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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 15, 2011

**Mistras Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001- 34481**

(Commission File Number)

**22-3341267**

(IRS Employer Identification No.)

**195 Clarksville Road**

**Princeton Junction, New Jersey**

(Address of principal executive offices)

**08550**

(Zip Code)

Registrant's telephone number, including area code: **(609) 716-4000**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 15, 2011, the board of directors of Mistras Group, Inc. increased the size of the board from six to seven members and elected Ellen T. Ruff to the board. Ms. Ruff has also been appointed to the audit committee of the company's board, in place of Richard Glanton, who will remain on the board's compensation and corporate governance committees. The press release announcing Ms. Ruff's election is attached to this report as an exhibit and incorporated herein by reference.

Ms. Ruff will receive compensation in her role as a non-employee director pursuant to the compensation plan for non-employee directors described in the company's annual proxy statement filed with the Securities and Exchange Commission on September 16, 2010.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits

99.1 Press release issued by Mistras Group, Inc. on February 16, 2011

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MISTRAS GROUP, INC.

Date: February 16, 2011

By: /s/ Michael C. Keefe

Name: Michael C. Keefe

Title: Executive Vice President, General  
Counsel and Secretary

Exhibit No.	Description
99.1	Press release issued by Mistras Group, Inc. on February 16, 2011



Worldwide Headquarters:  
195 Clarksville Road  
Princeton Junction, NJ 08550  
Phone: (609) 716-4000 Fax: (609) 716-0706  
[www.mistrasgroup.com](http://www.mistrasgroup.com)

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## **FOR IMMEDIATE RELEASE**

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### **Mistras Group, Inc. Names Former Executive for Duke Energy Corporation Ellen Ruff to Board of Directors**

**Princeton Junction, NJ. — February 15, 2011** — Ms. Ellen Ruff, former President of Nuclear Development at Duke Energy Corporation, has been elected to the Mistras Group, Inc. (NYSE:MG) board of directors, it was announced today by Dr. Sotirios Vahaviolos, Chairman and CEO. Ms. Ruff will also serve on the audit committee of the Mistras board of directors.

“We are delighted that Ms. Ruff will be joining the Mistras board. Her knowledge and experience with various aspects of the power industry for the past 30 years, along with her demonstrated leadership roles in business and community activities, will serve Mistras and its shareholders well,” said Dr. Vahaviolos. “We look forward to her counsel and insight in the power generation business, especially in the nuclear side, as we continue to diversify and expand our world markets for Asset Protection Solutions.”

Ms. Ruff served as President of Nuclear Development from December 2008 until her retirement in December 2010 from Duke Energy, one of the largest electric power companies in the United States focused on electric power and gas distribution operations, and other energy services in the Americas. Ms. Ruff previously served as President of Duke Energy Carolinas, an electric utility providing electricity and other services to customers in North Carolina and South Carolina. Ms. Ruff joined the Duke Energy organization in 1978 and prior to these last two offices, held various positions, including, Vice President and General Counsel of Corporate, Gas and Electric Operations, Senior Vice President and General Counsel for Duke Energy, Senior Vice President of Asset Management for Duke Power, Senior Vice President of Power Policy and Planning, Group Vice President of Power Policy and Planning and Group Vice President of Planning and External Affairs.

Ms. Ruff has a Bachelor of Arts degree in Business from Simmons College and a Juris Doctor degree from the University of North Carolina Chapel Hill.

Ms. Ruff currently serves on the Board of Directors of Aqua America, Inc. and is a member of its Executive Compensation Committee.

#### **About Mistras Group, Inc.**

MISTRAS is a leading “one source” global provider of technology-enabled asset protection solutions used to evaluate the structural integrity of critical energy, industrial and public infrastructure. Mission critical services and solutions are delivered globally and provide customers the ability to extend the useful life of their assets, improve productivity & profitability, comply with government safety and environmental regulations and enhance risk management operational decisions.

MISTRAS uniquely combines its industry-leading products and technologies — 24/7 on-line monitoring of critical assets; mechanical integrity (MI) and non-destructive testing (NDT) services; and its proprietary world class data warehousing & analysis software- to provide comprehensive and competitive products, systems and services solutions from a single source provider.

For more information, please visit the company’s website at [www.mistrasgroup.com](http://www.mistrasgroup.com) or contact their worldwide headquarters at 609-716-4000.

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*Asset Protection Solutions*

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