

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DICKINSON DANIEL M</u>  (Last) (First) (Middle) <u>C/O THAYER   HIDDEN CREEK</u> <u>1455 PENNSYLVANIA AVENUE, N.W. SUITE 350</u>  (Street) <u>WASHINGTON, DC</u> <u>20004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mistras Group, Inc.</u> [ <u>MG</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/14/2009</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  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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/14/2009		C		4,068,909	A	\$0	4,068,909	I <sup>(1)</sup>	See Note <sup>(1)</sup>
Common Stock	10/14/2009		S		1,304,508	D	\$11.625 <sup>(2)</sup>	2,764,401	I <sup>(1)</sup>	See Note <sup>(1)</sup>

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	Amount or Number of Shares				
Class A Convertible Redeemable Preferred Stock	(3)	10/14/2009		C			298,701	(3)	(3)	Common Stock	3,883,113	\$0	0	I <sup>(1)</sup>	See Note <sup>(1)</sup>
Class B Convertible Redeemable Preferred Stock	(3)	10/14/2009		C			14,292	(3)	(3)	Common Stock	185,796	\$0	0	I <sup>(1)</sup>	See Note <sup>(1)</sup>

Explanation of Responses:

1. Consists of shares of Common Stock held by TC NDT Holdings, LLC. Mr. Dickinson shares voting and dispositive power over the shares held by TC NDT Holdings, LLC with six other members of an investment committee. Mr. Dickinson disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
2. Represents public offering price of \$12.50 per common share less the underwriter's discount of \$0.875 per common share.
3. The Issuer's Class A Convertible Redeemable Preferred Stock and Class B Convertible Redeemable Preferred Stock automatically converted into Common Stock, in each case, on a thirteen-for-one basis, upon the closing of the Issuer's initial public offering for no additional consideration.

/s/ Lisa Withers, Attorney-in-Fact

10/16/2009

\*\* 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.