

MESA AIR GROUP INC
Form SC 13D/A
January 15, 2010

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

Mesa Air Group, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

590479

(CUSIP Number)

Richard J. Poulton, Vice President, Chief Financial Officer and Treasurer

AAR CORP., 1100 North Wood Dale Road.

Wood Dale, Illinois 60191

(630-227-2000)

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 12, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

Continued on the following pages

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CUSIP No. 590479

- | | | |
|-----|---|---------------------------------------|
| 1. | Name of Reporting Persons AAR CORP. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Source of Funds OO | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e): | <input type="radio"/> |
| 6. | Citizenship or Place of Organization Delaware | |
| | 7. | Sole Voting Power: 11,059,600 |
| | 8. | Shared Voting Power: 0 |
| | 9. | Sole Dispositive Power: 11,059,600 |
| | 10. | Shared Dispositive Power: 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 11,059,600 | |
| 12. | Check if the Aggregate Amount in Row 11 Excludes Certain Shares | <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row 11 6.3% | |
| 14. | Type of Reporting Person CO | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 590479

This Amendment No. 2 amends and supplements the Schedule 13D originally filed by AAR CORP. on November 13, 2009 relating to common stock, no par value per share, of Mesa Air Group, Inc. Except as expressly set forth herein, there have been no changes in the information set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) AAR owns, as of January 12, 2010, 11,059,600 shares of Mesa's common stock, no par value, which represents 6.3% of the total outstanding shares of common stock, based upon 175,217,249 shares outstanding as of November 4, 2009 as reported by Mesa in its press release dated November 4, 2009. Ronald R. Fogleman, a director of the Company, owns 200 shares of Mesa's common stock, no par value, which represents less than one-tenth of one percent of the total outstanding shares as reported by Mesa in its press release dated November 4, 2009.

(b) AAR has sole voting power and sole dispositive power with respect to the 11,059,600 shares. Ronald R. Fogleman shares voting and dispositive power with respect to the 200 shares with his wife.

(c) AAR effected the sale transactions relating to the common stock in the open market between January 7, 2010 (the date that certain Amendment No. 1 to the 13D was filed) and January 12, 2010 as more fully described in Schedule A attached hereto.

(d) Not applicable.

(e) Not applicable.

CUSIP No. 590479

SIGNATURE

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

January 15, 2010

AAR CORP.

By:

/s/ Richard J. Poulton

Richard J. Poulton

Vice President, Chief Financial Officer and Treasurer

Schedule A

Sales of Mesa Shares - update 3,940,400 sold as at 1/12/10

| Sale Date | Amount | Price |
|--------------|----------------|---------------|
| 12/10/2009 | 7,500 | 0.1272 |
| | 50,000 | 0.1271 |
| | 4,000 | 0.1270 |
| | 27,000 | 0.1260 |
| | 5,000 | 0.1254 |
| | 6,500 | 0.1251 |
| Total | 100,000 | 0.1266 |
| 12/15/2009 | 169,900 | 0.1190 |
| | 70,500 | 0.1170 |
| Total | 240,400 | 0.1184 |
| 12/17/2009 | 16,400 | 0.1100 |
| | 2,000 | 0.1090 |
| | 6,000 | 0.1085 |
| | 29,800 | 0.1084 |
| | 27,315 | 0.1080 |
| | 100 | 0.1076 |
| | 71,200 | 0.1075 |
| | 10,800 | 0.1073 |
| | 11,940 | 0.1072 |
| | 16,800 | 0.1071 |
| | 56,131 | 0.1070 |
| | 100 | 0.1066 |
| | 24,400 | 0.1065 |
| | 10,400 | 0.1060 |
| | 4,000 | 0.1058 |
| | 3,000 | 0.1057 |
| | 47,500 | 0.1055 |
| | 529 | 0.1054 |
| | 16,400 | 0.1052 |
| | 1,300 | 0.1051 |
| | 43,885 | 0.1050 |
| Total | 400,000 | 0.1069 |
| 12/18/2009 | 4,400 | 0.1117 |
| | 17,600 | 0.1113 |
| | 12,600 | 0.1112 |
| | 600 | 0.1111 |
| | 9,800 | 0.1110 |
| | 1,800 | 0.1109 |
| | 4,400 | 0.1108 |
| | 30,714 | 0.1107 |
| | 8,100 | 0.1105 |
| | 26,834 | 0.1102 |
| | 61,000 | 0.1101 |
| | 98,602 | 0.1100 |
| | 13 | 0.1097 |
| | 4,300 | 0.1094 |

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| | | |
|--------------|----------------|---------------|
| | 7,700 | 0.1092 |
| | 1,637 | 0.1086 |
| | 4,400 | 0.1083 |
| | 5,500 | 0.1081 |
| Total | 300,000 | 0.1102 |
| | | |
| 12/28/2009 | 100,232 | 0.1160 |
| | 11,000 | 0.1155 |
| | 12,100 | 0.1154 |
| | 19,100 | 0.1153 |

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| | | |
|--------------|----------------|---------------|
| | 14,800 | 0.1152 |
| | 3,800 | 0.1151 |
| | 38,968 | 0.1150 |
| Total | 200,000 | 0.1156 |
| | | |
| 12/29/2009 | 53,400 | 0.1230 |
| | 2,700 | 0.1226 |
| | 5,000 | 0.1221 |
| | 2,000 | 0.1219 |
| | 9,900 | 0.1213 |
| | 6,000 | 0.1212 |
| | 2,900 | 0.1211 |
| | 5,000 | 0.1202 |
| | 19,400 | 0.1201 |
| | 372,042 | 0.1200 |
| | 58 | 0.1187 |
| | 11,100 | 0.1176 |
| | 10,500 | 0.1175 |
| Total | 500,000 | 0.1203 |
| | | |
| 12/30/2009 | 9,300 | 0.1239 |
| | 9,100 | 0.1237 |
| | 10,200 | 0.1235 |
| | 4,000 | 0.1225 |
| | 25,100 | 0.1222 |
| | 46,800 | 0.1220 |
| | 2,400 | 0.1218 |
| | 25,300 | 0.1217 |
| | 1,100 | 0.1214 |
| | 1,000 | 0.1213 |
| | 5,000 | 0.1211 |
| | 75,600 | 0.1210 |
| | 32,600 | 0.1207 |
| | 4,000 | 0.1206 |
| | 20,000 | 0.1205 |
| | 2,900 | 0.1203 |
| | 25,600 | 0.1202 |
| Total | 300,000 | 0.1215 |
| | | |
| 1/4/2010 | 5,400 | 0.1181 |
| | 18,700 | 0.1180 |
| | 50,600 | 0.1179 |
| | 30,000 | 0.1178 |
| | 500 | 0.1177 |
| | 2,200 | 0.1175 |
| | 33,573 | 0.1174 |
| | 609 | 0.1173 |
| | 5,000 | 0.1172 |
| | 9,800 | 0.1171 |
| | 71,900 | 0.1170 |
| | 14,100 | 0.1167 |
| | 50,000 | 0.1165 |
| | 10,000 | 0.1156 |
| | 5,000 | 0.1155 |
| | 5,800 | 0.1154 |
| | 16,500 | 0.1153 |
| | 21,100 | 0.1152 |
| | 249,218 | 0.1150 |

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| | | |
|--------------|----------------|---------------|
| Total | 600,000 | 0.1161 |
| 1/8/2010 | 12,500 | 0.0427 |
| | 26,200 | 0.0425 |
| | 49,000 | 0.0424 |
| | 12,300 | 0.0423 |
| | 10,000 | 0.0422 |

| | | |
|--------------|----------------|---------------|
| | 22,000 | 0.0421 |
| | 127,500 | 0.0420 |
| | 10,000 | 0.0418 |
| | 10,000 | 0.0417 |
| | 100 | 0.0416 |
| | 20,400 | 0.0415 |
| Total | 300,000 | 0.0421 |
| | | |
| 1/11/2010 | 27,500 | 0.0433 |
| | 96,800 | 0.0430 |
| | 6,500 | 0.0429 |
| | 700 | 0.0427 |
| | 31,800 | 0.0425 |
| | 65,850 | 0.0424 |
| | 36,300 | 0.0423 |
| | 47,300 | 0.0422 |
| | 41,700 | 0.0421 |
| | 14,300 | 0.0420 |
| | 31,250 | 0.0400 |
| Total | 400,000 | 0.0424 |
| | | |
| 1/12/2010 | 34,600 | 0.0443 |
| | 10,900 | 0.0442 |
| | 6,400 | 0.0441 |
| | 17,300 | 0.0438 |
| | 17,300 | 0.0437 |
| | 17,300 | 0.0433 |
| | 10,600 | 0.0425 |
| | 24,000 | 0.0424 |
| | 34,600 | 0.0423 |
| | 51,900 | 0.0422 |
| | 86,500 | 0.0421 |
| | 59,185 | 0.0420 |
| | 12,100 | 0.0419 |
| | 15 | 0.0418 |
| | 22,300 | 0.0416 |
| | 102,500 | 0.0415 |
| | 25,000 | 0.0413 |
| | 54,600 | 0.0412 |
| | 12,900 | 0.0411 |
| Total | 600,000 | 0.0422 |