

GILLMAN BRIAN S
Form 4
August 14, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
GILLMAN BRIAN S

(Last) (First) (Middle)

410 N. 44TH STREET, SUITE 700

(Street)

PHOENIX, AZ 85008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MESA AIR GROUP INC [MESA]

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

08/10/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP/GC/Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock					78,670		D
Common Stock	08/10/2018		A		16,515 (2) (3)	A \$ 0	95,185 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: GILLMAN BRIAN S - Form 4

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	08/10/2018		D ⁽¹⁾			7,160	⁽¹⁾	⁽¹⁾	Common Stock
Stock Appreciation Rights	\$ 6.8	08/10/2018		D ⁽²⁾			25,000	⁽²⁾	07/20/2025	Common Stock
Stock Appreciation Rights	\$ 7.1	08/10/2018		D ⁽³⁾			41,668	⁽³⁾	01/18/2026	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D ⁽⁴⁾			15,000	⁽⁴⁾	⁽⁴⁾	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D ⁽⁵⁾			9,060	⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D ⁽⁶⁾			11,783	⁽⁶⁾	⁽⁶⁾	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		A		92,437 ⁽⁷⁾		09/03/2018	⁽⁷⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILLMAN BRIAN S 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008			EVP/GC/Secretary	

Signatures

/s/ Brian S.
Gillman 08/14/2018

**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).

(1) The restricted stock units under this grant were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

(2) The stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

(3) The vested stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018. Stock appreciation rights for 13,888 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

(4) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

(5) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

(6) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

(7) A restricted stock award was granted under the 2018 Equity Incentive Plan in a grant dated August 10, 2018, and vests as follows: 25,000 shares on September 3, 2018; 7,314 shares on January 21, 2019; 24,237 shares on June 1, 2019; 7,500 shares on July 21, 2019; 15,179 shares on June 1, 2020; 7,500 shares on July 21, 2020; and 5,707 shares on June 1, 2021.

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.