

Mistras Group, Inc.
Form SC 13G/A
May 12, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Mistras Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

60649T107

(CUSIP Number)

May 11, 2011

(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, as amended (the 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 60649T107

13G

[Repeat this page as necessary]

1	Names of Reporting Persons: TC NDT Holdings, L.L.C.	
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x	
3	SEC Use Only	
4	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power: 0
	6	Shared Voting Power: 0
	7	Sole Dispositive Power: 0
	8	Shared Dispositive Power: 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o	
11	Percent of Class Represented by Amount in Row (9) 0%	
12	Type of Reporting Person: OO	

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1 Names of Reporting Persons:
Thayer Equity Investors IV, L.P.

2 Check the Appropriate Box if a Member of a Group*
(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power: 0
	6	Shared Voting Power: 0
	7	Sole Dispositive Power: 0
	8	Shared Dispositive Power: 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o

11 Percent of Class Represented by Amount in Row (9)
0%

12 Type of Reporting Person:
PN

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1 Names of Reporting Persons:
TC Equity Partners IV, L.L.C.

2 Check the Appropriate Box if a Member of a Group*
(a) o
(b) x

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power: 0
	6	Shared Voting Power: 0
	7	Sole Dispositive Power: 0
	8	Shared Dispositive Power: 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o

11 Percent of Class Represented by Amount in Row (9)
0%

12 Type of Reporting Person:
OO, RIA

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1 Names of Reporting Persons:
Thayer I Hidden Creek Partners, L.L.C.

2 Check the Appropriate Box if a Member of a Group*
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power: 0
	6	Shared Voting Power: 0
	7	Sole Dispositive Power: 0
	8	Shared Dispositive Power: 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
0

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)
0%

12 Type of Reporting Person:
OO

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This Amendment No. 1 to the Schedule 13G hereby amends, as set forth below, the information contained in the Schedule 13G filed by the Reporting Persons (as defined below) with respect to the Company (as defined below) on February 12, 2010.

Item 1(a) Name of Issuer:
Mistras Group, Inc., a Delaware corporation (the Company).

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

Princeton Junction, NJ 08550

Item 2(a) Name of Person Filing:

This Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13d-1(k)(1) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities and Exchange Act of 1934, as amended (the Act): TC NDT Holdings, L.L.C. (NDT), Thayer Equity Investors IV, L.P. (Investors IV), TC Equity Partners IV, L.L.C. (Partners IV), and Thayer I Hidden Creek Partners, L.L.C. (THC Partners), and together with NDT, Investors IV, and Partners IV, the Reporting Persons.

The Reporting Persons have entered into a Joint Filing Agreement, dated as of the date hereof, a copy of which is attached as an exhibit hereto, pursuant to which the Reporting Persons have agreed to file the statement and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

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

The address of the principal business office of each of the Reporting Persons is 1455 Pennsylvania Avenue, N.W., Suite 350, Washington, DC 20004.

Item 2(c) Citizenship:

Each of the Reporting Persons is organized under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP No.:

60649T107

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

- | | | |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G). |
| (h) | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3). |
| (j) | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J).
Not Applicable. |

Item 4 Ownership:

(a) Amount beneficially owned and (b) Percent of class:

On May 11, 2011, NDT sold 2,764,401 shares of Common Stock of the Company, and as a result, NDT is no longer a beneficial owner of any of the Company's Common Stock.

Investors IV is the managing member of NDT and controls decision-making for NDT. Partners IV is the general partner of Investors IV and controls decision-making for Investors IV. THC Partners is the managing member of Partners IV and controls decision-making for Partners IV. A four-person committee at THC Partners ultimately is responsible for making decisions with respect to the voting and disposition of the shares held by NDT. By virtue of these relationships, each of Investors IV, Partners IV and THC Partners may have been deemed to have had indirect beneficial ownership of the 2,764,401 shares of Common Stock held directly by NDT.

Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that it was the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13 of the Act or otherwise, and, except to the extent of its pecuniary interest, such beneficial ownership was expressly disclaimed by each Reporting Person.

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

(1) Sole power to vote or direct the vote:

See Item 5 of each cover page

(2) Shared power to vote or direct the vote:

See Item 6 of each cover page

(3) Sole power to dispose or direct the disposition:

See Item 7 of each cover page

(4) Shared power to dispose or direct the disposition:

See Item 8 of each cover page

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x.

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

See response to Item 4.

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:

The Reporting Persons may be deemed to be a group for purposes of Section 13(d)(3) or Section 13(g)(3) of the Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this statement.

Item 9 Notice of Dissolution of Group:

Not applicable.

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.

Date: May 12, 2011

TC NDT HOLDINGS, L.L.C.

By: Thayer Equity Investors IV, L.P.
Its: Managing Member

By: TC Equity Partners IV, L.L.C.
Its: General Partner

By: Thayer | Hidden Creek Partners, L.L.C.
Its: Managing Member

By: /s/ Lisa Costello
Name: Lisa Costello
Title: Treasurer and CFO

THAYER EQUITY INVESTORS IV, L.P.

By: TC Equity Partners IV, L.L.C.
Its: General Partner

By: Thayer | Hidden Creek Partners, L.L.C.
Its: Managing Member

By: /s/ Lisa Costello
Name: Lisa Costello
Title: Treasurer and CFO

TC EQUITY PARTNERS IV, L.L.C.

By: Thayer | Hidden Creek Partners, L.L.C.
Its: Managing Member
5 **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 **SOLE VOTING POWER**

8,000

8 **SHARED VOTING POWER**

none

9 **SOLE DISPOSITIVE POWER**

8,000

10 **SHARED DISPOSITIVE POWER**

none

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,000

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.04%

14

TYPE OF REPORTING PERSON

IN

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	D.B. Zwirn Special Opportunities Fund, L.P.	73-1637217
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		62,555
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		62,555
	10	SHARED DISPOSITIVE POWER
		none

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 62,555
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.30%
14	TYPE OF REPORTING PERSON PN

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON D.B. Zwirn Special Opportunities Fund (TE), L.P.	20-0024165
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER 9,738
	8	SHARED VOTING POWER none
	9	SOLE DISPOSITIVE POWER 9,738
	10	SHARED DISPOSITIVE POWER none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>9,738</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.05%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	D.B. Zwirn Special Opportunities Fund, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		111,810
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		111,810
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>111,810</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.53%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>CO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	The Coast Fund, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		16,740
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		16,740
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>16,740</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.08%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	D.B. Zwirn & Co., L.P.	02-0597442
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		200,843
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		200,843
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>PN</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	DBZ GP, LLC	42-1657316
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		200,843
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		200,843
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Zwirn Holdings, LLC	30-0080444
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		200,843
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		200,843
	10	SHARED DISPOSITIVE POWER
		none

<p>11</p>	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
<p>12</p>	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
<p>13</p>	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
<p>14</p>	<p>TYPE OF REPORTING PERSON</p> <p>OO</p>

CUSIP No. 542307103**SCHEDULE 13D**

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Daniel B. Zwirn	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	SOLE VOTING POWER
		200,843
	8	SHARED VOTING POWER
		none
	9	SOLE DISPOSITIVE POWER
		200,843
	10	SHARED DISPOSITIVE POWER
		none
11	AGGREGATE AMOUNT BENEFICIALLY	

	<p>OWNED BY EACH REPORTING PERSON</p> <p>200,843</p>
12	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</p>
13	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</p> <p>0.95%</p>
14	<p>TYPE OF REPORTING PERSON</p> <p>IN</p>

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This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on May 8, 2006, as amended by that Amendment No. 1 filed with the SEC on May 25, 2006 (together the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Lone Star Steakhouse & Saloon, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 224 East Douglas Avenue, Suite 700, Wichita, Kansas 67202.

Item 2. Identity and Background.

The first and second paragraphs of Item 2(a)-(c) of the Statement are hereby amended and restated as follows:

(a) (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp., James Mitarotonda, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd., The Coast Fund, L.P., D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn (each, a "Reporting Entity" and, collectively, the "Reporting Entities"). The Statement is also being filed by Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss, who are no longer members of the group as further described in this Item 2.

As of June 16, 2006, the Reporting Entities are the beneficial owners of, in the aggregate, 1,975,140 shares of Common Stock, representing approximately 9.39% of the shares of Common Stock presently outstanding.

The following paragraph shall be added as the penultimate paragraph of Item 2(a)-(c) of the Statement:

As a result of the transactions described in Item 3 below, Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss are no longer beneficial owners of shares of Common Stock and will no longer be a party to any further Schedule 13D filings by the Reporting Entities.

Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 463,084 shares of Common Stock. The amount of funds expended for such purchases was approximately \$2,651,070.51 by Barington Companies Equity Partners, L.P., \$6,371,411.80 by Barington Companies Offshore Fund Ltd., \$1,578,787.98 by Barington Investments, L.P., \$459,310.55 by Starboard Value and Opportunity Master Fund Ltd., \$87,525.23 by Parche, LLC, \$204,750.15 by D.B. Zwirn Special Opportunities Fund, L.P. and \$363,750.25 by D.B. Zwirn Special Opportunities Fund, Ltd. As part of these transactions, on June 15, 2006, Barington Companies Equity Partners, L.P., Barington Investments, L.P. and Barington Companies Offshore Fund, Ltd. purchased an aggregate of 284,394 shares of Common Stock from Starboard Value and Opportunity Master Fund Ltd. and Parche, LLC at a price of \$25.00 per share, the price of the Company's Common Stock on the Nasdaq National Market System on such date at the time the transaction was effectuated.

All purchases of Common Stock by the Reporting Entities since the filing of the Statement were made in open market transactions except to the extent set forth above. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 5. Interest in Securities of the Issuer.

(a) As of June 16, 2006, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 506,091 shares of Common Stock, representing approximately 2.41% of the shares of Common Stock presently outstanding based upon the 21,033,164 shares of Common Stock reported by the Company to be issued and outstanding as of May 16, 2006 in its Form DEF 14A filed with the Securities and Exchange Commission on May 26, 2006 (the "Issued and Outstanding Shares").

As of June 16, 2006, Barington Investments, L.P. beneficially owns 280,352 shares of Common Stock, constituting approximately 1.33% of the Issued and Outstanding Shares. As of June 16, 2006, Barington Companies Offshore Fund, Ltd. beneficially owns 979,854 shares of Common Stock, constituting approximately 4.66% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P., representing an aggregate of 786,443 shares, constituting approximately 3.74% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., constituting approximately 2.41% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC may be deemed to beneficially own the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting approximately 4.66% of the Issued and Outstanding Shares. As the majority member of Barington Companies Advisors, LLC and Barington Companies Investors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. As the majority member of Barington Offshore Advisors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,766,297 shares, constituting approximately 8.40% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,766,297 shares of Common Stock, constituting approximately 8.40% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 1,766,297 shares of Common Stock, constituting approximately 8.40% of the Issued and Outstanding Shares. Each of Barington Companies Advisors, LLC and Barington Companies Investors, LLC share voting and dispositive power with respect to the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. Mr. Mitarotonda has sole voting and dispositive power with respect to the 506,091 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 280,352 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 979,854 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

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As of June 16, 2006, RJG Capital Partners, L.P. beneficially owns 8,000 shares of Common Stock, constituting approximately 0.04% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 8,000 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 8,000 shares owned by RJG Capital Partners, L.P., constituting approximately 0.04% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 8,000 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of June 16, 2006, each of D.B. Zwirn Special Opportunities Fund, L.P. and D.B. Zwirn Special Opportunities Fund (TE), L.P. beneficially own 62,555 shares and 9,738 shares of Common Stock, respectively, constituting approximately 0.30% and 0.05%, respectively, of the Issued and Outstanding Shares. As of June 16, 2006, each of D.B. Zwirn Special Opportunities Fund, Ltd. and The Coast Fund, L.P. beneficially own 111,810 shares and 16,740 shares of Common Stock, respectively, constituting approximately 0.53% and 0.08%, respectively, of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund (TE), L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and The Coast Fund, L.P., D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 62,555 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 9,738 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund (TE), L.P., the 111,810 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 16,740 shares of Common Stock beneficially owned by The Coast Fund, L.P., representing an aggregate of 200,843 shares, constituting approximately 0.95% of the Issued and Outstanding Shares. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except that Barington Companies Advisors, LLC and Barington Companies Investors, LLC have shared authority to vote and dispose of the shares reported as beneficially owned by Barington Companies Equity Partners, L.P.

Except as set forth above, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

SIGNATURES

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

Dated: June 19, 2006

BARINGTON COMPANIES EQUITY
PARTNERS, L.P.

By: Barington Companies Investors, LLC, its general
partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general
partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

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BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

/s/ James A. Mitarotonda

James A. Mitarotonda

STARBOARD VALUE AND
OPPORTUNITY MASTER FUND LTD.

PARCHE, LLC
By: Admiral Advisors, LLC, its managing member

ADMIRAL ADVISORS, LLC
By: Ramius Capital Group, L.L.C., its
managing member

RAMIUS CAPITAL GROUP, L.L.C.
By: C4S & Co., L.L.C.,
as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon
Name: Jeffrey M. Solomon
Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon
Individually and as attorney-in-fact for Peter A. Cohen,
Morgan B. Stark and Thomas W. Strauss

RJG CAPITAL PARTNERS, L.P.

By: RJG Capital Management, LLC, its general partner

By: /s/ Ronald J. Gross

Name: Ronald J. Gross

Title: Managing Member

RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

Name: Ronald J. Gross

Title: Managing Member

/s/ Ronald J. Gross

Ronald J. Gross

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P

By: D.B. ZWIRN PARTNERS, LLC

its general partner

By: ZWIRN HOLDINGS, LLC,

its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND (TE), L.P

By: D.B. ZWIRN PARTNERS, LLC,

its general partner

By: ZWIRN HOLDINGS, LLC,

its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

D.B. ZWIRN SPECIAL
OPPORTUNITIES FUND, LTD.
By: D.B. Zwirn & Co., L.P., its
manager
By: DBZ GP, LLC, its general
partner
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

THE COAST FUND, L.P.
By: D.B. Zwirn & Co., L.P., its
manager
By: DBZ GP, LLC, its general
partner
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

D.B. ZWIRN & CO., L.P.
By: DBZ GP, LLC, its general
partner
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

DBZ GP, LLC
By: Zwirn Holdings, LLC, its
managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

/s/ Daniel B. Zwirn

Daniel B. Zwirn

SCHEDULE

This schedule sets forth information with respect to each purchase and sale of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker except to the extent set forth in Item 3 above.

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	9,323	\$ 26.176	\$ 244,038.85
5/25/2006	9,034	\$ 25.993	\$ 234,820.76
5/26/2006	2,089	\$ 25.960	\$ 54,230.44
5/30/2006	2,089	\$ 25.993	\$ 54,299.38
5/31/2006	2,089	\$ 25.785	\$ 53,864.87
6/6/2006	1,650	\$ 25.249	\$ 41,660.85
6/8/2006	4,177	\$ 25.481	\$ 106,434.14
6/12/2006	2,089	\$ 25.246	\$ 52,738.89
6/13/2006	4,935	\$ 25.118	\$ 123,957.33
6/15/2006	67,401	\$ 25.000	\$ 1,685,025.00

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	5,547	\$ 26.176	\$ 145,198.27
5/25/2006	5,375	\$ 25.993	\$ 139,712.38
5/26/2006	1,243	\$ 25.960	\$ 32,268.28
5/30/2006	1,243	\$ 25.993	\$ 32,309.30
5/31/2006	1,243	\$ 25.785	\$ 32,050.76
6/6/2006	981	\$ 25.249	\$ 24,769.27
6/8/2006	2,485	\$ 25.481	\$ 63,320.29
6/12/2006	1,243	\$ 25.246	\$ 31,380.78
6/13/2006	2,997	\$ 25.118	\$ 75,278.65
6/15/2006	40,100	\$ 25.000	\$ 1,002,500.00

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	18,173	\$ 26.176	\$ 475,696.45
5/25/2006	17,611	\$ 25.993	\$ 457,762.72
5/26/2006	4,071	\$ 25.960	\$ 105,683.16
5/30/2006	4,071	\$ 25.993	\$ 105,817.50
5/31/2006	4,071	\$ 25.785	\$ 104,970.74
6/6/2006	3,217	\$ 25.249	\$ 81,226.03

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6/8/2006	8,143	\$	25.481	\$	207,491.78
6/12/2006	4,072	\$	25.246	\$	102,801.71
6/13/2006	9,694	\$	25.118	\$	243,493.89
6/14/2006	2,556	\$	25.095	\$	64,142.82
6/15/2006	176,893	\$	25.000	\$	4,422,325.00

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Shares purchased and sold by Starboard Value and Opportunity Master Fund Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	4,451	\$ 26.1763	\$ 116,510.71
5/25/2006	4,313	\$ 25.9926	\$ 112,106.08
5/30/2006	997	\$ 25.9929	\$ 25,914.92
5/26/2006	997	\$ 25.9600	\$ 25,882.12
5/31/2006	997	\$ 25.7850	\$ 25,707.65
6/6/2006	788	\$ 25.2492	\$ 19,896.37
6/8/2006	1,994	\$ 25.4813	\$ 50,809.71
6/12/2006	996	\$ 25.2458	\$ 25,144.82
6/13/2006	1,994	\$ 25.1182	\$ 50,085.69
6/14/2006	289	\$ 25.0951	\$ 7,252.48
6/15/2006	(238,889)	\$ 25.0000	\$ (5,972,225.00)

Shares purchased and sold by Parche, LLC

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	848	\$ 26.1763	\$ 22,197.50
5/25/2006	821	\$ 25.9926	\$ 21,339.92
5/30/2006	190	\$ 25.9929	\$ 4,938.65
5/26/2006	190	\$ 25.9600	\$ 4,932.40
5/31/2006	190	\$ 25.7850	\$ 4,899.15
6/6/2006	150	\$ 25.2492	\$ 3,787.38
6/8/2006	381	\$ 25.4813	\$ 9,708.38
6/12/2006	190	\$ 25.2458	\$ 4,796.70
6/13/2006	380	\$ 25.1182	\$ 9,544.92
6/14/2006	55	\$ 25.0951	\$ 1,380.23
6/15/2006	(45,505)	\$ 25.0000	\$ (1,137,625.00)

Shares purchased by D.B. Zwirn Special Opportunities Fund, L.P.

Date	Number of Shares	Price Per Share	Cost(*)
5/24/2006	2,266	\$ 26.1763	\$ 59,315.50
5/25/2006	2,196	\$ 25.9926	\$ 57,079.75
5/26/2006	508	\$ 25.9600	\$ 13,187.68
5/30/2006	508	\$ 25.9929	\$ 13,204.39
5/31/2006	508	\$ 25.7850	\$ 13,098.78
6/6/2006	402	\$ 25.2492	\$ 10,150.18
6/9/2006	1,016	\$ 25.4813	\$ 25,889.00
6/12/2006	508	\$ 25.2458	\$ 12,824.87

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Shares purchased by D.B. Zwirn Special Opportunities Fund, Ltd.

<u>Date</u>	<u>Number of Shares</u>	<u>Price Per Share</u>	<u>Cost(*)</u>
5/24/2006	4,028	\$ 26.1763	\$ 105,438.14
5/25/2006	3,904	\$ 25.9926	\$ 101,475.11
5/26/2006	902	\$ 25.9600	\$ 23,415.92
5/30/2006	902	\$ 25.9929	\$ 23,445.60
5/31/2006	902	\$ 25.7850	\$ 23,258.07
6/6/2006	712	\$ 25.2492	\$ 17,977.43
6/9/2006	1,804	\$ 25.4813	\$ 45,968.27
6/12/2006	902	\$ 25.2458	\$ 22,771.71

(*) Excludes commissions and other execution-related costs.
