

Mistras Group, Inc.  
Form 8-K  
October 18, 2010

**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): October 14, 2010**

**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.)

**195 Clarksville Road**  
**Princeton Junction, New Jersey**  
(Address of principal executive offices)

**08550**  
(Zip Code)

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 5.07. Submission of Matters to a Vote of Security Holders**

Mistras Group, Inc. (the Company) held its 2010 annual shareholders meeting on October 14, 2010. Shareholders elected the six nominees for election to the Board of Directors one-year terms and ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2011, the only matters voted upon at the meeting. The voting results are set forth below.

1. The six nominees for election to the Board of Directors were elected based upon the following votes:

| Nominee                | Votes For  | Withheld  | Abstentions | Broker Non Votes |
|------------------------|------------|-----------|-------------|------------------|
| Daniel M. Dickinson    | 18,024,164 | 4,291,212 | 0           | 945,385          |
| James J. Forese        | 22,303,870 | 11,506    | 0           | 945,385          |
| Richard H. Glanton     | 17,998,307 | 4,317,069 | 0           | 945,385          |
| Michael J. Lange       | 22,304,770 | 10,606    | 0           | 945,385          |
| Manuel N. Stamatakis   | 18,028,349 | 4,287,027 | 0           | 945,385          |
| Sotirios J. Vahaviolos | 22,300,101 | 15,275    | 0           | 945,385          |

2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2011 was approved based upon the following votes:

|                    | Number of Votes | Percent of Votes Present |
|--------------------|-----------------|--------------------------|
| Votes for approval | 23,223,455      | 99.8%                    |
| Votes against      | 5,048           | *                        |
| Abstentions        | 32,258          | *                        |

There were no broker non-votes for this item.

\* Less than 1%.

**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: October 18, 2010

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