends you vote FOR  
proposals 2, 3, 4 and 5.**

- 2.** To ratify the  
appointment  
by the Audit  
Committee of  
the Board of  
Directors of  
KPMG LLP as  
independent  
registered  
public  
accounting  
firm of  
Mistras  
Group, Inc. for  
its fiscal year  
ending May  
31, 2017.
- 3.** To approve an  
amendment to  
the Mistras  
Group, Inc.  
Second



Amended and  
Restated  
Certificate of  
Incorporation.

4. To approve  
the Mistras  
Group, Inc.  
2016  
Long-Term  
Incentive Plan.

5. To approve on  
an advisory  
basis the  
compensation  
of Mistras  
Group named  
executive  
officers.

**NOTE:** Such other business  
as may properly come before  
the meeting or any  
adjournment thereof.

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