

CONWAY RICHARD F  
Form 3  
March 03, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*  
Â LC CAPITAL MASTER  
FUND LTD

(Last) (First) (Middle)

C/O TRIDENT FUND  
SERVICES (BVI)  
LIMITED,Â PO BOX 146,  
WATERFRONT DR,  
WICKHAMS CAY

(Street)

ROAD TOWN,  
TORTOLA,Â D8Â 00000

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
02/25/2009

3. Issuer Name **and** Ticker or Trading Symbol  
MESA AIR GROUP INC [MESA]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	27,384,000	D <sup>(1)</sup>	Â
Common Stock	27,384,000	I	See Footnote <sup>(2)</sup>

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

SEC 1473 (7-02)

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information contained in this form are not  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: CONWAY RICHARD F - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Senior Convertible Notes due 2024	Â (3)	02/10/2024	Common Stock	576,536 \$ (4)	D (1) Â
Senior Convertible Notes due 2024	Â (3)	02/10/2024	Common Stock	576,536 \$ (4)	I See Footnote (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LC CAPITAL MASTER FUND LTD C/O TRIDENT FUND SERVICES (BVI) LIMITED PO BOX 146, WATERFRONT DR, WICKHAMS CAY ROAD TOWN, TORTOLA,Â D8Â 00000	Â	Â X	Â	Â
LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
LAMPE STEVEN C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â
CONWAY RICHARD F C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK,Â NYÂ 10019	Â	Â X	Â	Â

## Signatures

LC Capital Master Fund, Ltd., By: /s/ Richard F. Conway, Director	03/03/2009
__Signature of Reporting Person	Date
Lampe, Conway & Co., LLC, By: /s/ Richard F. Conway, Managing Member	03/03/2009
__Signature of Reporting Person	Date
/s/ Steven G. Lampe	03/03/2009
__Signature of Reporting Person	Date
/s/ Richard F. Conway	03/03/2009
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are owned by LC Capital Master Fund, Ltd., which is a Reporting Person.

These securities may be deemed to be beneficially owned by Lampe, Conway & Co., LLC, the investment manager of LC Capital Master Fund, Ltd., Steven G. Lampe, a managing member of Lampe, Conway & Co., LLC, and Richard F. Conway, a managing member of

(2) Lampe, Conway & Co., LLC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) The Senior Convertible Notes due 2024 (the "Notes") are presently convertible into shares of the issuer's Common Stock.

(4) Each \$1,000 of the principal amount of the Notes is convertible into 40.3737 shares of the issuer's Common Stock, subject to adjustment in certain events described in the issuer's Form S-3, dated May 7, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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