

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Foglia Stephanie Athena</u>  (Last) (First) (Middle) <u>195 CLARKKSVILLE 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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)	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	06/10/2026		G <sup>(1)</sup>		411,875	D	\$0	4,310,811	I	By GRAT <sup>(2)</sup>
Common Stock								1,393,324	D	
Common Stock								15,366	I	By Child
Common Stock								52,547	I	By Child
Common Stock								20,106	I	By Child
Common Stock								52,547	I	By Child
Common Stock								19,005	I	By Child
Common Stock								54,008	I	By Child
Common Stock								1,692	I	By Spouse

**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)		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)					

1. Name and Address of Reporting Person\*  
Foglia Stephanie Athena  
 (Last) (First) (Middle)  
195 CLARKKSVILLE ROAD

(Street)		
PRINCETON JUNCTION	NJ	08550
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>2025 Irrevocable Two-Year Grantor Retained Annuity Trust of Aspasia F. Vahaviolos</u>		
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(Last)	(First)	(Middle)
C/O STEPHANIE FOGLIA		
504 HIRAM ROAD		
<hr/>		
(Street)		
PLYMOUTH MEETING	PA	19462
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(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents an ordinary course annuity payment made by the 2025 Irrevocable Two-Year Grantor Retained Annuity Trust of Aspasia F. Vahaviolos ("GRAT") pursuant to its terms.
2. The reporting person is the trustee for the GRAT and holds sole power over the voting and disposition of the issuer's common stock held by the GRAT. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

/s/ Stephanie Athena Foglia      06/12/2026

\*\* 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.**