
**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): August 29, 2013

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 (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))
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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 August 29, 2013, Francis Joyce, Executive Vice President, Chief Financial Officer and Treasurer of the Company, resigned from his positions with the Company. The press release announcing Mr. Joyce's resignation is attached to this report as an exhibit.

On September 4, 2013, the Company appointed Philip Orlando, Group Controller, as its interim principal financial officer and Justin Vogel, Corporate Controller, as its interim principal accounting officer.

Mr. Orlando, age 50, joined the Company in March 2008 as Services Controller and became Group Controller in 2012. Prior to Mistras, Mr. Orlando served in various financial and accounting roles with different companies, including controller at Foley Machinery and chief financial officer at Applied Water Management. Mr. Orlando received a B.S. in Accounting from William Paterson College and is a certified public accountant.

Mr. Vogel, age 42, joined the Company as Corporate Controller in April 2010. Prior to joining Mistras, Mr. Vogel was the Vice President, Finance of Power Medical Interventions, Inc., a medical device company listed on the NASDAQ stock exchange until its sale to Covidien plc in September 2009. Prior to his employment with Power Medical Interventions, Mr. Vogel served as Corporate Controller of Pharmacoepia, Inc., a NASDAQ-listed clinical development stage biopharmaceutical company, and started his career in public accounting at BDO USA, LLP in Boston, MA. Mr. Vogel graduated from the Montclair State University with a B.S in Accounting and is a certified public accountant.

In connection with their appointment to these positions, Messrs. Orlando and Vogel were each awarded a \$25,000 bonus and 2,000 restricted stock units.

There has been no transaction since May 31, 2012, or proposed transaction, to which the Company was or is to be a party in which either Mr. Orlando or Mr. Vogel had a direct or indirect interest required to be disclosed under Item 404 of Regulation S-K. There are no family relationships between Mr. Orlando and any other officer or director of the Company or between Mr. Vogel and any other officer or director of the Company.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits

99.1 Press release issued by Mistras Group, Inc. on September 5, 2013.

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: September 5, 2013

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 September 5, 2013

Mistras Group Announces Resignation of CFO

PRINCETON JUNCTION, N.J., September 5, 2013 (GLOBE NEWSWIRE) – Mistras Group, Inc. (NYSE:**MG** - **News**), a leading “one source” global provider of technology-enabled asset protection solutions, announced that Francis Joyce, the Company’s Executive Vice President, Chief Financial Officer and Treasurer, resigned from his positions with the Company. Mistras has retained the firm Spencer Stuart to lead the search for the company’s new chief financial officer. During the search, Philip Orlando, Group Controller, will serve as Mistras’ interim principal financial officer, and Justin Vogel, Corporate Controller, will serve as the company’s interim principal accounting officer.

About Mistras Group, Inc.

Mistras offers one of the broadest “one source” services and technology-enabled asset protection solution portfolios in the industry used to evaluate the structural integrity of energy, industrial and public infrastructure. Mission critical services and solutions are delivered globally and provide customers with the ability to extend the useful life of their assets, improve productivity and 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 and 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.