

MESA AIR GROUP INC  
Form SC 13G  
February 14, 2019

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13d-2.  
(Amendment No. )\*

Mesa Air Group, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

590479135  
(CUSIP Number)

February 6, 2019  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
Rule 13d-1(c)  
Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 590479135

NAMES OF REPORTING  
PERSONS

1

MSD Partners, L.P.  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP  
(a)  
(b)  
SEC USE ONLY

2

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

SOLE VOTING POWER

<sup>5</sup>  
-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

<sup>6</sup>2,179,397<sub>1</sub>

SOLE DISPOSITIVE POWER

<sup>7</sup>  
-0-

SHARED DISPOSITIVE POWER

<sup>8</sup>2,179,397

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

2,179,397

CHECK IF THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

10

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

11

8.4%<sup>2</sup>

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12

PN

Includes 1,654,463 shares of common stock issuable upon exercise of warrants held by the Reporting Persons with an exercise price of \$0.004 per share.

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 24,306,411 shares of the Issuer's common stock outstanding on January 31, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 31, 2018, filed with the SEC on February 13, 2019.

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CUSIP NO. 590479135

NAMES OF REPORTING  
PERSONS

1

MSD Credit Opportunity Master  
Fund, L.P.  
CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP  
(a)  
(b)  
SEC USE ONLY

2

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

<sup>5</sup>-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

<sup>6</sup>2,179,397

SOLE DISPOSITIVE POWER

<sup>7</sup>-0-

SHARED DISPOSITIVE POWER

<sup>8</sup>2,179,397

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

2,179,397

CHECK IF THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

10

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

11

8.4%<sup>2</sup>

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12

PN



CUSIP NO. 590479135

Item Name of Issuer:  
1(a)

The name of the issuer is Mesa Air Group, Inc. (the "Company")

Item Address of Issuer's  
1(b) Principal Executive  
Offices:

The Company's principal executive office is located at 410 North 44th Street, Suite 700, Phoenix, AZ 85008

Item Name of Person  
2(a) Filing:

This Schedule 13G is being jointly filed by and on behalf of each of MSD Partners, L.P. ("MSD Partners") and MSD Credit Opportunity Master Fund, L.P. ("MSD Credit Opportunity Master Fund"). MSD Credit Opportunity Master Fund is the direct owner of the securities covered by this statement.

MSD Partners is the investment manager of, and may be deemed to beneficially own securities beneficially owned

by MSD Credit Opportunity Master Fund, L.P. MSD Partners (GP), LLC ("MSD GP") is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSD Partners. Each of Glenn R. Fuhrman, John Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSD GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2019, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section

13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item Address of Principal Business Office or, if none, Residence:  
2(b)

The address of the principal business office of MSD Partners is 645 Fifth Avenue, 21st Floor, New York, New York 10022.

The address of the principal business office of MSD Credit Opportunity Master Fund, L.P. is c/o Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

Item Citizenship:  
2(c)

MSD Partners is organized as a limited partnership under the laws of the State of Delaware.

MSD Credit Opportunity Master Fund, L.P. is a limited partnership organized under the laws of the Cayman

Islands.

Item Title of Class of  
2(d) Securities:

Common Stock

Item CUSIP No.:  
2(e)

590479135

If this statement is  
filed pursuant to  
Item Rules 13d-1(b), or  
3 13d-2(b), check  
whether the person  
filing is a:

Not applicable.

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Item  
4 Ownership:

A. MSD Partners, L.P.

~~(A)~~ Amount beneficially owned: 2,179,397

~~(B)~~ Percent of class: 8.4%

~~(C)~~ Number of shares as to which such person has:

~~(i)~~ Sole power to vote or direct the vote: -0-

~~(ii)~~ Shared power to vote or direct the vote: 2,179,397

~~(iii)~~ Sole power to dispose or direct the disposition: -0-

~~(iv)~~ Shared power to dispose or direct the disposition: 2,179,397

B. MSD Credit Opportunity Master Fund, L.P.

~~(A)~~ Amount beneficially owned: 2,179,397

~~(B)~~ Percent of class: 8.4%

~~(C)~~ Number of shares as to which such person has:

~~(i)~~ Sole power to vote or direct the vote: -0-

~~(ii)~~ Shared power to vote or direct the vote: 2,179,397

~~(iii)~~ Sole power to dispose or direct the disposition: 0

~~(iv)~~ Shared power to dispose or direct the disposition: 2,179,397

C. MSD Partners (GP), LLC

(a) Amount beneficially owned: 2,179,397

(b) Percent of class: 8.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,179,397

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,179,397

D. Glenn R. Fuhrman

- (a) Amount beneficially owned: 2,179,397
- (b) Percent of class: 8.4%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 2,179,397
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 2,179,397

E. John C. Phelan

- (a) Amount beneficially owned: 2,179,397
- (b) Percent of class: 8.4%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 2,179,397
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 2,179,397

F. Marc. R. Lisker

- (a) Amount beneficially owned: 2,179,397
- (b) Percent of class: 8.4%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 2,179,397
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 2,179,397

Ownership of Five Percent or Less of a Class:

Item  
5

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

Item  
6 Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item  
7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item  
8 Identification and Classification of Members of the Group:

Not applicable.

Item  
9 Notice of Dissolution of Group:

Not applicable.

Item  
10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2019

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Credit Opportunity Master  
Fund, L.P.

By: MSD Partners, L.P.  
Its: Investment Adviser

By: MSD Partners (GP), LLC  
Its: General Partner  
Title: Manager

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

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EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 14, 2019

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Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 14, 2019

MSD Partners, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Credit Opportunity Master  
Fund, L.P.

By: MSD Partners, L.P.  
Its: Investment Adviser

By: MSD Partners (GP), LLC  
Its: General Partner  
Title: Manager

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager