

Mistras Group, Inc.
Form 4
October 16, 2009

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORESE JAMES J

(Last) (First) (Middle)

C/O THAYER | HIDDEN CREEK, 1455 PENNSYLVANIA AVENUE, N.W. SUITE 350

(Street)

WASHINGTON, D.C., DC 20004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Mistras Group, Inc. [MG]

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	10/14/2009		C	A	\$ 0	4,068,909	I ⁽¹⁾	See Note <u>(1)</u>
Common Stock	10/14/2009		S	D	\$ 11.625 ₍₂₎	2,764,401	I ⁽¹⁾	See Note <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class A Convertible Redeemable Preferred Stock	(3)	10/14/2009		C	298,701	(3) (3)	Common Stock 3,883,1
Class B Convertible Redeemable Preferred Stock	(3)	10/14/2009		C	14,292	(3) (3)	Common Stock 185,79

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORESE JAMES J C/O THAYER HIDDEN CREEK 1455 PENNSYLVANIA AVENUE, N.W. SUITE 350 WASHINGTON, D.C., DC 20004	X	X		

Signatures

/s/ Lisa Withers, 10/16/2009
Attorney-in-Fact

**Signature of Reporting Person Date

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).

Consists of shares of Common Stock held by TC NDT Holdings, LLC. Mr. Forese shares voting and dispositive power over the shares held by TC NDT Holdings, LLC with six other members of an investment committee. Mr. Forese disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(1) Represents public offering price of \$12.50 per common share less the underwriter's discount of \$0.875 per common share.

The Issuer's Class A Convertible Redeemable Preferred Stock and Class B Convertible Redeemable Preferred Stock automatically converted into Common Stock, in each case, on a thirteen-for-one basis, upon the closing of the Issuer's initial public offering for no additional consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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