

MESA AIR GROUP INC  
Form 8-K  
May 16, 2008

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**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): May 14, 2008**

**MESA AIR GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-15495**  
(Commission  
File Number)

**85-0302351**  
(IRS Employer  
Identification No.)

**410 North 44th Street, Suite 100**  
**Phoenix, Arizona, 85008**  
(Address of Principal Executive Offices)  
(Zip Code)

Registrant's telephone number, including area code: **(602) 685-4000**

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))
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**Item 8.01 Other Events**

On May 14, 2008, Mesa Air Group, Inc. (the Company ) issued a press release announcing that its shareholders have approved the issuance of shares of common stock as may be necessary to repurchase all of its outstanding Senior Convertible Notes due 2023. In the event the noteholders require the Company to purchase all or a portion of the Notes on June 16, 2008, the Company may now elect to satisfy its repurchase obligations by issuing shares of common stock up to its authorized number of shares under its charter.

The full text of the Company s press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<b>99.1</b>	Press release regarding shareholder approval of issuance of shares, dated May 14, 2008

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**SIGNATURES**

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.

**MESA AIR GROUP, INC.**

Date: May 15, 2008

By: /s/ Brian S. Gillman

Name: BRIAN S. GILLMAN

Title: Executive Vice President, General  
Counsel and Secretary