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): November 24, 2026

Mistras Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34481**	**22-3341267**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

195 Clarksville Road
Princeton Junction, New Jersey 08550
(Address of Principal Executive Offices) (Zip Code)

(609) 716-4000
(Registrant's telephone number, including area code)

N/A
(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:

☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, $0.01 par value	MG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders

As previously disclosed, on September 17, 2026, Mistras Group, Inc., a Delaware corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Athena Purchaser, LLC, a Delaware limited liability company ("Parent"), and Athena Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Acquisition Sub"). Parent and Acquisition Sub are controlled by funds affiliated with H.I.G. Capital, LLC.

Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof and in accordance with Section 251 of the General Corporation Law of the State of Delaware, Acquisition Sub will merge with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent.

The Company held a virtual special meeting of stockholders on Tuesday, November 24, 2026, at 9:00 A.M., Eastern Time (the "Special Meeting"), called for the purpose of approving proposals relating to the Merger Agreement.

At the close of business on October 19, 2026, the record date for the Special Meeting, there were 31,867,074 shares of the Company's common stock, par value $0.01 per share (the "Common Stock"), outstanding and entitled to vote at the Special Meeting, each of which was entitled to one vote per share with respect to each proposal voted on at the Special Meeting. Present by attendance via the virtual meeting website or represented by proxy at the Special Meeting were holders of 26,707,901 shares, representing approximately 83.81% of the outstanding shares of Common Stock entitled to vote at the Special Meeting, and constituting a quorum.

At the Special Meeting, the Company's stockholders voted on the proposals listed below, which are described in detail in the definitive proxy statement on Schedule 14A related to the Special Meeting that was filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") on October 27, 2026, as supplemented. There were no recorded broker non-votes.

The final results, by proposal, are set forth below:

Proposal 1—Merger Proposal: To adopt the Merger Agreement, by and among Parent, Acquisition Sub, and the Company, providing for, among other things, the merger of Acquisition Sub with and into the Company, with the Company surviving the Merger as a wholly owned subsidiary of Parent (the "Merger Proposal").

The following votes were cast at the Special Meeting (via the virtual meeting website or by proxy) and the proposal was approved:

For	Against	Abstain
26,547,220	142,018	18,663

Proposal 3—Compensation Proposal: To approve, by non-binding advisory vote, the compensation that may be paid or become payable to the Company's named executive officers in connection with the Merger (the "Compensation Proposal").

The following advisory votes were cast at the Special Meeting (via the virtual meeting website or by proxy) and the non-binding proposal was approved:

For	Against	Abstain
22,670,301	3,862,005	175,595

The proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Merger Proposal (the "Adjournment Proposal"), was not voted upon at the Special Meeting as a quorum was present and there were sufficient votes cast to approve the Merger Proposal.

No other business properly came before the Special Meeting.

The Merger is expected to close in late 2026 or early 2027, subject to customary closing conditions, including the receipt of all required regulatory approvals.

Item 7.01 Regulation FD Disclosure

On November 24, 2026, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated into this Item 7.01 by reference.

The information provided under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and is not deemed to be "filed" with the SEC for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section and is not incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference to this Current Report on Form 8-K in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by Mistras Group, Inc., dated November 24, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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 thereunto duly authorized.

Mistras Group, Inc.

November 24, 2026

By: /s/ Eileen M. Coggins
Name: Eileen M. Coggins
Title: Executive Vice President, General Counsel and Secretary

Exhibit 99.1

Press Release

NOT FOR IMMEDIATE RELEASE

MISTRAS Group, Inc. Stockholders Approve Acquisition by H.I.G. Capital

PRINCETON JUNCTION, NJ – Nov. 24, 2026 – MISTRAS Group, Inc. (NYSE: MG) ("MISTRAS" or the "Company") announced that, at its special meeting of stockholders held today, the Company's stockholders voted to adopt the previously announced Agreement and Plan of Merger, dated September 17, 2026 (the "Merger AGREEMENT"), pursuant to which affiliates of H.I.G. Capital, LLC ("H.I.G.") will acquire the Company. Upon completion of the transaction (the "Merger"), each outstanding share of MISTRAS common stock (other than shares, if any, for which appraisal rights have been properly demanded and perfected, and certain other excluded shares) will be converted into the right to receive $20.35 in cash, without interest and less any applicable withholding taxes.

"We are pleased that MISTRAS stockholders have voted to adopt the Merger Agreement, thus approving a transaction that reflects the Board's thorough review of strategic alternatives and its determination that the Merger is in the best interests of the Company and its stockholders," said Executive Chairman Manuel N. Stamatakis. President and CEO Natalia Shuman added, "The approval advances the Company's Vision2030 transformation and is expected to position MISTRAS to continue to invest in its workforce, drive innovation, and expand its customer base."

As previously announced, the 40-day "go-shop" period under the Merger Agreement expired at 11:59 p.m. Eastern Time on October 27, 2026, and no alternative acquisition proposals were received. Based on the preliminary vote count, approximately 83.3% of the Company's shares of common stock outstanding as of the October 19, 2026 record date voted in favor of the proposal to adopt the Merger Agreement. The final voting results for each proposal voted upon at the special meeting will be reported in a Current Report on Form 8-K to be filed by the Company with the Securities and Exchange Commission (the "SEC").

The Merger is expected to close in late 2026 or early 2027, subject to customary closing conditions, including the receipt of all required regulatory approvals.

Upon completion, MISTRAS will become a privately held company and its common stock will no longer be listed on the New York Stock Exchange.

Advisors

Baird is serving as financial advisor to the Company, and Morgan, Lewis & Bockius LLP and Troutman Pepper Locke LLP are serving as legal counsel to the Company.

Texas Capital Securities is serving as financial advisor to H.I.G., and Kirkland & Ellis LLP is serving as legal counsel to H.I.G.

About MISTRAS Group, Inc.

MISTRAS Group, Inc. (NYSE: MG) is a global leader in technology-enabled industrial asset integrity and laboratory testing solutions, serving critical strategic markets including oil & gas, aerospace & defense, industrials, power generation & transmission, infrastructure, engineering, and research. MISTRAS Group provides a diversified portfolio of products and services, ranging from advanced non-destructive testing and pipeline inspections to real-time condition monitoring, maintenance planning, and specialized engineering, powered by a proprietary management software suite that centralizes integrity data for predictive analytics and benchmark analysis. With a long-standing track record of innovation and deep industry expertise, MISTRAS Group helps clients reduce risk, extend asset life, and optimize operational performance. Learn more at www.mistrasgroup.com

About H.I.G. Capital

H.I.G. is a leading global alternative investment firm with approximately $75 billion of capital under management.* Headquartered in Miami, and with offices in Atlanta, Boston, Chicago, Los Angeles, New York, San Francisco, and Stamford in the United States, as well as international affiliate offices in Hamburg, London, Luxembourg, Madrid, Milan, Paris, Bogotá, Rio de Janeiro, Dubai, and Hong Kong, H.I.G. specializes in providing both debt and equity capital to middle market companies. Since its founding in 1993, H.I.G. has invested in and managed more than 400 companies worldwide. The Firm's current portfolio includes more than 100 companies with combined sales in excess of $53 billion. For more information, please refer to the H.I.G. website at hig.com.

* Based on total capital raised by H.I.G. Capital and its affiliates.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this press release including, but not limited to, statements regarding the Company's plans, priorities and expectations following the proposed Merger, are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are intended to qualify for the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally use words such as "future," "possible," "potential," "targeted," "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict," "project," "will," "may," "should," "could," "would" and other similar words and phrases. These forward-looking statements are based on the beliefs and assumptions of management at the time that these statements were prepared and are inherently uncertain. Such statements are not guarantees of future events or results and may not accurately indicate the timing of, or the date by which, such events or results will be consummated or achieved, if at all. These statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in these statements. Such risks, uncertainties and contingencies include, among others: uncertainties as to the timing of the proposed Merger; the ability to receive the required consents and regulatory approvals for the proposed Merger and to satisfy the other closing conditions of the proposed Merger on a timely basis or at all; the risk that, prior to the completion of the proposed Merger, the Company's business and its relationships with employees, collaborators, vendors, and other business partners could experience significant disruption due to transaction-related uncertainty; the risk that stockholder litigation in connection with the proposed Merger may result in significant costs of defense, indemnification, and liability; the outcome of any legal proceedings that have been or may be instituted relating to the proposed Merger, including the risk of an injunction delaying or preventing completion of the proposed Merger; the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; negative effects of the announcement of the proposed Merger on the market price of the Company's common stock and/or on the Company's business, financial condition, results of operations and financial performance; the ability of the Company to retain and hire key personnel; and the risks and uncertainties pertaining to the Company's business, including those detailed under "Item 1A. Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and elsewhere in the Company's public periodic filings with the SEC. There can be no assurance that the proposed Merger will in fact be consummated in the manner described or at all. Stockholders, potential investors and other readers are urged to consider these risks and uncertainties in evaluating forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. It is not possible to anticipate or foresee all risks and uncertainties, and investors should not consider any list of risks and uncertainties to be exhaustive or complete. For additional information on identifying factors that may cause actual results to vary from those stated in forward-looking statements, please see the Company's statements and reports on Forms 10-K, 10-Q, and 8-K filed with the SEC and other written statements made by the Company from time to time. Forward-looking statements speak only as of the date of this communication, and, except as required by applicable law, neither the Company nor H.I.G. undertakes any obligation to update or supplement any forward-looking statements to reflect actual results, new information, future events, changes in their respective expectations or other circumstances that exist after the date as of which the forward-looking statements were made.

MISTRAS Media Contact:

Theresa Feraren
Senior Vice President & Chief Marketing Officer
MISTRAS Group, Inc.
marcom@mistrasgroup.com

Aaron Palash / Tim Lynch
Joele Frank, Wilkinson Brimmer Katcher
+1 (212) 355-4449

MISTRAS Investors Contact:

Edward J. Prajzner
Senior Executive Vice President & Chief Financial Officer
+1 (833) MISTRAS | investors@mistrasgroup.com

H.I.G. Contact:

Media Relations
media@hig.com