

CONWAY RICHARD F
Form 3
March 03, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LC CAPITAL MASTER
FUND LTD

(Last) (First) (Middle)

C/O TRIDENT FUND
SERVICES (BVI)
LIMITED, PO BOX 146,
WATERFRONT DR,
WICKHAMS CAY

(Street)

ROAD TOWN,
TORTOLA, D8 00000

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
02/25/2009

3. Issuer Name and Ticker or Trading Symbol
MESA AIR GROUP INC [MESA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 27,384,000 | D ⁽¹⁾ | ^ |
| Common Stock | 27,384,000 | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Senior Convertible Notes due 2024 | Â (3) | 02/10/2024 | Common Stock | 576,536 \$ (4) | D (1) Â |
| Senior Convertible Notes due 2024 | Â (3) | 02/10/2024 | Common Stock | 576,536 \$ (4) | I See Footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LC CAPITAL MASTER FUND LTD C/O TRIDENT FUND SERVICES (BVI) LIMITED PO BOX 146, WATERFRONT DR, WICKHAMS CAY ROAD TOWN, TORTOLA, D8 00000 | Â | Â X | Â | Â |
| LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| LAMPE STEVEN C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| CONWAY RICHARD F C/O LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, SUITE 1202 NEW YORK, NY 10019 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| LC Capital Master Fund, Ltd., By: /s/ Richard F. Conway, Director | 03/03/2009 |
| __Signature of Reporting Person | Date |
| Lampe, Conway & Co., LLC, By: /s/ Richard F. Conway, Managing Member | 03/03/2009 |
| __Signature of Reporting Person | Date |
| /s/ Steven G. Lampe | 03/03/2009 |
| __Signature of Reporting Person | Date |
| /s/ Richard F. Conway | 03/03/2009 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities are owned by LC Capital Master Fund, Ltd., which is a Reporting Person.

These securities may be deemed to be beneficially owned by Lampe, Conway & Co., LLC, the investment manager of LC Capital Master Fund, Ltd., Steven G. Lampe, a managing member of Lampe, Conway & Co., LLC, and Richard F. Conway, a managing member of

(2) Lampe, Conway & Co., LLC. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) The Senior Convertible Notes due 2024 (the "Notes") are presently convertible into shares of the issuer's Common Stock.

(4) Each \$1,000 of the principal amount of the Notes is convertible into 40.3737 shares of the issuer's Common Stock, subject to adjustment in certain events described in the issuer's Form S-3, dated May 7, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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