

**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): April 28, 2016**

**Mistras Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001- 34481**  
(Commission  
File Number)

**22-3341267**  
(IRS Employer  
Identification No.)

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

**08550**  
(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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 28, 2016, Mistras Group, Inc. (the "Company") announced that Dennis Bertolotti, currently the Company's Group Executive Vice President, Services Americas, will become the Company's President and Chief Operating Officer, effective June 1, 2016. The Company also announced that effective June 1, 2016, Jonathan Wolk, the Company's Executive Vice President, Chief Financial Officer and Treasurer, will become Senior Executive Vice President, Chief Financial Officer and Treasurer. A press release announcing these appointments is furnished as Exhibit 99.1 to this report.

Sotirios Vahaviolos, currently the Chairman, Chief Executive Officer and President of the Company, will continue to serve as the Company's Chairman and CEO upon Mr. Bertolotti's appointment. Mr. Bertolotti and Mr. Wolk will continue to report directly to Dr. Vahaviolos.

Mr. Bertolotti has been with the Company since it acquired Conam Inspection Services in August 2003, where Mr. Bertolotti was a Vice President at the time of the acquisition. Since then, Mr. Bertolotti has served in various senior capacities with the Company, including his most recent position as Group Executive Vice President and prior to that as President and Chief Operating Officer of the Company's Services Division. Mr. Bertolotti has been in the non-destructive testing, or NDT, business for over 30 years, and previously held ASNT Level III certifications and various American Petroleum Institute, or API, certifications, and received his Associate of Science degree in NDT from Moraine Valley Community College in 1983. Mr. Bertolotti has also received a Bachelor of Science and MBA from Otterbein College.

The compensation arrangement for Mr. Bertolotti's new position will be determined in the future around the June 1, 2016 effective date. Mr. Bertolotti's current compensation arrangement is set forth in the Company's proxy statement for its 2015 annual shareholders meeting.

There has been no transaction since May 31, 2014, or proposed transaction, to which the Company was or is to be a party in which Mr. Bertolotti had a direct or indirect interest required to be disclosed under Item 404 of Regulation S-K. There are no family relationships between Mr. Bertolotti and any other officer or director of the Company.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits

99.1 Press release issued by Mistras Group, Inc. on April 28, 2016

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: April 28, 2016

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. on April 28, 2016

# Mistras Group Elevates Key Executives

**PRINCETON JUNCTION, N.J. - April 28, 2016** - MISTRAS Group, Inc. (NYSE: MG) is pleased to announce it has elevated members of its organizational leadership team. Dennis M. Bertolotti has been promoted to President and Chief Operating Officer (COO) of MISTRAS Group worldwide. Jonathan H. Wolk now holds the title of Senior Executive Vice President, and will continue to serve as Chief Financial Officer (CFO) and Treasurer. The changes will be effective June 1, 2016.

Both executives will continue to report to Dr. Sotirios J. Vahaviolos, MISTRAS Group's Chairman and Chief Executive Officer, and operate from the company's world headquarters in Princeton Junction, New Jersey, USA.

"Dennis has spearheaded the efforts to make our Services Division one of the very best in the world, and has helped mold MISTRAS into a global industry leader," said Dr. Vahaviolos. "Jon's work to improve profit margins, streamline processes, and make our operations more efficient, as well as the wealth of knowledge and experience he has contributed to MISTRAS and the senior management team, have been extremely valuable for MISTRAS. I have complete confidence that Dennis and Jon will continue to lead our company to even greater heights."

As part of the promotion, Mr. Bertolotti will have all of the Company's operating business units, both domestic and international, reporting directly to him. Mr. Bertolotti joined MISTRAS in 2003 when the company acquired Conam Inspection Services, for whom he served as Vice President of Operations. He has since held various executive positions with MISTRAS, including President and COO of the company's Services Division and, most recently, Group Executive Vice President, President of Services of the Americas. He received his MBA and Bachelor of Science degrees from Otterbein College and his Associate of Science degree in nondestructive testing (NDT) from Moraine Valley Community College. Dennis has over 30 years of experience in the NDT industry, having previously held ASNT Level III and various American Petroleum Institute (API) certifications.

Mr. Wolk will take on oversight of the Company's Information Technology function, including the company's Global Enterprise Resource Planning (ERP) system. Prior to joining MISTRAS in 2013, Mr. Wolk served as Senior Vice President and CFO of American Woodmark Corporation, a publicly-traded manufacturer of kitchen and bath cabinetry. Jon brings a strong track record of operational business support and organizational leadership to his new role, with over 30 years of experience as a senior financial leader. He graduated Summa Cum Laude from the State University of New York at Albany, and has held executive and management positions with TradeCard Inc., GE Capital, Pitney Bowes, and KPMG.

Michael J. Lange, Vice Chairman of the Board of Directors and Senior Group Executive Vice President of Global Business Development, Marketing & Strategic Planning will take on the additional responsibilities of purchasing, which includes pricing and sourcing of large global capital expenditures.

## About MISTRAS Group, Inc.

MISTRAS is a leading "one source" global provider of technology-enabled asset protection solutions used to evaluate the structural integrity of critical energy, industrial and public infrastructure. Mission critical services and solutions are delivered globally and provide customers with asset life extension, improved productivity and profitability, compliance with government safety and environmental regulations, and enhanced 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 (DT) services; process and fixed asset engineering and consulting services; and its world class enterprise inspection data management and analysis software (PCMS™) 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 <http://www.mistrasgroup.com> or contact Nestor S. Makarigakis, Group Director, Marketing Communications at [marcom@mistrasgroup.com](mailto:marcom@mistrasgroup.com).