

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <u>Prajzner Edward J</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. Issuer Name and Ticker or Trading Symbol <u>Mistras Group, Inc. [MG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. EVP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2023</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	03/16/2023		A		15,000 ⁽¹⁾	A	\$0	91,018	D	
Common Stock	03/17/2023		F		576 ⁽²⁾	D	\$5.62	90,442	D	
Common Stock	03/17/2023		F		2,267 ⁽²⁾	D	\$5.58	88,175	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
Performance Restricted Stock Units	\$0	03/17/2023		J ⁽³⁾			18,321	(4)	(5)	Common Stock	18,321	\$0	0	D	

Explanation of Responses:

- Represents an award of restricted stock units, which vests 1/3 on each of March 16 of 2024, 2025 and 2026.
- Represents shares withheld for payment of tax liability as a result of the vesting of restricted stock units.
- Transaction represents the expiration and forfeiture of performance units which were not earned because of the failure to meet the performance conditions.
- These performance share units vest to the extent earned in 2023 based upon performance metrics for 2022. 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.
- 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.

/s/ Michael C. Keefe, attorney-in-fact for Edward J. Prajzner 03/20/2023

** 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 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.