

MESA AIR GROUP INC
Form SC 13G
February 14, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934
(AMENDMENT NO.)*

Mesa Air Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

590479135
(CUSIP Number)

December 31, 2018
(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).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Penguin Lax, Inc.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
1,550,948

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
1,550,948

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,550,948

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

6.5

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Marblegate Asset Management, LLC

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
1,611,391

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
1,611,391

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,611,391

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

6.7%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

P Marblegate Ltd.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

British Virgin Islands

SOLE VOTING POWER

5
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6
60,443

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
60,443

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

60,443

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.2%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Andrew Milgram

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER

5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

1,611,391

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8

1,611,391

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,611,391

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

6.7%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Paul Arrouet

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER

5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

1,611,391

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8

1,611,391

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,611,391

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

6.7%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

Edgar Filing: MESA AIR GROUP INC - Form SC 13G

Item 1(a). Name of Issuer: Mesa Air Group, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices: 410 North 44th Street, Suite 700
Phoenix, AZ 85008

Item 2(a). Name of Person Filing: This statement is filed on behalf of the following persons (collectively, the "Reporting Persons"): (i) Penguin Lax, Inc.
(ii) Marblegate Asset Management, LLC
(iii) P Marblegate Ltd.
(iv) Andrew Milgram
(v) Paul Arrouet

Item 2(b). Address of Principal Business Office or, if none, Residence: 80 Field Point Road, Suite 101
Greenwich, CT 06830

Item 2(c). Citizenship: (i) Penguin Lax, Inc. is a corporation organized under the laws of the State of Delaware.
(ii) Marblegate Asset Management, LLC is a limited liability company organized under the laws of the State of Delaware.
(iii) P Marblegate Ltd. is a business company organized under the laws of the British Virgin Islands.
(iv) Andrew Milgram is an individual having citizenship in the United States.
(v) Paul Arrouet is an individual having citizenship in the United States.

Item 2(d). Title of Class of Securities: Common Stock, no par value ("Common Stock")

Item 2(e). CUSIP Number: 590479135

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.

Item 4. Ownership

This Schedule 13G relates to (i) shares of Common Stock of the Issuer held directly by Penguin Lax, Inc. (“Penguin”) and (ii) shares of Common Stock of the Issuer held directly by P Marblegate Ltd. (“P Marblegate”).

The information contained on the cover pages of this Schedule 13G is incorporated herein by reference.

As of February 14, 2019, Penguin owns 1,550,948 shares of the Issuer’s Common Stock. Marblegate Asset Management, LLC (“Marblegate”), as holder of all the outstanding shares of voting common stock of Penguin, has exclusive voting and investment power over the shares of the Issuer’s Common Stock held by Penguin and therefore may be deemed to beneficially own such shares. Andrew Milgram and Paul Arrouet, as managing partners of Marblegate and directors of Penguin (and in the case of Mr. Milgram, as President of Penguin, and in the case of Mr. Arrouet, as Secretary of Penguin), may be deemed to exercise voting and investment power over the shares of the Issuer’s Common Stock directly owned by Penguin and therefore may be deemed to beneficially own such shares. Each of Marblegate, Mr. Milgram and Mr. Arrouet disclaims beneficial ownership of the shares of the Issuer’s Common Stock directly owned by Penguin.

As of February 14, 2019, P Marblegate owns 60,443 shares of the Issuer’s Common Stock. Marblegate, as investment adviser to P Marblegate, has exclusive voting and investment power over the shares of the Issuer’s Common Stock held by P Marblegate, and therefore may be deemed to beneficially own such shares. Mr. Milgram and Mr. Arrouet, as managing partners of Marblegate, may be deemed to exercise voting and investment power over the shares of the Issuer’s Common Stock directly owned by P Marblegate and therefore may be deemed to beneficially own such shares. Each of Marblegate, Mr. Milgram and Mr. Arrouet disclaims beneficial ownership of the shares of the Issuer’s Common Stock directly owned by P Marblegate.

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:
Not Applicable.

Item 8. Identification and Classification of Members of the Group:
See Exhibit 1. The Reporting Persons are making this single joint filing because they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Exchange Act. Each Reporting Person disclaims beneficial ownership of any shares of the Issuer’s Common Stock, other than shares, if any, reported herein as directly owned by such Reporting Person.

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, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

PENGUIN LAX, INC.

By: /s/ Andrew Milgram
Name: Andrew Milgram
Title: President

P MARBLEGATE LTD.

By: Marblegate Asset
Management, LLC,
its Investment Advisor

By: /s/ Andrew Milgram
Name: Andrew Milgram
Title: Managing Partner

MARBLEGATE ASSET
MANAGEMENT, LLC

By: /s/ Andrew Milgram
Name: Andrew Milgram
Title: Managing Partner

/s/ Andrew Milgram
Andrew Milgram

/s/ Paul Arrouet
Paul Arrouet

EXHIBIT INDEX

Exhibit Number Exhibit

1. Joint Filing Agreement among the Reporting Persons