

Mistras Group, Inc.
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

Mistras Group, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

60649T 107

(CUSIP Number)

December 31, 2014

(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 the purpose 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).

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| | | |
|----|---|---|
| 1 | Names of Reporting Persons Sotirios J. Vahaviolos | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization United States | |
| 5 | Sole Voting Power 13,404,505 (includes options to purchase 1,950,000 shares which were fully exercisable as of December 31, 2014 and 38,257 restricted stock units) | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6 | Shared Voting Power 0 | |
| 7 | Sole Dispositive Power 13,404,505 (includes options to purchase 1,950,000 shares which were fully exercisable as of December 31, 2014 and 38,257 restricted stock units) | |
| 8 | Shared Dispositive Power 0 | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 13,404,505 (includes options to purchase 1,950,000 shares which were fully exercisable as of December 31, 2014 and 38,257 restricted stock units) | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11 | Percentage of Class Represented by Amount in Row 9 43.8%* | |
| 12 | Type of Reporting Person (See Instructions) IN | |

* This percentage calculation is based on 30,611,806 outstanding shares as of December 31, 2014, consisting of 28,623,549 shares issued and outstanding, 38,257 restricted stock units held by the reporting person, and 1,950,000 shares which may be acquired by the reporting person pursuant to options which were fully exercisable as of December 31, 2014.

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- Item 1(a).** Name of Issuer:
Mistras Group, Inc.
- Item 1(b).** Address of Issuer's Principal Executive Offices:
195 Clarksville Road, Princeton Junction, New Jersey 08550
- Item 2(a).** Name of Person Filing:
Sotirios J. Vahaviolos
- Item 2(b).** Address of Principal Business Office or, if none, Residence:
195 Clarksville Road, Princeton Junction, New Jersey 08550
- Item 2(c).** Citizenship:
United States
- Item 2(d).** Title of Class of Securities:
Common Stock, \$0.01 par value
- Item 2(e).** CUSIP Number:
60649T 107
- Item 3.** **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - 13,404,505 (includes options to purchase 1,950,000 shares which were fully exercisable as of December 31, 2014 and 38,257 restricted stock units)
- (b) Percent of class:
 - 43.8% (See footnote to 11 above on Page 2)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - 13,404,505 (includes options to purchase 1,950,000 shares which were fully exercisable as of December 31, 2014 and 38,257 restricted stock units)
 - (ii) Shared power to vote or to direct the vote
 - 0
 - (iii) Sole power to dispose or to direct the disposition of
 - 13,404,505 (includes options to purchase 1,950,000 shares which were fully exercisable as of December 31, 2014 and 38,257 restricted stock units)
 - (iv) Shared power to dispose or to direct the disposition of
 - 0

Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable.

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.

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Item 10. Certification.
Not Applicable.

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.

February 17, 2015

/s/ Sotirios J. Vahaviolos

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