

MESA AIR GROUP INC  
Form 8-A12B  
August 09, 2018

**As filed with the Securities and Exchange Commission on August 9, 2018**

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Mesa Air Group, Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

**Nevada**

**85-0302351**

**(State or Other Jurisdiction  
of Incorporation)**

**(IRS Employer  
Identification No.)**

**410 North 44<sup>th</sup> Street, Suite 700,**

**Phoenix, Arizona  
(Address of Principal Executive Offices)**

**85008  
(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class to be so registered**

**Name of each exchange on which each class is to be registered**

**Common stock, no par value per share**

**Nasdaq Global Select Market**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: 333-226173

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

Mesa Air Group, Inc., a Nevada corporation (the Registrant), hereby incorporates by reference the description of its common stock, no par value per share, to be registered hereunder set forth under the heading Description of Capital Stock in the Registrant's Registration Statement on Form S-1 (File No. 333-226173), as initially publicly filed with the Securities and Exchange Commission (the Commission) pursuant to the Securities Act of 1933, as amended (the 1933 Act), on July 13, 2018, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the 1933 Act, which prospectus shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

In accordance with the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the registrant are registered on The Nasdaq Global Select Market and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

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.

Date: August 9, 2018

**MESA AIR GROUP, INC.**

By: /s/ Michael J. Lotz

Name: Michael J. Lotz

Title: Chief Financial Officer