

## FORM 3

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

## OMB APPROVAL

OMB Number: 3235-0104  
 Estimated average burden  
 hours per response: 0.5

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

1. Name and Address of Reporting Person * <u>Sotirios Vahaviolos January</u> <u>2023 2-Year Grantor Retained</u> <u>Annuity Trust</u>  (Last) (First) (Middle) <u>C/O MISTRAS GROUP</u> <u>195 CLARKSVILLE ROAD</u>  (Street) <u>PRINCETON NJ 08550</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/09/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Mistras Group, Inc. [ MG ]</u>  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)  5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
---	--	--

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,734,718	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Explanation of Responses:

## Remarks:

Reporting person was established by the grantor, Sotirios Vahaviolos, Executive Chairman and Founder of the Issuer. The shares were acquired a gift by Dr. Vahaviolos. Dr. Vahaviolos' daughter, who does not reside with him, is the trustee for the the trust and will hold sole power over the voting and disposition of the shares of Mistras Group common stock held by the trust. Dr. Vahaviolos and the GRAT trustee have agreed that the GRAT will be subject to the issuer's insider trading compliance policy regarding the shares of Mistras Group common stock held by the trust.

/s/ Michael C. Keefe,  
 attorney-in-fact for  
 Stephanie Foglia, Trustee

01/20/2023

\*\* 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 5 (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.

POWER OF ATTORNEY

I, the undersigned, being a person required to file reports pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Section 16") regarding the undersigned's beneficial ownership of equity securities in Mistras Group, Inc. (the "Company"), hereby constitute and appoint each of Michael Keefe, Edward Prajzner and Michael Kozole, signing singly, as my true and lawful attorney-in-fact to:

(1) Prepare, execute in my name and on my behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form 10, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling me to make electronic filings with the SEC of reports required by Section 16 or any rule or regulation of the SEC;

(2) execute for and on my behalf, as a Section 16 reporting person of the Company, Forms 3, 4, and 5 in accordance with Section 16 and the rules thereunder, and any other forms or reports I may be required to file in connection with my ownership, acquisition, or disposition of securities of the Company;

(3) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and file such form or report with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my interest, or legally required by me, it being understood that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4, and 5 with respect to my holdings of and transactions in securities of the Company, unless earlier revoked by me. By executing this Power of Attorney, I revoke all powers of attorney previously executed by me regarding the powers and authority granted in this Power of Attorney.

Dated: January 9, 2023

/s/ Stephanie Foglia  
Stephanie Foglia, as Trustee of the  
Sotirios Vahaviolos January 2023 2-Year  
Grantor Retained Annuity Trust