

**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): October 20, 2015

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)

8550

(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.

The Compensation Committee of the Board of Directors of Mistras Group, Inc. (the “Company”) awarded restricted stock units (“RSUs”) to certain named executive officers as incentives to retain the executives. The RSUs vest 100% on October 20, 2018. The RSUs granted to the named executive officers are as follows:

Name	Number of RSUs
Jonathan Wolk	17,500
Michael Lange	17,500
Dennis Bertolotti	20,500
Michael C. Keefe	14,000

Item 5.07. Submission of Matters to a Vote of Security Holders

The Company held its 2015 annual shareholders meeting on October 20, 2015. Shareholders elected the seven nominees to the Board of Directors for one-year terms, ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2016 and approved the Company’s executive compensation program. These were the only matters voted upon at the meeting. The voting results are as follows.

1. The seven nominees for election to the Board of Directors were elected based upon the following votes:

Nominee	Votes For	Withheld	Broker Non-votes
Nicholas DeBenedictis	24,021,966	1,301,755	1,478,246
James Forese	25,151,706	172,015	1,478,246
Richard Glanton	24,316,264	1,007,457	1,478,246
Michael Lange	25,154,186	169,535	1,478,246
Manuel Stamatakis	25,026,198	297,523	1,478,246
Sotirios Vahaviolos	25,123,643	200,078	1,478,246
W. Curtis Weldon	24,393,994	929,727	1,478,246

2. The appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2015 was ratified based upon the following votes:

	Number of Votes
Votes for ratification	26,771,967
Votes against	30,000
Abstentions	—

There were no broker non-votes for this item.

3. The Company's executive compensation program was approved on an advisory basis based upon the following votes:

	Number of Votes
Votes for approval	23,230,011
Votes against	2,086,796
Abstentions	6,914
Broker Non-votes	1,478,246

Item 8.01. Other Events.

On October 21, 2015, Sotirios Vahaviolos, the Company's Chairman, Chief Executive Officer and President, distributed the attached correspondence to employees of the Company, informing them of a recently diagnosed medical condition. A copy of this correspondence is attached as Exhibit 99.1.

Item 9.01. Financial Statement and Exhibits

(d) Exhibits. The following exhibit is furnished with this report.

99.1 Correspondence of Sotirios Vahaviolos, Chairman, Chief Executive Officer and President of Mistras Group, Inc.

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: October 21, 2015

By: /s/ Michael C. Keefe

Name: Michael C. Keefe

Title: Executive Vice President, General Counsel and Secretary

Exhibit No.	Description
99.1	Correspondence of Sotirios Vahaviolos, Chairman, Chief Executive Officer and President of Mistras Group, Inc.



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www.mistrasgroup.com

Sotirios J. Vahaviolos, Ph.D.
Founder, Chairman & Chief Executive Officer

October 21, 2015

Dear Mistras Colleagues:

I want to share with you that I have recently been diagnosed with cancer. My diagnosis is positive as the cancer is localized, treatable and curable.

I have already begun treatment, and my doctors have informed me that I can expect to maintain a regular presence in the office and continue to lead the management of Mistras. When any treatment does require my absence occasionally, I have complete confidence that our strong and experienced executive leadership team will continue to manage the day-to-day operations. During those times that I am absent, Dennis Bertolotti will serve as acting CEO, with the support of Jon Wolk for operations. I am also confident that all of you will continue to carry on serving our customers and delivering Mistras' world class one source asset protection solutions.

Our Board of Directors fully supports our approach to leading the operations during my treatment.

Thank you all for your kind thoughts and prayers and continued support. I will inform you of my progress as appropriate.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Sotirios Vahaviolos', written in a cursive style.

Sotirios J. Vahaviolos, PhD
Chairman of the Board, Chief Executive Officer and President
Mistras Group, Inc.