FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

ashington,	D.C. 20549	

ı	UNIB APPRO	JVAL				
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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

Common Stock Comm	1. Name and Address of Reporting Person* DEBENEDICTIS NICHOLAS					2. Issuer Name and Ticker or Trading Symbol Mistras Group, Inc. [MG]							5. Relationship (Check all app X Direc		licable)	ng Per	rson(s) to Is 10% Over (s)	wner	
(Street) PRINCETON JUNCTION (State) (State) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/	C/O MIS	STRAS GR	OUP	Middle)			l											opcomy	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Date Date Date (Date Date) 2. Transaction Date (Date Date Date Date Date Date Date Date	(Street) PRINCETON JUNCTION NJ 08550				4. If Amendment, Date of Original Filed (Month/Day/Year)							X Form filed by One Reporting Person Form filed by More than One Reporting							
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) if any (Month/Day/Year) (Month/Day/Yea																			
Common Stock Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4)	1. Title of Security (Instr. 3) 2. Transact Date				tion 2A. Deemed Execution Date, if any		3. 4. Securities Disposed Of Code (Instr. 5)		es Acquired (A)) or	5. Amount of securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities 2. Conversion or Exercise Price of Derivative Security (Instr. 3) (Instr. 3) 2. Code (Instr. 3) 3. Transaction Date (Month/Day/Year) (Instr. 4) 3. Transaction Date (Month/Day/Year) (Instr. 4) 4. Transaction Date (Month/Day/Year) (Instr. 4) 5. Number of Derivative Securities (Month/Day/Year) (Instr. 4) 8. Price of Derivative Securities Securities (Month/Day/Year) Derivative Securities (Instr. 5) Ownership Form: Direct (D) or Indirect (Instr. 4) (Instr. 4) Amount							Code V Amount (A) or Price				rice	Transa	Transaction(s)			(iiioa: 4)			
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(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 1. Title of Date (Onderlying Derivative Security (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) 2. Conversion Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction Date (Month/Day/Year) 5. Number of Executities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) 8. Price of Derivative Security (Instr. 5) 9. Number of Derivative Securities (Month/Day/Year) 9. Number of Derivative Securities (Instr. 4) 9. Number of Derivative Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 4) 9. Number of Derivative Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 4) 9. Number of Derivative Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 4) 9. Number of Derivative Securities (Instr. 5) 9. Number of Amount of Securities (Instr. 5) 9. Number of Amount of Securities (Instr. 5) 9. Number of Derivative Securities (Instr. 5) 9. Number of Amount of Securities (Instr. 5) 10. Ownership Securities (Instr. 5) 11. National Securities (Instr. 5) 12. Number of Amount of Securities (Instr. 5) 13. Number of Amount of Securities (Instr. 5) 14. Number of Securities (Instr. 5) 15. Nu	Common Stock														25	5,000			By Spouse
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Explanation of Responses:

1. Transaction represents an award of stock for director fees.

Michael C. Keefe. attorney-in-03/17/2023

** Signature of Reporting Person

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

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.

^{*} 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).