

Mistras Group, Inc.  
Form 8-K  
April 06, 2016

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): April 6, 2016

Mistras Group, Inc.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001- 34481 (Commission File Number)	22-3341267 (IRS Employer Identification No.)
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195 Clarksville Road Princeton Junction, New Jersey (Address of principal executive offices)	08550 (Zip Code)
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Registrant's telephone number, including area code: (609) 716-4000

Not Applicable  
(Former name or former address, if changed since last report)

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 2.02. Results of Operations and Financial Condition

On April 6, 2016, Mistras Group, Inc. (the “Company,” “we” or “us”) issued a press release announcing the financial results for the third quarter and first nine months of fiscal year ending May 31, 2016, which ended February 29, 2016. A copy of the press release is attached as Exhibit 99.1 to this report.

Disclosure of Non-GAAP Financial Measures

In the press release attached, the Company uses the terms “Adjusted EBITDA” and “Adjusted EBITDA Margin”, which are not a measure of financial performance under U.S. generally accepted accounting principles (“GAAP”). Information regarding these non-GAAP financial measures and its use by the Company is set forth in the Company’s annual report on Form 10-K filed August 12, 2015.

The tables attached to the press release also include the non-GAAP financial measure “Segment and Total Company Income (Loss) from Operations before Acquisition-Related Expense (Benefit), net,” which is not a measure of financial performance under U.S. generally accepted accounting principles (“GAAP”). This non-GAAP measure excludes from the GAAP measure income from operations (a) transaction expenses related to acquisitions, such as professional fees and due diligence costs and (b) the net changes in the fair value of acquisition-related contingent consideration liabilities. In discussing the press release, Company management may refer to the non-GAAP measure “free cash flow.” Information regarding these non-GAAP financial measures and its use by the Company are also set forth in the Company’s annual report on Form 10-K filed August 12, 2015.

Item 9.01. Financial Statement and Exhibits

(d) Exhibits

99.1                      Press release issued by Mistras Group, Inc. dated April 6, 2016

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.

MISTRAS GROUP, INC.

Date: April 6, 2016

By: /s/ Michael C. Keefe  
Name: Michael C. Keefe  
Title: Executive Vice President, General Counsel  
and Secretary

Exhibit No.	Description
99.1	Press release issued by Mistras Group, Inc. dated April 6, 2016