Edgar Filing: Mistras Group, Inc. - Form 4

Mistras Gro Form 4	oup, Inc.										
October 24	, 2014										
FORM	/ / /		GEGU	DIFIE					PPROVAL		
Washington, D.C. 20549								NOMB Number:	3235-0287		
Check this box if no longer								Expires:	January 31, 2005		
subject Section Form 4	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden ho	Estimated average burden hours per response 0.1				
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the l	Public U	Jtility Ho	olding Co		ange Act of 1934, t of 1935 or Sectio 1940	on			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Vahaviolos Sotirios J.			2. Issuer Name and Ticker or Trading Symbol Mistras Group, Inc. [MG]			-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O MISTRAS GROUP, INC., 195 CLARKSVILLE ROAD			(Month/Day/Year) 10/22/2014			-	X DirectorX 10% Owner X Officer (give title Other (specify below) below) Chairman, President and CEO				
PRINCET	4. If Amendment, Date Original Filed(Month/Day/Year)			al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
							Person				
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Securities	Acquired, Disposed of	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Secur onAcquired Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	eport on a separate line	e for each cl	ass of sec	curities ben	eficially ov	vned directly	or indirectly.				
					Pers infor requ	ons who re mation cor ired to resp ays a curre	espond to the collect nained in this form bond unless the for ently valid OMB col	are not m	SEC 1474 (9-02)		
	Tab					sposed of, o , convertible	r Beneficially Owned e securities)	I			

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date Underlying Securities Derivative Conversion Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Unit	\$ 0	10/22/2014		А		46,856		<u>(1)</u>	<u>(1)</u>	Common Stock	46,856

Reporting Owners

Reporting Owner Name / Address						
1 9	Director	10% Owner	Officer	Other		
Vahaviolos Sotirios J. C/O MISTRAS GROUP, INC. 195 CLARKSVILLE ROAD PRINCETON JUNCTION, NJ 08550	Х	Х	Chairman, President and CEO			
Signatures						
Michael C. Keefe, attorney-in-fact for Sotirios J. Vahaviolos			10/24/2014			
**Signature of Reporting Person			Date			
Evolution of Respo	neae					

Explanation of Responses:

* 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).

(1) These performance share units are for the performance cycle of fiscal 2015 to 2017 and vest to the extent earned on or about September 7, 2017. The number of shares of common stock earned could be more or less than the number of units.

Remarks:

This filing is being made to file a power of attorney evidencing the authority of the person signing the original filing to execut

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.