

Mistras Group, Inc.
Form DEFA14A
September 07, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

Mistras Group, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your *Right to Vote* ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on October 18, 2016

Meeting Information

Meeting Type: Annual Meeting

For holders as of: August 22, 2016

Date: October 18, 2016

Time: 5:00 PM EDT

Mistras
Group
Headquarters
195

MISTRAS GROUP, INC.

Location: Clarksville
Road
Princeton
Junction
New Jersey,
08550

You are receiving this communication because you hold shares in the above named company.

MISTRAS GROUP, INC.

195 CLARKSVILLE ROAD

PRINCETON JUNCTION, NJ 08550

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this
notice to obtain proxy
materials and voting
instructions.**

0000299305_1 R1.0.1.25

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice of Annual Meeting and Proxy Statement
2. the Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before October 04, 2016 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person:
Many shareholder
meetings have
a t t e n d a n c e

requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

V o t e B y Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

**The Board of Directors
recommends you vote
FOR the following:**

- 1.** Election of
Directors

Nominees

01 Nicholas
DeBenedictis 02 James J.
Forese 03 Richard H.
Glanton 04 Michael J.
Lange 05 Manuel N.
Stamatakis
06 Sotirios J.
Vahaviolos 07 W. Curtis
Weldon

**The Board of Directors
recommends you vote FOR
proposals 2, 3, 4 and 5.**

- 2.** To ratify the
appointment
by the Audit
Committee of
the Board of
Directors of
KPMG LLP as
independent
registered
public
accounting
firm of
Mistras
Group, Inc. for
its fiscal year
ending May
31, 2017.
- 3.** To approve an
amendment to
the Mistras
Group, Inc.
Second

Amended and
Restated
Certificate of
Incorporation.

4. To approve
the Mistras
Group, Inc.
2016
Long-Term
Incentive Plan.

5. To approve on
an advisory
basis the
compensation
of Mistras
Group named
executive
officers.

NOTE: Such other business
as may properly come before
the meeting or any
adjournment thereof.

0000299305_3 R1.0.1.25

0000299305_4 R1.0.1.25