SEC Form 4
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Instruction 1(b).

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See*  UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL	<b>OWNERSHIP</b>
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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* Lange Michael J.			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Mistras Group, Inc.</u> [ MG ]		tionship of Reporting Perso all applicable) Director	10% Owner
(Last) (First) (Middle) C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2021	X	Officer (give title below) Senior EV	Other (specify below)
JUNCTION	NJ (State)	08550 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	rting Person

## 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)			4. Securities A Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11341.4)	
Common Stock	03/24/2021		A		5,626 <sup>(1)</sup>	Α	\$ <mark>0</mark>	327,644	D	

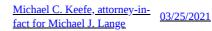
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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	03/24/2021		A		8,438		(2)	(2)	Common Stock	8,438	\$0	8,438	D	

## **Explanation of Responses:**

1. Transaction represents an award of restricted stock units, which vest 25% on each anniversary date of the award.

2. These performance share units vest to the extent earned in 2022 based upon performance metrics for 2021. The reporting person may earn between 0 and 200% of the units reported based on performance. Once earned, these performance share units will be paid in restricted stock units which will vest over 4 years.



Date

\*\* Signature of Reporting Person

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

 $\ast$  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.