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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 2)\***

**Mistras Group, Inc.**

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**(Name of Issuer)**

**Common Stock, \$0.01 par value**

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**(Title of Class of Securities)**

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**(CUSIP Number)**

**Stephanie Foglia  
504 HIRAM ROAD,  
PLYMOUTH MEETING, PA, 19462  
610-324-6463**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**06/10/2026**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No.**

Name of reporting person

1

Stephanie Foglia

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

1,606,324.00

Number of Shares Beneficially

Shared Voting Power

8

4,310,811.00

Owned by Each Reporting Person

Sole Dispositive Power

9

1,606,324.00

With: Shared Dispositive Power

10

4,310,811.00

Aggregate amount beneficially owned by each reporting person

11 5,917,135.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 18.60 %

Type of Reporting Person (See Instructions)

14 IN

## SCHEDULE 13D

### CUSIP No.

Name of reporting person

1 2025 Irrevocable Two-Year Grantor Retained Annuity Trust of Aspasia F. Vahaviolos  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 UNITED STATES

Number of 7 Sole Voting Power

|              |  |
|--------------|--|
| Shares       |  |
| Beneficially | 0.00   |
| Owned by     | Shared Voting Power  |
| Each         | 8  |
| Reporting    | 4,310,811.00   |
| Person       | Sole Dispositive Power   |
| With:        | 9  |
|              | 0.00   |
|              | Shared Dispositive Power   |
|              | 10   |
|              | 4,310,811.00   |
|              | Aggregate amount beneficially owned by each reporting person                         |
| 11           | 4,310,811.00   |
|              | Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) |
| 12           | <input type="checkbox"/>   |
|              | Percent of class represented by amount in Row (11)                                   |
| 13           | 13.55 %  |
|              | Type of Reporting Person (See Instructions)  |
| 14           | OO   |

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, \$0.01 par value

Name of Issuer:

(b) Mistras Group, Inc.

Address of Issuer's Principal Executive Offices:

(c) 195 Clarksville Road, Princeton Junction, NEW JERSEY , 08550.

**Item 1 Comment:** The percentage calculations reflected in Rows (13) above are based on 31,816,681 outstanding shares as of May 7, 2026, as reported by the issuer.

### Item 2. Identity and Background

(a) This Schedule 13D is being filed pursuant to a joint filing agreement filed as Exhibit 1.1 hereto by and between (i) Stephanie Foglia and (ii) the 2025 Irrevocable Two-Year Grantor Retained Annuity Trust of Aspasia F. Vahaviolos (the "Trust"). Ms. Foglia and the Trust are referred to herein collectively as the "Reporting Persons."

(b) The business address of each of the Reporting Persons is c/o the Issuer, 195 Clarksville Road, Princeton Junction, New Jersey 08550

(c) Stephanie Foglia is the Director of Total Rewards for the Issuer.

(d) None of the Reporting Persons has been convicted in a criminal proceeding during the last five years.

(e) None of the Reporting Persons has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws during the last five years.

(f) Ms. Foglia is a citizen of the United States of America.

### Item 3. Source and Amount of Funds or Other Consideration

The Trust was established by its grantor, Aspasia F. Vahaviolos. The shares held by the Trust were acquired by a gift from Ms. Vahaviolos. Ms. Foglia is the trustee for the trust. Ms. Foglia directly owns 2,000 shares purchased for cash in the issuer's initial public offering and holds 12,663 shares received as compensation for employment with the issuer. All other shares beneficially owned by Ms. Foglia are indirectly held through immediate family members.

### Item 4. Purpose of Transaction

The Reporting Persons acquired, and presently beneficially own, shares of the issuer's common stock for investment purposes. None of the Reporting Persons currently has any plans or proposals that would result in or relate to any of

the transactions or changes listed in Items 4(a) through 4(j) of Schedule 13D. However, as part of their ongoing evaluation of their investment and investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters or make formal proposals to the board of directors of the issuer, other stockholders of the issuer, or other third parties regarding such matters. The Reporting Persons reserve the right to acquire additional securities of the issuer in the open markets, in privately negotiated transactions (which may be with the issuer or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the issuer, or to change their intention with respect to any or all of the matters referred to in this Item 4.

Item 5. Interest in Securities of the Issuer

- (a) The responses to Rows 11 and 13 in each Reporting Person's cover page, indicating the aggregate number and percentage of shares of the issuer's common stock beneficially owned by each Reporting Person, are incorporated herein by reference. The total number of shares which are beneficially owned by the Reporting Persons is 5,917,135 shares, or approximately 18.60% of the outstanding shares of the issuer's common stock. The ownership percentages were calculated based on 31,816,681 outstanding shares as of May 7, 2026, as reported by the issuer.
- (b) The responses of each Reporting Person to Rows 7 through 10 on the cover page of this Schedule 13D are incorporated herein by reference.
- (c) The Trust was established on December 31, 2025, and 4,722,686 shares of the issuer held by the Trust Were acquired by a gift from Ms. Vahaviolos on the same date.
- (d) Other than as described herein, no other person is known to have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, such common stock beneficially owned by the Reporting Persons.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer  
None.

Item 7. Material to be Filed as Exhibits.

Exhibit 1.1 - Joint Filing Agreement of the Reporting Persons (previously filed as Exhibit 1.1 to the Schedule 13D filed with the Securities and Exchange Commission on March 31, 2026 (File No. 005-85079)).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Stephanie Foglia

Signature: /s/ Stephanie Foglia

Name/Title: Stephanie Foglia

Date: 06/12/2026

2025 Irrevocable Two-Year Grantor Retained Annuity Trust of  
Aspasia F. Vahaviolos

Signature: /s/ Stephanie Foglia

Name/Title: Stephanie Foglia/Trustee

Date: 06/12/2026