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): May 8, 2017

Mistras Group, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001- 34481**	**22-3341267**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

195 Clarksville Road **Princeton Junction, New Jersey**	**08550**
(Address of principal executive offices)	(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d 2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On May 8, 2017, Mistras Group, Inc. (the “Company,” “we” or “us”) issued a press release announcing the financial results for our first quarter, which ended March 31, 2017. A copy of the press release is attached as Exhibit 99.1 to this report.

Disclosure of Non-GAAP Financial Measures

In the press release attached, the Company uses the terms “Adjusted EBITDA”, “free cash flow” and "net debt", which are not measures of financial performance under U.S. generally accepted accounting principles (“GAAP”). Also, in the tables to the press release, the non-GAAP financial measure "Segment and Total Company Income (Loss) before Special Items”, is presented and reconciled to a financial measure under GAAP. Information about these non-GAAP measures are included in the press release.

Our management uses these non-GAAP measurements as a measure of operating performance and liquidity to assist in comparing performance from period to period on a consistent basis, as a measure for planning and forecasting overall expectations and for evaluating actual results against such expectations. Adjusted EBITDA and free cash flow are also performance evaluation metrics used to determine incentive compensation for executive officers.

We believe that investors and other users of the financial statements benefit from the presentation of these non-GAAP measurements because they provide additional metrics to compare the Company's operating performance and liquidity on a consistent basis and measure underlying trends and results of the Company's business. Adjusted EBITDA and Segment and Total Company Income (Loss) before Special Items assist in evaluating our operating performance because they remove the impact of certain items that management believes do not directly reflect our core operations. For instance, Adjusted EBITDA generally excludes interest expense, taxes and depreciation and amortization, each of which can vary substantially from company to company depending upon accounting methods and the book value and age of assets, capital structure, capital investment cycles and the method by which assets were acquired. It also eliminates stock-based compensation, which is a non-cash expense and is excluded by management when evaluating the underlying performance of our business operations.

Our management uses free cash flow when evaluating the performance of our business operations. This measurement also takes into account cash used to purchases fixed assets needed for business operations which are not expensed. We believe this measurement provides an additional tool to compare cash generated by our operations on a consistent basis and measure underlying trends and results in our business.

While Adjusted EBITDA and free cash flow are terms and financial measurements commonly used by investors and securities analysts, they have limitations. As non-GAAP measurements, Adjusted EBITDA and free cash flows have no standard meaning and, therefore, may not be comparable with similar measurements for other companies. Similarly, Segment and Total Company Income (Loss) Before Special Items has no standard meaning and may not be comparable to similar measurements for other companies. Adjusted EBITDA and free cash flow are generally limited as analytical tools because they exclude charges and expenses we do incur as part of our operations as well as cash uses which are included in a GAAP cash flow statement. In addition, free cash flow does not represent residual cash flow available for discretionary expenditures since items such as debt repayments are not deducted in determining such measurement.

None of these non-GAAP financial measurements should not be considered in isolation or as a substitute for analyzing our results as reported under U.S. generally accepted accounting principles.

Item 9.01. Financial Statement and Exhibits

(d) Exhibits

99.1 Press release issued by Mistras Group, Inc. dated May 8, 2017

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: May 8, 2017	By:	/s/ Michael C. Keefe	
		Name:	Michael C. Keefe
		Title:	Executive Vice President, General Counsel and Secretary

Exhibit No.	Description
99.1	Press release issued by Mistras Group, Inc. dated May 8, 2017

Exhibit 99.1

Mistras Group Announces First Quarter Results

MISTRAS Group, Inc. May 8, 2017 4:01 PM

PRINCETON JUNCTION, N.J., May 8, 2017 (GLOBE NEWSWIRE) - Mistras Group, Inc. (MG: NYSE), a leading "one source" global provider of technology-enabled asset protection solutions, reported financial results for its first quarter ended March 31, 2017.

Revenues for the first quarter of 2017 were $163.3 million, 2% lower than in the comparable period of 2016. Net income during the first quarter of 2017 was $1.7 million or $0.06 per diluted share, inclusive of an $0.8 million after-tax charge pertaining to a bad debt provision taken in relation to the bankruptcy filing of a large customer in the nuclear industry. Exclusive of the bad debt provision, first quarter 2017 net income and earnings per diluted share were $2.5 million and $0.08 per diluted share, respectively, compared with $3.4 million and $0.11 per diluted share, respectively, in the prior year's first quarter.

The Company generated $13.4 million of cash from operating activities and $9.6 million of free cash flow during the first quarter of fiscal year 2017, both amounts reduced by a $6.3 million outflow pertaining to a prior year legal settlement. The Company utilized $4.5 million of its free cash flow for an acquisition and $6 million to repurchase its common stock during the first quarter of 2017. The Company's net debt (total debt less cash) of $85.4 million at March 31, 2017 was approximately 1.1x Adjusted EBITDA.

Adjusted EBITDA for the first quarter of 2017 was $13.3 million, compared with $15.0 million in the comparable period of the prior year. Performance by segment was as follows:

Services segment operating income declined from prior year by 35% in the first quarter of fiscal year 2017, on revenues that declined by 4%. Excluding the special bad debt provision, Services operating income declined by $2.8 million or 24%. The decline in operating income was driven by a mid-single digit organic revenue decline which reflected soft market conditions and a weak spring turnaround season, which in turn caused an 80 basis point reduction in Services gross margin to 23.9% of revenues.

International segment operating income more than tripled prior year levels, growing by $2.3 million over the prior year's first quarter, on revenues that grew by $3.3 million or 11%, driven primarily by strong performance in aerospace business. The Company enjoyed double digit first quarter organic revenue growth compared with prior year in Germany and France, which led to a 250 basis point improvement in the segment gross margin rate to 30.5%.

Products and Systems segment operating income declined by $0.3 million compared with the prior year's first quarter, driven by a volume-driven revenue decline of $1.1 million or 17%.

Dr. Sotirios Vahaviolos, Chairman and Chief Executive Officer stated, "As mentioned in our recent earnings calls, the fall 2016 and spring 2017 seasons were especially challenging in North America, as workloads from many customers were less than in the prior year. These conditions caused results in our Services segment to suffer poor comparisons to prior year that more than offset continued positive performance in our International segment."

Dr. Vahaviolos added: "Although the market rebound has not yet occurred, we are using this time to make further adjustments to our cost structure, and to enhance our competitive position by adding capabilities that will help our customers in new and exciting ways. We are actively quoting new business and are using this time to position Mistras to drive incrementally more value for our customers, and to make investments that will reignite our profitable growth in 2018 and beyond."

Updated Guidance for 2017

Information from North American oil and gas customers continues to suggest that their spending for inspection services in the first half of calendar 2017 will be lower than prior year. However, spending levels are expected to pick up modestly in the second half of 2017. The Company's results for the first half and second half of 2017 are expected to reflect this dynamic.

The Company's 2017 financial guidance remains unchanged, as follows:

- Total revenues from $670 million to $700 million;
- Net income for 2017 from $20 million to $23 million;
- Earnings per diluted share from 68 cents to 78 cents;
- Adjusted EBITDA from $73 million to $78 million;
- Operating cash flow of approximately $50 million;
- Capital expenditures of approximately $20 million.

Conference Call

In connection with this release, Mistras will hold a conference call on May 9, 2017 at 9:00 a.m. (Eastern). The call will be broadcast over the Web and can be accessed on Mistras' Website, www.mistrasgroup.com. Individuals in the U.S. wishing to participate in the conference call by phone may call 1-844-832-7227 and use confirmation code 17141113 when prompted. The International dial-in number is 1-224-633-1529.

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; destructive testing 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.

Forward-Looking and Cautionary Statements

Certain statements made in this press release are "forward-looking statements" about Mistras' financial results and estimates, products and services, business model, strategy, growth opportunities, profitability and competitive position, and other matters. These forward-looking statements generally use words such as "future," "possible," "potential," "targeted," "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict," "project," "will," "may," "should," "could," "would" and other similar words and phrases. Such statements are not guarantees of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved, if at all. These statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in these statements. A list, description and discussion of these and other risks and uncertainties can be found in the "Risk Factors" section of the Company's Transition Report on Form 10-K filed with the Securities and Exchange Commission on March 20, 2017, as updated by our reports on Form 10-Q and Form 8-K. The forward-looking statements are made as of the date hereof, and Mistras undertakes no obligation to update such statements as a result of new information, future events or otherwise.

Use of Non-GAAP Measures

In addition to financial information prepared in accordance with generally accepted accounting principles in the U.S. (GAAP), this press release also contains adjusted financial measures that we believe provide investors and management with supplemental information relating to operating performance and trends that facilitate comparisons between periods and with respect to projected information. The term "Adjusted EBITDA" used in this release is a financial measurement not calculated in accordance with GAAP and is defined as net income attributable to Mistras Group, Inc. plus: interest expense, provision for income taxes, depreciation and amortization, share-based compensation expense and certain acquisition related costs (including transaction due diligence costs and adjustments to the fair value of contingent consideration), foreign exchange (gain) loss and, if applicable, certain special items which are noted. A Reconciliation of Adjusted EBITDA to a financial measurement under GAAP is set forth in a table attached to this press release. In addition, the Company has also included in the attached tables non-GAAP measurement" "Segment and Total Company Income (Loss) Before Special Items", reconciling these measurements to financial measurements under GAAP. The Company uses the term "free cash flow", a non-GAAP measurement the Company defines as cash provided by operating activities less capital expenditures (which is classified as an investing activity). The Company also uses the term "net debt", a non-GAAP measurement defined as the sum of the current and long-term portions of long-term debt and capital lease obligations, less cash and cash equivalents.

Mistras Group, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in thousands, except share and per share data)

	(unaudited) March 31, 2017	December 31, 2016
ASSETS		
Current Assets		
Cash and cash equivalents	$ 27,592	$ 19,154
Accounts receivable, net	124,221	130,852
Inventories	10,589	10,017
Deferred income taxes	—	6,230
Prepaid expenses and other current assets	14,772	16,399
Total current assets	177,174	182,652
Property, plant and equipment, net	72,898	73,149
Intangible assets, net	41,226	40,007
Goodwill	173,907	169,940
Deferred income taxes	1,897	1,086
Other assets	2,628	2,593
Total assets	$ 469,730	$ 469,427
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable	$ 9,345	$ 6,805
Accrued expenses and other current liabilities	53,637	58,697
Current portion of long-term debt	1,766	1,379
Current portion of capital lease obligations	6,357	6,488
Income taxes payable	3,659	4,342
Total current liabilities	74,764	77,711
Long-term debt, net of current portion	96,042	85,917
Obligations under capital leases, net of current portion	8,861	9,682
Deferred income taxes	12,024	17,584
Other long-term liabilities	8,180	7,789
Total liabilities	199,871	198,683
Commitments and contingencies		
Equity		
Preferred stock, 10,000,000 shares authorized	—	—
Common stock, $0.01 par value, 200,000,000 shares authorized, 29,257,763 and 29,216,745 shares issued	293	292
Additional paid-in capital	219,176	217,211
Treasury stock, at cost, 676,512 and 420,258 shares	(15,000)	(9,000)
Retained earnings	93,496	91,803
Accumulated other comprehensive loss	(28,274)	(29,724)
Total Mistras Group, Inc. stockholders’ equity	269,691	270,582
Noncontrolling interests	168	162
Total equity	269,859	270,744
Total liabilities and equity	$ 469,730	$ 469,427

Mistras Group, Inc. and Subsidiaries
Unaudited Condensed Consolidated Statements of Income
(in thousands, except per share data)

	Three months ended	
	March 31, 2017	March 31, 2016
Revenue	$ 163,318	$ 167,455
Cost of revenue	115,002	118,230
Depreciation	5,163	5,255
Gross profit	43,153	43,970
Selling, general and administrative expenses	37,302	35,053
Research and engineering	643	662
Depreciation and amortization	2,502	2,762
Acquisition-related expense (benefit), net	(544)	(153)
Income from operations	3,250	5,646
Interest expense	1,018	1,100
Income before provision for income taxes	2,232	4,546
Provision for income taxes	534	1,088
Net income	1,698	3,458
Less: net income attributable to noncontrolling interests, net of taxes	6	11
Net income attributable to Mistras Group, Inc.	$ 1,692	$ 3,447
Earnings per common share		
Basic	$ 0.06	$ 0.12
Diluted	$ 0.06	$ 0.11
Weighted average common shares outstanding:		
Basic	28,687	28,915
Diluted	29,905	29,980

Mistras Group, Inc. and Subsidiaries
Unaudited Operating Data by Segment
(in thousands)

	Three months ended	
	March 31, 2017	**March 31, 2016**
Revenues		
Services	$ 126,329	$ 131,579
International	34,256	30,980
Products and Systems	5,550	6,680
Corporate and eliminations	(2,817)	(1,784)
	$ 163,318	$ 167,455

	Three months ended	
	March 31, 2017	**March 31, 2016**
Gross profit		
Services	$ 30,213	$ 32,458
International	10,460	8,673
Products and Systems	2,594	2,738
Corporate and eliminations	(114)	101
	$ 43,153	$ 43,970

Mistras Group, Inc. and Subsidiaries
Unaudited Reconciliation of
Segment and Total Company Income (Loss) from Operations (GAAP) to Income before Special Items (non-GAAP)
(in thousands)

	Three months ended	
	March 31, 2017	March 31, 2016
Services:		
Income from operations	$ 7,380	$ 11,339
Bad debt provision for a customer bankruptcy	1,200	—
Severance costs	16	—
Acquisition-related expense (benefit), net	(124)	(173)
Income before special items	8,472	11,166
International:		
Income from operations	3,034	720
Severance costs	13	65
Acquisition-related expense (benefit), net	(501)	20
Income before special items	2,546	805
Products and Systems:		
Loss from operations	(449)	(132)
Severance costs	—	(11)
Acquisition-related expense (benefit), net	—	—
Loss before special items	(449)	(143)
Corporate and Eliminations:		
Loss from operations	(6,715)	(6,281)
Acquisition-related expense (benefit), net	81	—
Loss before special items	(6,634)	(6,281)
Total Company		
Income from operations	$ 3,250	$ 5,646
Bad debt provision for a customer bankruptcy	$ 1,200	$ —
Severance costs	$ 29	$ 54
Acquisition-related expense (benefit), net	$ (544)	$ (153)
Income before special items	$ 3,935	$ 5,547

Mistras Group, Inc. and Subsidiaries
Unaudited Summary Cash Flow Information
(in thousands)

	Three months ended	
	March 31, 2017	March 31, 2016
Net cash provided by (used in):		
Operating activities	$ 13,413	$ 29,113
Investing activities	(8,137)	(4,109)
Financing activities	2,853	(18,888)
Effect of exchange rate changes on cash	309	(89)
Net change in cash and cash equivalents	$ 8,438	$ 6,027

Mistras Group, Inc. and Subsidiaries
Reconciliation of Net Cash Provided from Operating Activities (GAAP) to Free Cash Flow (non-GAAP)
(in thousands)

	Three months ended March 31, 2017
GAAP: Net cash provided by operating activities	$ 13,413
Less:	
Purchases of property, plant and equipment	(3,416)
Purchases of intangible assets	(376)
non-GAAP: Free cash flow	$ 9,621

Mistras Group, Inc. and Subsidiaries
Unaudited Reconciliation of
Net Income to Adjusted EBITDA
(in thousands)

	Three months ended	
	March 31, 2017	March 31, 2016
Net income	$ 1,698	$ 3,458
Less: net income attributable to noncontrolling interests, net of taxes	6	11
Net income attributable to Mistras Group, Inc.	$ 1,692	$ 3,447
Interest expense	1,018	1,100
Provision for income taxes	534	1,088
Depreciation and amortization	7,665	8,017
Share-based compensation expense	1,683	1,729
Acquisition-related expense (benefit), net	(544)	(153)
Severance	29	54
Bad debt provision for customer bankruptcy	1,200	—
Foreign exchange (gain) loss	(23)	(282)
Adjusted EBITDA	$ 13,254	$ 15,000

Mistras Group, Inc. and Subsidiaries
Unaudited Reconciliation of
Net Income (GAAP) and Diluted EPS (GAAP) to Net Income Excluding Bad Debt Provision for a Customer Bankruptcy (non-GAAP) and Diluted EPS Excluding Bad Debt Provision for a Customer Bankruptcy (non-GAAP)
(in thousands)

	Three months ended March 31, 2017
Net income (GAAP)	$ 1,692
Bad debt provision for a customer bankruptcy, net of tax	770
Net Income Excluding Bad Debt Provision for a Customer Bankruptcy (non-GAAP)	$ 2,462
Diluted EPS (GAAP)	$ 0.06
Bad debt provision for a customer bankruptcy, net of tax	0.02
Diluted EPS Excluding Bad Debt Provision for a Customer Bankruptcy (non-GAAP)	$ 0.08