

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Lange Michael J.</u> (Last) (First) (Middle) <u>C/O MISTRAS GROUP, INC.</u> <u>195 CLARKSVILLE ROAD</u> (Street) <u>PRINCETON</u> <u>NJ</u> <u>08550</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mistras Group, Inc. [MG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman and Senior EVP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2016</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/08/2016		C		11,409 ⁽¹⁾	A	\$0	292,806	D	
Common Stock	09/08/2016		F		3,939 ⁽²⁾	D	\$24.6	288,867	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Unit	\$0	09/08/2016		C			11,409 ⁽¹⁾	(3)	(3)	Common Stock	11,409	\$0	38,379	D	
Performance Share Unit	\$0	09/08/2016		J ⁽⁴⁾			38,379 ⁽⁴⁾	(3)	(3)	Common Stock	38,379	\$0	0	D	
Performance Share Unit	\$0	09/08/2016		J ⁽⁴⁾			14,696 ⁽⁴⁾	(5)	(5)	Common Stock	14,696	\$0	0	D	

Explanation of Responses:

1. Transaction represents the settlement of performance share units granted January 21, 2014 that were earned and vested for the one and two year cycles.
2. Represents shares withheld for the payment of tax liability as a result of the settlement of performance share units earned and vested.
3. These performance share units vested to the extent earned on or about September 8, 2016.
4. Transaction represents the expiration and surrender of performance share units unearned.
5. These performance share units vest to the extent earned on or about September 7, 2017.

Michael C. Keefe, attorney-in-
fact for Michael J. Lange

09/12/2016

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.