

ORNSTEIN JONATHAN G
Form 3
August 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ORNSTEIN JONATHAN G		(Month/Day/Year)	MESA AIR GROUP INC [MESA]	
(Last)	(First)	08/09/2018		
410 N. 44TH STREET, SUITE 700			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PHOENIX,Â AZÂ 85008			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)		<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
	(Zip)		(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chairman and CEO	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	548,550	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	06/01/2018	Â (1)	Common Stock 45,808	\$ 0		D Â
Stock Appreciation Rights	01/21/2015 ⁽²⁾	01/20/2024	Common Stock 250,000	\$ 1.6		D Â
Stock Appreciation Rights	07/21/2016 ⁽³⁾	07/20/2025	Common Stock 250,000	\$ 6.8		D Â
Stock Appreciation Rights	01/19/2017 ⁽⁴⁾	01/18/2026	Common Stock 250,000	\$ 7.1		D Â
Restricted Stock Award	07/21/2016	Â (5)	Common Stock 75,000	\$ 0		D Â
Restricted Stock Award	06/01/2017	Â (6)	Common Stock 57,973	\$ 0		D Â
Restricted Stock Award	06/01/2018	Â (7)	Common Stock 75,405	\$ 0		D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORNSTEIN JONATHAN G 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008	Â X	Â	Â Chairman and CEO	Â

Signatures

/s/ Jonathan G. Ornstein 08/09/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Each restricted stock unit represents the right to receive, on a one for one basis, common stock of the Company. The restricted stock shall vest annually in equal one-third increments beginning on June 1, 2018, until fully vested.
- (2) Cash-settled stock appreciation rights.
- (3) Cash-settled stock appreciation rights.
- (4) Cash-settled stock appreciation rights of which 83,335 shares remain unvested.
- (5) The restricted stock award vests as follows: Annually in equal increments beginning on July 21, 2016, until fully vested.
- (6) The restricted stock award vests as follows: Annually in equal one-third increments beginning on June 1, 2017, until fully vested.
- (7) The restricted stock award vests as follows: Annually in equal one-third increments beginning on June 1, 2018, until fully vested.

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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