

**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): November 25, 2020

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,
(Address of principal executive offices)

New Jersey

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 (see General Instruction A.2 below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	MG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 25, 2020, the board of directors of Mistras Group, Inc (the “Company”) elected Charles P. Pizzi to the board, effective January 1, 2021, to replace W. Curtis Weldon, who has decided to retire from the board effective December 31, 2020. Mr. Pizzi has also been appointed to serve on the audit committee and the corporate governance committee of the Company’s board upon his taking office on January 1, 2021. The press release announcing Mr. Pizzi's election is attached to this report as an exhibit and incorporated herein by reference.

Mr. Pizzi will receive compensation in his role as a non-employee director pursuant to the compensation plan for non-employee directors, as described in the Company’s proxy statement filed with the Securities and Exchange Commission on April 9, 2020, as such plan may be modified by the board. There were no transactions between Mr. Pizzi and the Company that require disclosure under Regulation S-K 404(a).

Item 9.01. Financial Statement and Exhibits

(d) Exhibits

[99.1 Press release issued by Mistras Group, Inc. on December 2, 2020](#)

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: December 2, 2020

By: /s/ Michael C. Keefe
Name: Michael C. Keefe
Title: Executive Vice President, General Counsel and Secretary

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Mistras Group, Inc. on December 2, 2020

MISTRAS GROUP, INC. ELECTS CHARLES P. PIZZI TO BOARD OF DIRECTORS

PRINCETON JUNCTION, N.J. – DECEMBER 2, 2020 – MISTRAS Group, Inc. (NYSE: MG) announced today that Mr. Charles P. Pizzi, Independence Health Group Chairman and former executive of Tasty Baking Company, has been elected to the company’s Board of Directors, effective January 1, 2021.

As part of his Board appointment, Mr. Pizzi will serve as a member of the Board’s Audit Committee and Corporate Governance Committee.

“We are delighted that Mr. Pizzi will be joining the MISTRAS Board,” said Dennis Bertolotti, MISTRAS Group President and Chief Executive Officer (CEO). “We look forward to his contributions, as he brings with him a tremendous breadth of executive leadership and corporate governance experience, along with a reputation for his commitment to excellence and integrity.”

“We welcome Mr. Pizzi’s counsel and perspective as MISTRAS continues to fortify its position as an asset protection industry leader,” said Dr. Sotirios J. Vahaviolos, MISTRAS Group founder and Executive Chairman.

Mr. Pizzi served as President & CEO of the NASDAQ-listed Tasty Baking Company, a Philadelphia-based snack manufacturer with distribution across the United States, from 2002 to 2011. Prior to this role, Mr. Pizzi was President and CEO of the Greater Philadelphia Chamber of Commerce for 13 years, overseeing a record growth in membership.

Mr. Pizzi has served on the Board of Directors of Independence Health Group since 1991 and as Chairman of the Board since 2018, where he has contributed to the company’s revenue growth from \$3 billion to \$19 billion. He also serves as Lead Director for Pennsylvania Realty Trust, and on the boards for Brandywine Realty Trust and Franklin Square Energy and Global Opportunity Funds. Previously, he served as Chairman of the Federal Reserve Bank of Philadelphia from 2010-2011, and as a Director 2008 to 2011.

Mr. Pizzi is an active participant in civic and community affairs, holding board member positions for multiple non-profit organizations spanning education, fine arts, and industrial development. In 2009, Mr. Pizzi was awarded the William Penn Award, the highest honor in the Greater Philadelphia business community.

Mr. Pizzi graduated with a B.A. from La Salle University (Philadelphia, PA), earned an M.S. at the University of Pennsylvania, and received an honorary doctorate from St. Joseph's University (Philadelphia, PA).

For more information about MISTRAS Group’s Corporate Governance, visit <https://investors.mistrasgroup.com/>.

About MISTRAS Group, Inc.

MISTRAS Group, Inc. (NYSE: MG) is a leading "one source" multinational provider of integrated technology-enabled asset protection solutions, helping to maximize the safety and operational uptime for civilization’s most critical industrial and civil assets.

Backed by an innovative, data-driven asset protection portfolio, proprietary technologies, and decades-long legacy of industry leadership, MISTRAS leads clients in the oil and gas, aerospace and defense, renewable and nonrenewable power, civil

infrastructure, and manufacturing industries towards achieving and maintaining operational excellence. By supporting these organizations that help fuel our vehicles and power our society; inspecting components that are trusted for commercial, defense, and space craft; and building real-time monitoring equipment to enable safe travel across bridges, MISTRAS helps the world at large.

MISTRAS enhances value for its clients by integrating asset protection throughout supply chains and centralizing integrity data through a suite of Industrial IoT-connected digital software and monitoring solutions. The company's core capabilities also include non-destructive testing field and in-line inspections enhanced by advanced robotics, laboratory quality control and assurance testing, sensing technologies and NDT equipment, asset and mechanical integrity engineering services, and light mechanical maintenance and access services.

For more information about how MISTRAS helps protect civilization's critical infrastructure, visit <https://www.mistrasgroup.com> or contact Nestor S. Makarigakis, Group Vice President of Marketing at marcom@mistrasgroup.com.