SEC Form	4
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

IFFICIAL OWNERSHIP	OMB Number:	3235-0287					
EFICIAL OWNERSHIP	Estimated average bur	den					
es Exchange Act of 1934	hours per response:	0.5					
nany Act of 1940	<u>.</u>						

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

## TATEMENT 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

1. Name and Address of Reporting Person <sup>*</sup> Lange Michael J. (Last) (First) (Middle) C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD		son <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Mistras Group, Inc.</u> [ MG ]		tionship of Reporting Pers all applicable) Director	10% Owner				
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/03/2024	X	Officer (give title below) Senior EV	Other (specify below) P				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
(Street) PRINCETON JUNCTION	NJ	08550			Form filed by One Report Form filed by More than Person	0				
			Rule 10b5-1(c) Transaction Indication							
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is inter satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							
	Tal	ble I - Non-Deriva	tive Securities Acquired. Disposed of. or Benef	ficially	Owned					

- 1													
	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (	Transaction Dispos Code (Instr. 5)		Acquired (D) (Insti	d (A) or r. 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)		
	Common Stock	04/03/2024		F		726 <sup>(1)</sup>	D	\$9.31	341,112	D			
	Common Stock	04/03/2024		F		597 <sup>(1)</sup>	D	\$9.3	340,515	D			

## 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)	Transaction Code (Instr. E 8) 4 (,		Transaction		Transaction Code (Instr.		Transaction of Code (Instr. Derivative		of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date (Month/Day/Year) irited r osed ) r. 3, 4			Expiration Date A (Month/Day/Year) U D S 3		Expiration Date Amount of		Expiration Date		Amount of Securities Underlying Derivative Security (Instr.		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares																	

Explanation of Responses:

1. Represents shares withheld for payment of tax liability as a result of the vesting of restricted stock units.

Michael C. Keefe, attorney-in-04/05/2024

fact for Michael J. Lange

\*\* 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.