

Mistras Group, Inc.  
Form 10-Q  
January 08, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended November 30, 2015

Or  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period to

Commission file number 001- 34481

Mistras Group, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

22-3341267  
(I.R.S. Employer  
Identification No.)

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

08550  
(Zip Code)

(609) 716-4000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T

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(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of January 1, 2016, the registrant had 28,890,796 shares of common stock outstanding.

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## PART I—FINANCIAL INFORMATION

## ITEM 1. Financial Statements

## Mistras Group, Inc. and Subsidiaries

## Condensed Consolidated Balance Sheets

(in thousands, except share and per share data)

	(unaudited) November 30, 2015	May 31, 2015
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$10,579	\$10,555
Accounts receivable, net	149,173	133,228
Inventories	9,676	10,841
Deferred income taxes	4,816	5,144
Prepaid expenses and other current assets	12,181	11,698
Total current assets	186,425	171,466
Property, plant and equipment, net	76,429	79,256
Intangible assets, net	46,759	51,276
Goodwill	167,649	166,414
Deferred income taxes	827	1,208
Other assets	1,975	2,107
Total assets	\$480,064	\$471,727
<b>LIABILITIES AND EQUITY</b>		
Current Liabilities		
Accounts payable	\$9,169	\$10,529
Accrued expenses and other current liabilities	58,933	55,914
Current portion of long-term debt	13,772	17,902
Current portion of capital lease obligations	6,853	8,646
Income taxes payable	2,083	532
Total current liabilities	90,810	93,523
Long-term debt, net of current portion	87,946	95,557
Obligations under capital leases, net of current portion	10,240	10,717
Deferred income taxes	18,247	16,984
Other long-term liabilities	8,477	9,934
Total liabilities	215,720	226,715
Commitments and contingencies		
Equity		
Preferred stock, 10,000,000 shares authorized	—	—
Common stock, \$0.01 par value, 200,000,000 shares authorized	289	287
Additional paid-in capital	210,222	208,064
Retained earnings	75,872	57,581
Accumulated other comprehensive loss	(22,149	) (21,113
Total Mistras Group, Inc. stockholders' equity	264,234	244,819
Noncontrolling interests	110	193
Total equity	264,344	245,012

Total liabilities and equity	\$480,064	\$471,727
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The accompanying notes are an integral part of these condensed consolidated financial statements.

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Mistras Group, Inc. and Subsidiaries  
 Unaudited Condensed Consolidated Statements of Income  
 (in thousands, except per share data)

	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
Revenue	\$ 194,786	\$ 206,893	\$ 374,639	\$ 373,466
Cost of revenue	132,720	142,940	256,120	262,662
Depreciation	5,141	4,914	10,320	9,771
Gross profit	56,925	59,039	108,199	101,033
Selling, general and administrative expenses	34,008	37,180	69,844	72,400
Research and engineering	601	629	1,222	1,278
Depreciation and amortization	2,822	3,472	5,603	6,894
Acquisition-related (benefit), net	(75	) (434	) (971	) (1,395
Income from operations	19,569	18,192	32,501	21,856
Interest expense	1,335	1,352	3,257	2,257
Income before provision for income taxes	18,234	16,840	29,244	19,599
Provision for income taxes	6,804	6,428	10,967	7,516
Net income	11,430	10,412	18,277	12,083
Less: net loss (income) attributable to noncontrolling interests, net of taxes	(5	) 15	20	10
Net income attributable to Mistras Group, Inc.	\$ 11,425	\$ 10,427	\$ 18,297	\$ 12,093
Earnings per common share				
Basic	\$ 0.40	\$ 0.36	\$ 0.64	\$ 0.42
Diluted	\$ 0.39	\$ 0.35	\$ 0.62	\$ 0.41
Weighted average common shares outstanding:				
Basic	28,869	28,619	28,796	28,547
Diluted	29,594	29,397	29,641	29,551

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Mistras Group, Inc. and Subsidiaries  
 Unaudited Condensed Consolidated Statements of Comprehensive Income  
 (in thousands)

	Three months ended November 30, 2015		Six months ended November 30, 2015	
	2014	2014	2014	2014
Net income	\$11,430	\$10,412	\$18,277	\$12,083
Other comprehensive (loss):				
Foreign currency translation adjustments	(384	) (6,011	) (1,036	) (7,916
Comprehensive income	11,046	4,401	17,241	4,167
Less: comprehensive loss (income) attributable to noncontrolling interest	(5	) 15	20	10
Comprehensive income attributable to Mistras Group, Inc.	\$11,041	\$4,416	\$17,261	\$4,177

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Mistras Group, Inc. and Subsidiaries  
 Unaudited Condensed Consolidated Statements of Cash Flows  
 (in thousands)

	Six months ended November	
	30,	
	2015	2014
		Note 1
Cash flows from operating activities		
Net income	\$18,277	\$12,083
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	15,923	16,665
Deferred income taxes	1,809	1,192
Share-based compensation expense	3,227	4,257
Fair value adjustment to contingent consideration liabilities	(1,068)	) (1,546
Other	(259)	) 968
Changes in operating assets and liabilities, net of effect of acquisitions of businesses:		
Accounts receivable	(17,641	) (24,196
Inventories	1,496	601
Prepaid expenses and other current assets	(790	) (2,952
Other assets	(9	) (478
Accounts payable	(1,248	) (972
Accrued expenses and other current liabilities	5,226	(2,074
Income taxes payable	1,581	(395
Net cash provided by operating activities	26,524	3,153
Cash flows from investing activities		
Purchase of property, plant and equipment	(7,753	) (7,862
Purchase of intangible assets	(480	) (433
Acquisition of businesses, net of cash acquired	(1,709	) (32,661
Proceeds from sale of equipment	319	596
Net cash used in investing activities	(9,623	) (40,360
Cash flows from financing activities		
Repayment of capital lease obligations	(3,681	) (4,183
Proceeds from borrowings of long-term debt	1,968	872
Repayment of long-term debt	(15,870	) (10,726
Proceeds of revolver	39,200	86,500
Repayments of revolver	(36,800	) (23,200
Payment of contingent consideration for business acquisitions	(394	) (700
Taxes paid related to net share settlement of share-based awards	(951	) (1,384
Excess tax benefit from share-based compensation	(303	) 283
Proceeds from the exercise of stock options	187	—
Net cash (used in) provided by financing activities	(16,644	) 47,462
Effect of exchange rate changes on cash and cash equivalents	(233	) (676
Net change in cash and cash equivalents	24	9,579
Cash and cash equivalents		
Beginning of period	10,555	10,020
End of period	\$10,579	\$19,599
Supplemental disclosure of cash paid		
Interest	\$3,010	\$1,815

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Income taxes	\$6,223	\$8,028
Noncash investing and financing		
Equipment acquired through capital lease obligations	\$1,555	\$3,533
Issuance of notes payable	\$—	\$20,500

The accompanying notes are an integral part of these condensed consolidated financial statements.

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Mistras Group, Inc. and Subsidiaries  
Notes to Unaudited Condensed Consolidated Financial Statements  
(tabular dollars in thousands, except per share data)

### 1. Description of Business and Basis of Presentation

#### Description of Business

Mistras Group, Inc. and subsidiaries (the Company) is a leading “one source” global provider of technology-enabled asset protection solutions used to evaluate the structural integrity and reliability of critical energy, industrial and public infrastructure. The Company combines industry-leading products and technologies, expertise in mechanical integrity (MI) and non-destructive testing (NDT) services and proprietary data analysis software to deliver a comprehensive portfolio of customized solutions, ranging from routine inspections to complex, plant-wide asset integrity assessments and management. These mission critical solutions enhance customers’ ability to extend the useful life of their assets, increase productivity, minimize repair costs, comply with governmental safety and environmental regulations, manage risk and avoid catastrophic disasters. The Company serves a global customer base of companies with asset-intensive infrastructure, including companies in the oil and gas, fossil and nuclear power, alternative and renewable energy, public infrastructure, chemicals, commercial aerospace and defense, transportation, primary metals and metalworking, pharmaceutical/biotechnology and food processing industries and research and engineering institutions.

#### Basis of Presentation

The condensed consolidated financial statements contained in this report are unaudited. In the opinion of management, the condensed consolidated financial statements include all adjustments, which are of a normal recurring nature, necessary for a fair presentation of the results for the interim periods of the fiscal years ending May 31, 2016 and 2015. Reference to a fiscal year means the fiscal year ended May 31. Certain items included in these statements are based on management’s estimates. Actual results may differ from those estimates. The results of operations for any interim period are not necessarily indicative of the results expected for the year. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the notes to consolidated financial statements contained in the Company’s Annual Report on Form 10-K (“Annual Report”) for fiscal 2015, as filed with the Securities and Exchange Commission on August 12, 2015.

#### Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of Mistras Group, Inc. and its wholly and majority-owned subsidiaries. For subsidiaries in which the Company’s ownership interest is less than 100%, the noncontrolling interests are reported in stockholders’ equity in the accompanying consolidated balance sheets. The noncontrolling interests in net income, net of tax, is classified separately in the accompanying consolidated statements of income.

All significant intercompany accounts and transactions have been eliminated in consolidation. Mistras Group, Inc.’s and its subsidiaries’ fiscal years end on May 31 except for the subsidiaries in the International segment, which end on April 30. Accordingly, the Company’s International segment subsidiaries are consolidated on a one month lag. Therefore, in the quarter and year of acquisition, results of acquired subsidiaries in the International segment are generally included in consolidated results for one less month than the actual number of months from the acquisition date to the end of the reporting period. Management does not believe that any events occurred during the one-month lag period that would have a material effect on the Company’s consolidated financial statements.

Reclassification

Certain amounts in prior periods have been reclassified to conform to the current year presentation. Such reclassifications did not have a material effect on the Company's financial condition or results of operations as previously reported.

Immaterial Correction

Subsequent to the issuance of its interim consolidated financial statements as of and for the three and six months ended November 30, 2014, the Company identified errors related to the classification of amounts reported in the Consolidated Statement of Cash Flows for that period. In accordance with the SEC Staff Accounting Bulletin (SAB) No. 99, Materiality, and SAB No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements, management evaluated the materiality of the errors from qualitative and quantitative perspectives, and concluded

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that the errors were immaterial. Accordingly, management has corrected the presentation of the affected line items of the accompanying consolidated statement of cash flows for the six-months ended November 30, 2014, as summarized below. These changes did not impact the Company's net income, balance sheet, or stockholders' equity for any period previously reported.

	Previously Reported		Revised	
Cash flows from operating activities				
Fair value adjustment to contingent consideration liabilities	(808	)	(1,546	)
Accounts payable	(666	)	(972	)
Accrued expenses and other current liabilities	(3,041	)	(2,074	)
Net cash provided by operating activities	3,230		3,153	
Cash flows from investing activities				
Acquisition of businesses, net of cash acquired	(32,967	)	(32,661	)
Net cash used in investing activities	(40,666	)	(40,360	)
Cash flows from financing activities				
Proceeds from long-term debt	—		872	
Repayment of long-term debt	(9,854	)	(10,726	)
Net borrowings against revolver	62,648		63,300	
Net cash provided by financing activities	46,810		47,462	
Effect of exchange rate changes on cash and cash equivalents	205		(676	)

## Significant Accounting Policies

The Company's significant accounting policies are disclosed in Note 2 — Summary of Significant Accounting Policies in the Company's Annual Report. On an ongoing basis, the Company evaluates its estimates and assumptions, including, among other things those related to revenue recognition, valuations of accounts receivable, long-lived assets, goodwill, deferred tax assets and uncertain tax positions. Since the date of the 2015 Annual Report, there have been no material changes to the Company's significant accounting policies.

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Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for fiscal years and interim periods within those fiscal years beginning December 15, 2017, as a result of a one year deferral in the standard issued by the FASB in August 2015 with ASU 2015-14, Revenue from Contracts with Customers - Deferral of the Effective Date. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures.

In February 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidations Analysis, which changes the guidance for evaluating whether to consolidate certain legal entities. Specifically, the amendments modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities ("VIEs") or voting interest entities. Further, the amendments eliminate the presumption that a general partner should consolidate a limited partnership, as well as affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. The updated guidance is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. Early adoption is permitted. The Company does not expect this update to have a material impact on the consolidated financial statements and related disclosures.

In September 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments. This amendment will simplify the accounting for adjustments made to provisional amounts recognized in a business combination and eliminates the requirement to retrospectively account for those adjustments in previous reporting periods. This update will require on the face of the income statement or in the notes to the financial statements the amount recorded in current-period earnings that would have previously been recorded if the adjustment to the provisional amounts had been recognized as of the acquisition date. ASU 2015-16 is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2015. This update should be applied prospectively and earlier adoption is permitted for financial statements that have not been issued. The Company is evaluating the effect that ASU 2015-16 will have on its consolidated financial statements and related disclosures.

In November 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. This amendment will simplify the presentation of deferred tax assets and liabilities on the balance sheet and require all deferred tax assets and liabilities to be treated as non-current. ASU 2015-17 is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2016, with early adoption permitted. The Company is evaluating the effect that ASU 2015-17 will have on its consolidated financial statements and related disclosures.

2. Share-Based Compensation

The Company has share-based incentive awards outstanding to its eligible employees and Directors under two equity incentive plans: (i) the 2007 Stock Option Plan (the 2007 Plan), and (ii) the 2009 Long-Term Incentive Plan (the 2009 Plan). No further awards may be granted under the 2007 Plan, although awards granted under the 2007 Plan remain outstanding in accordance with their terms. Awards granted under the 2009 Plan may be in the form of stock options, restricted stock units and other forms of share-based incentives, including performance restricted stock units, stock appreciation rights and deferred stock rights.

#### Stock Options

For the three months ended November 30, 2015 and 2014, the Company recognized share-based compensation expense related to stock option awards of less than \$0.1 million for each period respectively. For the six months ended November 30, 2015 and 2014, the Company recognized share-based compensation expense related to stock option awards of less than \$0.1 million for each period respectively. As of November 30, 2015, there was less than \$0.1 million of unrecognized compensation costs, net of estimated forfeitures, related to stock option awards, which are expected to be recognized over a remaining weighted average period of 0.3 years.

No stock options were granted during the six months ended November 30, 2015 and 2014.

#### Restricted Stock Unit Awards

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For the three months ended November 30, 2015 and 2014, the Company recognized share-based compensation expense related to restricted stock unit awards of \$1.1 million and \$1.2 million, respectively. For the six months ended November 30, 2015 and 2014, the Company recognized share-based compensation expense related to restricted stock unit awards of \$2.2 million and \$2.3 million, respectively. As of November 30, 2015, there was \$9.5 million of unrecognized compensation costs, net of estimated forfeitures, related to restricted stock unit awards, which are expected to be recognized over a remaining weighted average period of 2.6 years.

During the first six months of fiscal 2016 and 2015, the Company granted approximately 15,000 and 10,000 shares, respectively, of fully-vested common stock to its five non-employee directors, in connection with its non-employee director compensation plan. These shares had grant date fair values of \$0.2 million for each period respectively, which was recorded as share-based compensation expense during the six months ended November 30, 2015 and 2014.

During the first six months of fiscal 2016 and 2015, approximately 217,000 and 226,000 restricted stock units, respectively, vested. The fair value of these units was \$3.4 million and \$4.9 million, respectively. Upon vesting, restricted stock units are generally net share-settled to cover the required minimum withholding tax and the remaining amount is converted into an equivalent number of shares of common stock.

Performance Restricted Stock Units

Fiscal 2016

In the first quarter of fiscal 2016, the Company modified its equity compensation plan and granted 154,000 performance restricted stock units to its executive and certain other senior officers. These units have requisite service periods of five years and have no dividend rights. The actual payout of these units will vary based on the Company's performance over a one-year period based on three metrics related to the Company's fiscal 2016 performance: (1) Operating Income, (2) Adjusted EBITDAS, which is consistent with Adjusted EBITDA as disclosed in the financial statements, which is net income before interest, taxes, depreciation, amortization, non-cash stock-based compensation expense, acquisition related items, and other non-routine items as determined by the Committee and (3) Revenue. There is also a discretionary portion based on individual performance. During the second quarter of fiscal 2016, the Company evaluated the expected performance metrics and adjusted the estimated performance shares by 80,000 units to 234,000 units.

As a condition for receiving any awards under the revised fiscal 2016 plan, the executive and senior officers surrendered and released all rights to receive any shares under the 2014 and 2015 awards with a three-year performance or market condition. The Company has accounted for the fiscal 2016 awards as modifications in accordance with ASC 718, Compensation - Stock Compensation.

Compensation costs are initially measured assuming that the target performance conditions will be achieved. However, compensation costs related to the performance conditions are adjusted for subsequent changes in the expected outcomes of the performance conditions. The discretionary portion of these awards are liability-classified and adjusted to fair value each reporting period. Compensation costs for the discretionary portion of the awards are recognized over the same five year requisite service period as the awards based on the Company's fiscal 2016 performance. For the three months ended November 30, 2015, the Company recognized share-based compensation

expense related to these units of approximately \$0.2 million. For the six months ended November 30, 2015, the Company recognized share-based compensation expense related to these units of approximately \$0.2 million. At November 30, 2015, there was \$3.8 million of total unrecognized compensation costs related to the 234,000 non-vested performance restricted stock units, which are expected to be recognized over a remaining weighted average period of 4.1 years.

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## Fiscal 2015

In the second quarter of fiscal 2015, the Company granted performance restricted stock units to its executive and certain other senior officers. These units were surrendered as part of the revised fiscal 2016 plan as discussed above. For the three and six months ended November 30, 2015, there was \$0 and \$0.2 million of compensation expense recognized, respectively. For the three and six months ended November 30, 2014, the Company recognized share-based compensation expense related to performance restricted stock units of \$0.1 million and \$0.1 million, respectively.

## Fiscal 2014

In the third quarter of fiscal 2014, the Company granted one-year, two-year and three-year performance restricted stock units to its executive officers and certain other senior officers. The three-year performance restricted stock units were surrendered as part of the revised fiscal 2016 plan as discussed above. For the three and six months ended November 30, 2015, there was \$0 and \$0.4 million of compensation expense recognized, respectively. For the three and six months ended November 30, 2014, the Company recognized share-based compensation expense related to performance restricted stock units of \$0.8 million and \$1.6 million, respectively.

## 3. Earnings per Share

Basic earnings per share is computed by dividing net income by the weighted-average number of shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the sum of (1) the weighted-average number of shares of common stock outstanding during the period, and (2) the dilutive effect of assumed conversion of equity awards using the treasury stock method. With respect to the number of weighted-average shares outstanding (denominator), diluted shares reflects: (i) only the exercise of options to acquire common stock to the extent that the options' exercise prices are less than the average market price of common shares during the period and (ii) the pro forma vesting of restricted stock units.

The following table sets forth the computations of basic and diluted earnings per share:

	Three months ended November 30, 2015		Six months ended November 30, 2015	
	2014	2014	2014	2014
Basic earnings per share				
Numerator:				
Net income attributable to Mistras Group, Inc.	\$ 11,425	\$ 10,427	\$ 18,297	\$ 12,093
Denominator:				
Weighted average common shares outstanding	28,869	28,619	28,796	28,547
Basic earnings per share	\$0.40	\$0.36	\$0.64	\$0.42
Diluted earnings per share:				
Numerator:				
Net income attributable to Mistras Group, Inc.	\$ 11,425	\$ 10,427	\$ 18,297	\$ 12,093
Denominator:				

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Weighted average common shares outstanding	28,869	28,619	28,796	28,547
Dilutive effect of stock options outstanding	592	675	610	763
Dilutive effect of restricted stock units outstanding	133	103	235	241
	29,594	29,397	29,641	29,551
Diluted earnings per share	\$0.39	\$0.35	\$0.62	\$0.41

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 (tabular dollars in thousands, except per share data)

## 4. Acquisitions

## Acquisitions

In the first half of fiscal 2016, the Company completed one acquisition. The Company purchased a company that provides unmanned aerial systems and NDT services, located in the U.S.

In this acquisition, the Company acquired 100% of the common stock of the acquiree in exchange for consideration of \$1.8 million in cash and contingent consideration estimated to be \$0.9 million to be earned based upon the acquired business achieving specific performance metrics over the initial four years of operations from the acquisition date. The Company accounted for this transaction in accordance with the acquisition method of accounting for business combinations.

The assets and liabilities of the business acquired in fiscal 2016 were included in the Company's consolidated balance sheet based upon their estimated fair values on the date of acquisition as determined in a preliminary purchase price allocation, using available information and making assumptions management believes are reasonable. The Company is still in the process of completing its valuation of the assets, both tangible and intangible, and liabilities acquired. The results of operations for this acquisition is included in the Services segment's results from the date of acquisition. The Company's preliminary purchase price allocations are included in the table below, summarizing the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition:

	Fiscal 2016	
Number of Entities	1	
Consideration transferred:		
Cash paid	\$ 1,750	
Contingent consideration	945	
Consideration transferred	2,695	
Current assets	145	
Property, plant and equipment	485	
Goodwill	2,658	
Current liabilities	(521	)
Long-term deferred tax liability	(72	)
Net assets acquired	\$ 2,695	

In the first half of fiscal 2015, the Company completed three acquisitions. The Company purchased a company, located in Louisiana, a provider of maintenance and inspection services primarily on offshore platforms. This acquisition expanded the service offerings within the Services segment, allowing the Company to provide services to the upstream operations of its customers. The Company also purchased a group of asset protection businesses located in Quebec, Canada to complement service offerings within the Company's Services segment and continue its market expansion strategy. The Company's International Segment completed an acquisition of an asset inspection business located in the United Kingdom.

In these acquisitions, the Company acquired 100% of the common stock or certain assets of each acquiree in exchange for aggregate consideration of approximately \$34.0 million in cash and \$22.7 million in notes payable issued as part of the acquisitions and other liabilities assumed. The Company accounted for these transactions in accordance with the acquisition method of accounting for business combinations. In addition, the acquisition in Quebec provided for contingent consideration of up to \$2.7 million to be earned based upon the acquired business achieving specific performance metrics over the initial three years of operation from the acquisition date.

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The amortization period of intangible assets acquired in fiscal 2015 ranges from 3 to 10 years. The Company recorded \$43.9 million of goodwill in connection with these acquisitions, reflecting the strategic fit and revenue and earnings growth potential of these business.

## Acquisition-Related Expense

During the three and six month periods ended November 30, 2015, the Company incurred acquisition-related costs of less than \$0.1 million in connection with due diligence, professional fees, and other expenses for its acquisition activities. Additionally, the Company adjusted the fair value of certain previously recorded acquisition-related contingent consideration liabilities. These adjustments resulted in a net decrease of acquisition-related contingent consideration liabilities and a corresponding increase in income from operations of \$0.2 million and \$1.1 million, for the three and six month periods ended November 30, 2015, respectively. The Company's aggregate acquisition-related contingent consideration liabilities were \$5.7 million and \$6.4 million as of November 30, 2015 and May 31, 2015, respectively.

During the three and six month periods ended November 30, 2014, the Company incurred acquisition-related costs of less than \$0.2 million in connection with due diligence, professional fees, and other expenses for its acquisition activities. Additionally, the Company adjusted the fair value of certain acquisition-related contingent consideration liabilities. For the three and six month periods ended November 30, 2014, these adjustments resulted in a net decrease of acquisition-related contingent consideration liabilities and a corresponding increase in income from operations of \$0.6 million and \$1.6 million, respectively.

The fair value adjustments to acquisition-related contingent consideration liabilities and the acquisition-related transaction costs have been classified as acquisition-related expense, net in the condensed consolidated statements of income for the three and six month periods ended November 30, 2015 and 2014.

## 5. Accounts Receivable, net

Accounts receivable consisted of the following:

	November 30, 2015	May 31, 2015
Trade accounts receivable	\$152,545	\$136,208
Allowance for doubtful accounts	(3,372	) (2,980 )
Accounts receivable, net	\$149,173	\$133,228

## 6. Property, Plant and Equipment, net

Property, plant and equipment consisted of the following:

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	Useful Life (Years)	November 30, 2015	May 31, 2015
Land		\$ 1,911	\$ 1,856
Buildings and improvements	30-40	18,988	17,712
Office furniture and equipment	5-8	8,547	8,084
Machinery and equipment	5-7	164,980	162,612
		194,426	190,264
Accumulated depreciation and amortization		(117,997	) (111,008
Property, plant and equipment, net		\$ 76,429	\$ 79,256

Depreciation expense for the three months ended November 30, 2015 and 2014 was \$5.5 million and \$5.5 million, respectively. Depreciation expense for the six months ended November 30, 2015 and 2014 was \$11.1 million and \$10.9 million, respectively.

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## 7. Intangible Assets

The gross amount, accumulated amortization and net carrying amount of intangible assets are as follows:

	Useful Life (Years)	November 30, 2015			May 31, 2015		
		Gross Amount	Accumulated Amortization	Net Carrying Amount	Gross Amount	Accumulated Amortization	Net Carrying Amount
Customer relationships	5-12	\$80,198	\$ (44,040 )	\$36,158	\$81,101	\$ (41,009 )	\$40,092
Software/Technology	3-15	16,692	(11,023 )	5,669	15,738	(10,290 )	5,448
Covenants not to compete	2-5	11,639	(9,027 )	2,612	11,678	(8,605 )	3,073
Other	2-5	6,848	(4,528 )	2,320	6,910	(4,247 )	2,663
Total		\$115,377	\$ (68,618 )	\$46,759	\$115,427	\$ (64,151 )	\$51,276

Amortization expense for the three months ended November 30, 2015 and 2014 was \$2.4 million and \$2.9 million, respectively. Amortization expense for the six months ended November 30, 2015 and 2014 was \$4.8 million and \$5.8 million, respectively.

## 8. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

	November 30, 2015	May 31, 2015
Accrued salaries, wages and related employee benefits	\$28,231	\$26,053
Contingent consideration, current portion	2,982	3,543
Accrued workers' compensation and health benefits	7,135	3,630
Deferred revenue	3,591	3,841
Other accrued expenses	16,994	18,847
Total accrued expenses and other liabilities	\$58,933	\$55,914

## 9. Long-Term Debt

Long-term debt consists of the following:

	November 30, 2015	May 31, 2015
Senior credit facility	\$84,923	\$83,062
Notes payable	10,889	24,933
Other	5,906	5,464

Total debt	101,718	113,459
Less: Current portion	(13,772	) (17,902
Long-term debt, net of current portion	\$87,946	\$95,557

Senior Credit Facility

On October 31, 2014, the Company entered into a Third Amendment and Modification Agreement, to its revolving line of credit, the Third Amended and Restated Credit Agreement (“Credit Agreement”) with Bank of America, N.A., as agent for the lenders and a lender, and JPMorgan Chase Bank, N.A., Keybank, National Association and TD Bank, N.A., as lenders. The Credit Agreement provides the Company’s with a \$175.0 million revolving line of credit, which, under certain circumstances the line of credit can be increased to \$225.0 million. The Company may borrow up to \$30.0 million in non-U.S. Dollar

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currencies and use up to \$10.0 million of the credit limit for the issuance of letters of credit. The Credit Agreement has a maturity date of October 30, 2019. As of November 30, 2015, the Company had borrowings of \$84.9 million and a total of \$4.5 million of letters of credit outstanding under the Credit Agreement.

Loans under the Credit Agreement bear interest at LIBOR plus an applicable LIBOR margin ranging from 1% to 1.75%, or a base rate less a margin of 1.25% to 0.375%, at the option of the Company, based upon the Company's Funded Debt Leverage Ratio. Funded Debt Leverage Ratio is generally the ratio of (1) all outstanding indebtedness for borrowed money and other interest-bearing indebtedness as of the date of determination to (2) EBITDA (which is (a) net income, less (b) income (or plus loss) from discontinued operations and extraordinary items, plus (c) income tax expenses, plus (d) interest expense, plus (e) depreciation, depletion, and amortization (including non-cash loss on retirement of assets), plus (f) stock compensation expense, less (g) cash expense related to stock compensation, plus or minus certain other adjustments) for the period of four consecutive fiscal quarters immediately preceding the date of determination. The Company has the benefit of the lowest margin if its Funded Debt Leverage Ratio is equal to or less than 0.5 to 1, and the margin increases as the ratio increases, to the maximum margin if the ratio is greater than 2.0 to 1. The Company will also bear additional costs for market disruption, regulatory changes effecting the lenders' funding costs, and default pricing of an additional 2% interest rate margin on any amounts not paid when due. Amounts borrowed under the Credit Agreement are secured by liens on substantially all of the assets of the Company.

The Credit Agreement contains financial covenants requiring that the Company maintain a Funded Debt Leverage Ratio of no greater than 3.25 to 1 and an Interest Coverage Ratio of at least 3.0 to 1. Interest Coverage Ratio means the ratio, as of any date of determination, of (a) EBITDA for the 12 month period immediately preceding the date of determination, to (b) all interest, premium payments, debt discount, fees, charges and related expenses of the Company and its subsidiaries in connection with borrowed money (including capitalized interest) or in connection with the deferred purchase price of assets, in each case to the extent treated as interest in accordance with GAAP, paid during the 12 month period immediately preceding the date of determination. The Credit Agreement also limits the Company's ability to, among other things, create liens, make investments, incur more indebtedness, merge or consolidate, make dispositions of property, pay dividends and make distributions to stockholders, enter into a new line of business, enter into transactions with affiliates and enter into burdensome agreements. The Credit Agreement does not limit the Company's ability to acquire other businesses or companies except that the acquired business or company must be in the Company's line of business, the Company must be in compliance with the financial covenants on a pro forma basis after taking into account the acquisition, and, if the acquired business is a separate subsidiary, in certain circumstances the lenders will receive the benefit of a guaranty of the subsidiary and liens on its assets and a pledge of its stock.

As of November 30, 2015, the Company was in compliance with the terms of the Credit Agreement, and will continuously monitor its compliance with the covenants contained in its credit agreement.

Notes Payable and Other

In connection with certain of its acquisitions through fiscal 2015, the Company issued subordinated notes payable to the sellers. The maturity of the notes that remain outstanding range from two to five years from the date of acquisition with stated interest rates ranging from 0% to 4%. The Company has discounted these obligations to reflect a 2% to 4% market interest. Unamortized discount on the notes was de minimis as of November 30, 2015 and May 31, 2015.

Amortization is recorded as interest expense in the consolidated statements of income.

The Company has evaluated current market conditions and borrower credit quality and has determined that the carrying value of its long-term debt approximates fair value. The fair value of the Company's notes payable and capital lease obligations approximates their carrying amounts based on anticipated interest rates which management believes would currently be available to the Company for similar issuances of debt.

10. Fair Value Measurements

The Company performs fair value measurements in accordance with the guidance provided by ASC 820, Fair Value Measurements and Disclosures. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It also establishes a three level hierarchy that prioritizes the inputs used to measure fair value. The three levels of the hierarchy are defined as follows:

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Level 1 — Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 — Observable inputs other than quoted prices included in Level 1, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability and inputs derived principally from or corroborated by observable market data.

Level 3 — Unobservable inputs reflecting the Company's own assumptions about inputs that market participants would use in pricing the asset or liability based on the best information available.

In accordance with the fair value hierarchy described above, the following table shows the fair value of the Company's financial liabilities that are required to be remeasured at fair value on a recurring basis:

	November 30, 2015			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent consideration	\$—	\$—	\$5,664	\$5,664
Total Liabilities	\$—	\$—	\$5,664	\$5,664
	May 31, 2015			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent consideration	\$—	\$—	\$6,411	\$6,411
Total Liabilities	\$—	\$—	\$6,411	\$6,411

The fair value of contingent consideration liabilities that was classified as Level 3 in the table above was estimated using a discounted cash flow technique with significant inputs that are not observable in the market and thus represents a Level 3 fair value measurement as defined in ASC 820. The significant inputs in the Level 3 measurement not supported by market activity include the probability assessments of expected future cash flows related to the acquisitions, appropriately discounted considering the uncertainties associated with the obligation, and as calculated in accordance with the terms of the applicable acquisition agreements.

## 11. Commitments and Contingencies

## Litigation and Government Investigations

The Company is subject to periodic lawsuits, investigations and claims that arise in the ordinary course of business. Although the Company cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against it, the Company does not believe that any currently pending legal proceeding to which the Company is a party will have a material adverse effect on its business, results of operations, cash flows or financial condition, except for the proceedings described below for which the Company is currently unable to determine the likely outcome or reasonably estimate the amount or range of potential liability estimate. The costs of defense and amounts

that may be recovered against the Company in such matters may be covered by insurance, except that the primary claims set forth in the purported class action case in California is excluded from insurance coverage.

#### Litigation and Commercial Claims

In April 2015, two separate lawsuits were filed in California as purported class action lawsuits on behalf of current and former Mistras employees. The cases are David Kruger v Mistras Group, Inc., filed in the U.S. District Court for the Eastern District of California and Edgar Vical v Mistras Group, et al, pending in the U.S. District Court for the Northern District of California. Both cases were originally filed in California state court and were removed to the respective U.S. District Courts for the districts in which the state court cases were filed. These two cases have been consolidated, with Kruger dismissing his case and joining the Vical case. As part of this consolidation, the claims in the Kruger case that were not part of the Vical case were

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added to the Visceral case by the filing of an amended complaint. The consolidated case alleges violations of California statutes primarily, the California Labor Code, and seeks to proceed as a collective action under the U.S. Fair Labor Standards Act. The case is predicated on claims for allegedly missed rest and meal periods, inaccurate wage statements, and failure to pay all wages due, as well as related unfair business practices, and is requesting payment of all damages, including unpaid wages, and various fines and penalties available under California law. The case is in the preliminary stages. The Company is currently unable to determine the likely outcome or reasonably estimate the amount or range of potential liability, if any, related to these matters, and accordingly, has not established any reserves for these matters.

During fiscal 2012 and 2013, the Company performed radiography work on the construction of pipeline projects in the U.S. The Company has received notice that the owner of the pipeline projects contends that certain of the x-ray images the Company's technicians prepared regarding the projects did not meet the code quality interpretation standards required by API (American Petroleum Institute) 1103. The projects' owner is claiming damages as a result of the alleged quality defects of the Company's x-ray images. No lawsuit has been filed at this time. The Company is currently unable to determine the likely outcome or reasonably estimate the amount or range of potential liability related to this matter, and accordingly, has not established any reserves for this matter.

Government Investigations

In May 2015, the Company received a notice from the U.S. Environmental Protection Agency ("EPA") that it performed a preliminary assessment at a leased facility the Company operates in Cudahy, California. Based upon the preliminary assessment, the EPA is conducting an investigation of the site, which includes taking groundwater and soil samples. The purpose of the investigation is to determine whether any hazardous materials were released from the facility. The Company has been informed that certain hazardous materials and pollutants have been found in the ground water in the general vicinity of the site and the EPA is attempting to ascertain the origination or source of these materials and pollutants. Given the historic industrial use of the site, the EPA determined that the site of the Cudahy facility should be examined, along with numerous other sites in the vicinity. At this time, the Company is unable to determine whether it has any liability in connection with this matter and if so, the amount or range of any such liability, and accordingly, has not established any reserves for this matter.

In January 2012, the Company received notice of a governmental investigation concerning an environmental incident which occurred in February 2011 outside on the premises of the Cudahy facility. No human injury or property damage was reported or appears to have been caused as a result of this incident. While management cannot predict the ultimate outcome of this matter, based on its internal investigation to date, the Company does not believe the outcome will have a material effect on its financial condition or results of operations. To the Company's knowledge, this matter has been dormant since fiscal 2012.

Acquisition-related contingencies

The Company is liable for contingent consideration in connection with certain of its acquisitions. As of November 30, 2015, total potential acquisition-related contingent consideration ranged from zero to approximately \$20.0 million and would be payable upon the achievement of specific performance metrics by certain of the acquired companies over the next 3.6 years of operations. See Note 4 - Acquisitions to these consolidated financial statements for further discussion

of the Company's acquisitions.

12. Segment Disclosure

The Company's three operating segments are:

**Services.** This segment provides asset protection solutions primarily in North America with the largest concentration in the United States and the Canadian services business, consisting primarily of non-destructive testing and inspection and engineering services that are used to evaluate the structural integrity and reliability of critical energy, industrial and public infrastructure.

**International.** This segment offers services, products and systems similar to those of the Company's other two segments to global markets, principally in Europe, the Middle East, Africa, Asia and South America, but not to customers in China and South Korea, which are served by the Products and Systems segment.

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Products and Systems. This segment designs, manufactures, sells, installs and services the Company's asset protection products and systems, including equipment and instrumentation, predominantly in the United States.

Allocations for general corporate services, including accounting, audit, and contract management, that are provided to the segments are reported within Corporate and eliminations. Sales to the International segment from the Products and Systems segment and subsequent sales by the International segment of the same items are recorded and reflected in the operating performance of both segments. Additionally, engineering charges and royalty fees charged to the Services and International segments by the Products and Systems segment are reflected in the operating performance of each segment. All such intersegment transactions are eliminated in the Company's consolidated financial reporting.

Selected consolidated financial information by segment for the periods shown was as follows:

	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
Revenues				
Services	\$ 150,463	\$ 160,874	\$ 287,868	\$ 282,806
International	38,425	41,018	75,284	81,056
Products and Systems	7,791	7,495	16,477	14,062
Corporate and eliminations	(1,893 )	(2,494 )	(4,990 )	(4,458 )
	\$ 194,786	\$ 206,893	\$ 374,639	\$ 373,466
	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
Gross profit				
Services	\$ 41,118	\$ 44,252	\$ 77,687	\$ 74,023
International	12,106	11,309	22,886	20,777
Products and Systems	3,833	3,328	7,755	5,992
Corporate and eliminations	(132 )	150	(129 )	241
	\$ 56,925	\$ 59,039	\$ 108,199	\$ 101,033
	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
Income (loss) from operations				
Services	\$ 18,815	\$ 20,071	\$ 34,214	\$ 28,951
International	3,971	3,177	5,789	2,478
Products and Systems	1,055	417	2,239	(16 )
Corporate and eliminations	(4,272 )	(5,473 )	(9,741 )	(9,557 )
	\$ 19,569	\$ 18,192	\$ 32,501	\$ 21,856

Income (loss) by operating segment includes intercompany transactions, which are eliminated in Corporate and eliminations.

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	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
Depreciation and amortization				
Services	\$5,562	\$5,579	\$11,084	\$10,964
International	1,914	2,050	3,886	4,211
Products and Systems	577	605	1,140	1,201
Corporate and eliminations	(90	) 152	(187	) 289
	\$7,963	\$8,386	\$15,923	\$16,665

	November 30, 2015	May 31, 2015
Goodwill		
Services	\$119,326	\$117,279
International	35,126	35,938
Products and Systems	13,197	13,197
	\$167,649	\$166,414

	November 30, 2015	May 31, 2015
Total assets		
Services	\$307,250	\$301,031
International	128,460	126,643
Products and Systems	32,614	35,464
Corporate and eliminations	11,740	8,589
	\$480,064	\$471,727

Revenues by geographic area for the three and six months ended November 30, 2015 and 2014, respectively, were as follows:

	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
Revenues				
United States	\$132,068	\$140,308	\$262,411	\$252,248
Other Americas	23,557	25,266	35,086	39,564
Europe	36,468	38,081	71,352	74,726
Asia-Pacific	2,693	3,238	5,790	6,928
	\$194,786	\$206,893	\$374,639	\$373,466



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### ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following Management’s Discussion and Analysis (“MD&A”) includes a narrative explanation and analysis of our results of operations and financial condition for the three months ended November 30, 2015 and 2014. The MD&A should be read together with our condensed consolidated financial statements and related notes included in Item 1 in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for fiscal 2015 filed August 12, 2015 (“2015 Annual Report”). In this quarterly report, our fiscal years, which end on May 31, are identified according to the calendar year in which they end (e.g., the fiscal year ending May 31, 2016 is referred to as “fiscal 2016”), and unless otherwise specified or the context otherwise requires, “Mistras,” “the Company,” “we,” “us” and “our” refer to Mistras Group, Inc. and its consolidated subsidiaries. The MD&A includes disclosure in the following areas:

- Forward-Looking Statements
- Overview
- Results of Operations
- Liquidity and Capital Resources
- Critical Accounting Policies and Estimates

#### Forward-Looking Statements

This report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 (“Securities Act”), and Section 21E of the Securities Exchange Act of 1934 (“Exchange Act”). Such forward-looking statements include those that express plans, anticipation, intent, contingency, goals, targets or future development and/or otherwise are not statements of historical fact. These forward-looking statements are based on our current expectations and projections about future events and they are subject to risks and uncertainties known and unknown that could cause actual results and developments to differ materially from those expressed or implied in such statements.

In some cases, you can identify forward-looking statements by terminology, such as “goals,” or “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “may,” “could,” “should,” “would,” “predicts,” “appears,” “projects,” or other such terms or other similar expressions. You are urged not to place undue reliance on any such forward-looking statements, any of which may turn out to be wrong due to inaccurate assumptions, unknown risks, uncertainties or other factors. Factors that could cause or contribute to differences in results and outcomes from those in our forward-looking statements include, without limitation, those discussed in the “Business—Forward-Looking Statements,” and “Risk Factors” sections of our 2015 Annual Report as well as those discussed in our other Securities and Exchange Commission (“SEC”) filings.

#### Overview

We offer our customers “one source for asset protection solutions”® and are a leading global provider of technology-enabled asset protection solutions used to evaluate the structural integrity and reliability of critical energy, industrial and public infrastructure. We combine industry-leading products and technologies, expertise in mechanical integrity (MI), Non-Destructive Testing (NDT), Destructive Testing (DT) and predictive maintenance (PdM) services, process and fixed asset engineering and consulting services, proprietary data analysis and our world class enterprise inspection database management and analysis software, PCMS, to deliver a comprehensive portfolio of customized solutions, ranging from routine inspections to complex, plant-wide asset integrity management and assessments. These mission critical solutions enhance our customers’ ability to comply with governmental safety and environmental regulations, extend the useful life of their assets, increase productivity, minimize repair costs, manage risk and avoid

catastrophic disasters. Our operations consist of three reportable segments: Services, International and Products and Systems.

Services provides asset protection solutions predominantly in North America with the largest concentration in the United States along with a growing Canadian services business, consisting primarily of NDT, inspection and engineering services that are used to evaluate the structural integrity and reliability of critical energy, industrial and public infrastructure.

International offers services, products and systems similar to those of the other segments to global markets, principally in Europe, the Middle East, Africa, Asia and South America, but not to customers in China and South Korea, which are served by the Products and Systems segment. South America consists of our Brazil operations.

Products and Systems designs, manufactures, sells, installs and services the Company's asset protection products and systems, including equipment and instrumentation, predominantly in the United States.

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Given the role our solutions play in ensuring the safe and efficient operation of infrastructure, we have historically provided a majority of our services to our customers on a regular, recurring basis. We serve a global customer base of companies with asset-intensive infrastructure, including companies in the oil and gas (downstream, midstream, upstream and petrochemical), power generation (natural gas, fossil, nuclear, alternative, renewable, and transmission and distribution), public infrastructure, chemicals, commercial aerospace and defense, transportation, primary metals and metalworking, pharmaceutical/biotechnology and food processing industries and research and engineering institutions. We have established long-term relationships as a critical solutions provider to many of the leading companies in our target markets.

For the last several years, we have focused on introducing our advanced asset protection solutions to our customers using proprietary, technology-enabled software and testing instruments, including those developed by our Products and Systems segment. During this period, the demand for outsourced asset protection solutions, in general, has increased, creating demand from which our entire industry has benefited. We believe continued growth can be realized in all of our target markets. Concurrent with this growth, we are working on building our infrastructure to profitably absorb additional growth and have made a number of acquisitions in an effort to leverage our fixed costs, grow our base of experienced, certified personnel, expand our product and technical capabilities and increase our geographical reach.

We have increased our capabilities and the size of our customer base through the development of applied technologies and managed support services, organic growth and the integration of acquired companies. These acquisitions have provided us with additional products, technologies, resources and customers that we believe will enhance our advantages over our competition.

Global financial markets continue to experience uncertainty, including tight liquidity and credit availability, relatively low consumer confidence, high unemployment rates, slow economic growth, fluctuating oil prices, which are currently very low, and volatile currency exchange rates. However, we believe these conditions have allowed us to selectively hire new talented individuals that otherwise might not have been available to us, to acquire new technologies in order to expand our proprietary portfolio of customized solutions, and to make acquisitions of complementary businesses at reasonable valuations.

## Results of Operations

Our consolidated results of operations for the three and six months ended November 30, 2015 and 2014 were as follows:

	Three Months Ended		Six Months Ended		
	November 30,		November 30,		
	2015	2014	2015	2014	
	(\$ in thousands)		(\$ in thousands)		
Revenues	\$194,786	\$206,893	\$374,639	\$373,466	
Gross profit	56,925	59,039	108,199	101,033	
Gross profit as a % of Revenue	29	% 29	% 29	% 27	%
Total operating expenses	37,356	40,847	75,698	79,177	
Operating expenses as a % of Revenue	19	% 20	% 20	% 21	%
Income from operations	19,569	18,192	32,501	21,856	
Income from Operations as a % of Revenue	10	% 9	% 9	% 6	%
Interest expense	1,335	1,352	3,257	2,257	
Income before provision for income taxes	18,234	16,840	29,244	19,599	
Provision for income taxes	6,804	6,428	10,967	7,516	

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Net income	11,430	10,412	18,277	12,083
Less: net loss (income) attributable to noncontrolling interests, net of taxes	(5	) 15	20	10
Net income attributable to Mistras Group, Inc.	\$11,425	\$10,427	\$18,297	\$12,093

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Our EBITDA and Adjusted EBITDA, non-GAAP measures explained below, for the three and six months ended November 30, 2015 and 2014 were as follows:

	Three Months Ended November 30,		Six Months Ended November 30,	
	2015	2014	2015	2014
	(\$ in thousands)		(\$ in thousands)	
EBITDA and Adjusted EBITDA data				
Net income attributable to Mistras Group, Inc.	\$ 11,425	\$ 10,427	\$ 18,297	\$ 12,093
Interest expense	1,335	1,352	3,257	2,257
Provision for income taxes	6,804	6,428	10,967	7,516
Depreciation and amortization	7,963	8,386	15,923	16,665
EBITDA	\$ 27,527	\$ 26,593	\$ 48,444	\$ 38,531
Share-based compensation expense	1,270	2,090	3,227	4,257
Acquisition-related (benefit), net	(75	) (434	) (971	) (1,395
Severance	188	136	188	136
Foreign exchange loss	163	687	455	926
Adjusted EBITDA	\$ 29,073	\$ 29,072	\$ 51,343	\$ 42,455

## Note About Non-GAAP Measures

Adjusted EBITDA is a performance measure used by management that is not calculated in accordance with U.S. generally accepted accounting principles (GAAP). EBITDA is defined in this Report as net income attributable to Mistras Group, Inc. plus: interest expense, provision for income taxes and depreciation and amortization. Adjusted EBITDA is defined in this Report as net income attributable to Mistras Group, Inc. plus: interest expense, provision for income taxes, depreciation and amortization, share-based compensation expense, and certain acquisition-related costs (including transaction due diligence costs and adjustments to the fair value of contingent consideration), foreign exchange loss and, if applicable, certain non-recurring items which we note.

Our management uses Adjusted EBITDA as a measure of operating performance to assist in comparing performance from period to period on a consistent basis, as a measure for planning and forecasting overall expectations and for evaluating actual results against such expectations. Adjusted EBITDA is also used as the basis for a performance evaluation metric for our executive and employee incentive compensation programs.

Later in the MD&A under the heading "Income for Operations", the non-GAAP financial performance measures "Income from operations before acquisition-related expense (benefit), net" is used for each of our three segments and the "Total Company", with tables reconciling the measure to a financial measure under GAAP. This non-GAAP measure excludes from the GAAP measure "Income from Operations" (a) transaction expenses related to acquisitions, such as professional fees and due diligence costs and (b) the net changes in the fair value of acquisition-related contingent consideration liabilities. These items have been excluded from the GAAP measure because these expenses and credits are not related to the Company's or Segment's core business operations and are related solely to the Company's or Segment's acquisition activities. Changes in the fair value of acquisition-related contingent consideration liabilities can be a net expense or credit in any given period, and fluctuate based upon the then current value of cash consideration the Company expects to pay in the future for prior acquisitions, without impacting cash generated from the Company's business operations.

In the MD&A section "Liquidity and Capital Resources", we use the term free cash flow, a non-GAAP measurement. We define free cash flow as cash provided by operating activities less capital expenditures (which is classified as an investing activity). Free cash flow for the first six months of fiscal 2016 was \$18.8 million consisting of \$26.5 million

of operating cash flow less \$7.8 million of capital expenditures. For the comparable period in fiscal 2015, free cash flow was \$(4.7) million consisting of \$3.2 million of operating cash flow less \$7.9 million of capital expenditures.

#### Revenue

Revenues for the three months ended November 30, 2015 were \$194.8 million, a decrease of \$12.1 million, or 5.9%, compared to \$206.9 million for the three months ended November 30, 2014. Revenues for the six months ended November 30, 2015 were \$374.6 million, an increase of \$1.2 million, or 0.3%, compared to \$373.5 million for the six months ended November 30, 2014.

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Revenues by segment for the three and six months ended November 30, 2015 and 2014 were as follows:

	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
	(\$ in thousands)		(\$ in thousands)	
Revenues				
Services	\$ 150,463	\$ 160,874	\$ 287,868	\$ 282,806
International	38,425	41,018	75,284	81,056
Products and Systems	7,791	7,495	16,477	14,062
Corporate and eliminations	(1,893 )	(2,494 )	(4,990 )	(4,458 )
	\$ 194,786	\$ 206,893	\$ 374,639	\$ 373,466

## Three Months

In the second quarter of fiscal 2016, our Services segment revenues decreased 6.5% due to a combination of a mid-single digit organic decline that resulted from a shift in timing of turnaround and project-related work, the unfavorable impact of the weaker Canadian dollar, and a small amount of acquisition-related growth. Products and Systems segment revenues increased by 4.0% driven by improved sales volume. International segment revenues declined by 6.3%, driven by an unfavorable impact of foreign exchanges rates and dispositions which caused revenues to decline by approximately 15% which more than offset high single-digit organic growth. The organic growth was driven by increased product sales in the U.K. and increased services work in France. See Note 4 - Acquisitions and Dispositions for further discussion regarding dispositions in the International segment.

Oil and gas revenues declined by approximately 8% due to factors which adversely impacted organic growth, but remained the Company's most significant vertical market, comprising approximately 53% and 54% of total Company revenues in the second quarters of fiscal 2016 and 2015, respectively. We experienced modest growth from customers in other industries, including power generation and process industries. The Company's top ten customers comprised approximately 34% of total revenues in the second quarter of fiscal 2016 compared with approximately 35% in the second quarter of the prior fiscal year.

## Six Months

In the first six months of fiscal 2016, our revenue growth of less than 1% was adversely impacted by a combination of foreign exchange and dispositions which reduced revenues by approximately \$18 million, or 5%. Services segment revenues increased 1.8% due to acquisition growth of approximately 3.8%, offset by adverse foreign exchange rates, while organic growth was flat. International segment revenues decreased 7.1% compared with the prior year driven by an unfavorable impact of foreign exchange rates and dispositions of approximately 16%. Products and Systems segment revenues increased approximately 17.2% primarily due to greater volume.

The Company experienced mid-single digit year-on-year growth in its oil and gas vertical market. Oil and gas revenues comprised approximately 54% and 52% of total Company revenues in the first six months of fiscal 2016 and 2015, respectively. The Company's top ten customers comprised approximately 33% of total revenues in the first six months of fiscal 2016 compared with approximately 32% in the first six months of the prior fiscal year.

## Gross Profit

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Gross profit decreased by \$2.1 million, or 3.6%, in the second quarter of fiscal 2016, on a sales decline of 5.9%. Gross profit increased by \$7.2 million, or 7.1% during the first six months of fiscal 2016, on sales increase of less than 1%.

Gross profit by segment for the three and six months ended November 30, 2015 and 2014 was as follows:

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	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
	(\$ in thousands)		(\$ in thousands)	
Gross profit				
Services	\$41,118	\$44,252	\$77,687	\$74,023
International	12,106	11,309	22,886	20,777
Products and Systems	3,833	3,328	7,755	5,992
Corporate and eliminations	(132	) 150	(129	) 241
	\$56,925	\$59,039	\$108,199	\$101,033

## Three months

As a percentage of revenues, gross profit was 29.2% and 28.5% for the second quarters of fiscal 2016 and 2015, respectively. Service segment gross profit margin was flat compared to the second quarter of fiscal 2015. International segment gross margins increased to 31.5% in the second quarter of fiscal 2016 compared with 27.6% in the prior year. The 390 basis point increase was driven by improved staffing utilization and higher product sales throughout the segment. Products and Systems segment gross margin improved to 49.2% compared to 44.4% in the prior year, with the 480 basis point increase driven by a more favorable sales mix of revenues due to reduced sales of customized solutions.

## Six Months

As a percentage of revenues, gross profit was 28.9% and 27.1% for the first six months of fiscal 2016 and 2015, respectively. The increase in gross profit percentage was primarily attributable to the Services and International segments. Service segment gross profit margin increased to 27.0% compared to 26.2% in the first six months of fiscal 2015, due to cost reduction initiatives, contract management, and improved staffing utilization. International segment gross margins increased to 30.4% in the first six months of fiscal 2016 compared with 25.6% in the prior year, due to improved staffing utilization and higher product sales throughout the segment. Products and Systems segment gross margin improved to 47.1% compared to 42.6% in the prior year driven by a more favorable sales mix of revenues, due to reduced sales of customized solutions.

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## Income from Operations

The following table shows a reconciliation of the income from operations before acquisition-related expense (benefit), net, to income from operations for each of the Company's three segments and for the Company in total:

	Three months ended November 30,		Six months ended November 30,	
	2015	2014	2015	2014
	(\$ in thousands)		(\$ in thousands)	
<b>Services:</b>				
Income from operations before acquisition-related expense (benefit), net	\$19,152	\$20,596	\$33,621	\$29,737
Acquisition-related expense (benefit), net	337	525	(593)	) 786
Income from operations	18,815	20,071	34,214	28,951
<b>International:</b>				
Income from operations before acquisition-related expense (benefit), net	\$3,484	\$2,130	\$5,332	\$1,542
Acquisition-related expense (benefit), net	(487)	) (1,047)	) (457)	) (936)
Income from operations	3,971	3,177	5,789	2,478
<b>Products and Systems:</b>				
Income (Loss) from operations before acquisition-related expense (benefit), net	\$1,055	\$417	\$2,239	\$(16)
Acquisition-related expense (benefit), net	—	—	—	—
Income (Loss) from operations	1,055	417	2,239	(16)
<b>Corporate and Eliminations:</b>				
Loss from operations before acquisition-related expense (benefit), net	\$(4,197)	) \$(5,385)	) \$(9,662)	) \$(10,802)
Acquisition-related expense (benefit), net	75	88	79	(1,245)
Loss from operations	(4,272)	) (5,473)	) (9,741)	) (9,557)
<b>Total Company</b>				
Income from operations before acquisition-related expense (benefit), net	\$19,494	\$17,758	\$31,530	\$20,461
Acquisition-related expense (benefit), net	\$(75)	) \$(434)	) \$(971)	) \$(1,395)
Income from operations	\$19,569	\$18,192	\$32,501	\$21,856

## Three months

For the three months ended November 30, 2015, income from operations increased \$1.4 million, or 7.6%, compared with the prior year's second quarter. As a percentage of revenues, income from operations was 10.0% and 8.8% for the second quarters of fiscal 2016 and 2015, respectively.

Operating expenses decreased \$3.5 million or 8.5% compared with the prior year's second quarter. The Services segment experienced an year-on-year operating expenses decrease of \$1.9 million, driven by decreased salary and benefits related costs. Corporate operating expense were \$1.4 million lower than in the prior year's second quarter, driven primarily by lower share-based compensation expense, while Products and Systems segment operating expenses declined by \$0.1 million, due primarily to the impact of cost reductions.

## Six Months

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For the six months ended November 30, 2015, income from operations increased \$10.6 million or 48.7%, compared with the prior year's first half. As a percentage of revenues, income from operations was 8.7% and 5.9% for the first half of fiscal 2016 and 2015, respectively.

Operating expenses decreased by \$3.5 million, or 4.4% compared with the prior year's first half. The Services segment experienced an year-on-year operating decrease of \$1.6 million, driven by decreased salary and benefits related costs. The

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International segment year-on-year operating expenses declined by \$1.2 million, driven by the impact of foreign exchange rates and continued cost reduction initiatives.

## Interest Expense

Interest expense was approximately \$1.3 million and \$1.4 million for the second quarters of fiscal 2016 and 2015, respectively. Interest expense was approximately \$3.3 million and \$2.3 million for the first six months of fiscal 2016 and 2015, respectively. The increase was primarily related to an increase in average borrowings in the first six months of fiscal 2016.

## Income Taxes

The Company's effective income tax rate was approximately 37% and 38% for the second quarter of fiscal 2016 and 2015, respectively. The decrease was primarily due to lower state taxes and permanent items partially offset by an increase in foreign valuation allowances. The Company's effective income tax rate was approximately 38% for the first six months of fiscal 2016 and 2015, respectively. The difference between the effective tax rate for all periods and the U.S. statutory tax rate of 35% primarily relates to the provision for state taxes in the United States, net of federal provision and net permanent differences, partially offset by a favorable earnings mix with earnings in jurisdictions with lower tax rates.

## Liquidity and Capital Resources

## Cash Flows Table

Our cash flows are summarized in the table below:

	Six months ended November 30,	
	2015	2014
	(\$ in thousands)	
Net cash provided by (used in):		
Operating activities	\$26,524	\$3,153
Investing activities	(9,623	) (40,360
Financing activities	(16,644	) 47,462
Effect of exchange rate changes on cash	(233	) (676
Net change in cash and cash equivalents	\$24	\$9,579

## Cash Flows from Operating Activities

During the six months ended November 30, 2015, cash provided by our operating activities was \$26.5 million, an increase of \$23.4 million from the comparable period of fiscal 2015. The improvement was primarily attributable to the Company's \$8.9 million improvement in Adjusted EBITDA, as well as a reduction in days sales outstanding of approximately 5 days, which prevented a larger offsetting investment in working capital. The Company's accounts receivable were more than \$16 million lower compared with one year ago, despite our first six months sales that increased by approximately \$1.1 million over prior year.

## Cash Flows from Investing Activities

During the six months ended November 30, 2015, cash used in investing activities was \$9.6 million, compared with cash outflow of \$40.4 million in the comparable period of the prior year. The prior year's first six months included \$32.7 million outflow related to acquisitions, compared with \$1.7 million cash utilized for this purpose in the first six months of fiscal 2016. Cash used for capital expenditures was \$7.8 million in the first six months of fiscal 2016 compared with \$7.9 million in the prior year period.

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### Cash Flows from Financing Activities

Net cash used by financing activities was \$16.6 million for the six months ended November 30, 2015. The Company utilized most of the \$18.8 million of free cash flow generated in the first six months of fiscal 2016 to reduce its debt and capital lease obligations by \$15.2 million, and to fund other tax-related outflows totaling \$1.3 million. The Company generated cash from financing activities in the prior year's comparable period by taking on a net of \$53.4 million of additional debt to fund acquisitions made in the prior year, offset by repayments of capital lease obligations of \$4.2 million and tax-related outflows of \$1.1 million.

### Effect of Exchange Rate Changes on Cash and Cash Equivalents

The effect of exchange rate changes on our cash and cash equivalents was a net reduction of \$0.2 million in the six months of fiscal 2016, compared to \$0.7 million for the six months of fiscal 2015, driven by a stronger U.S. dollar.

### Cash Balance and Credit Facility Borrowings

The terms of our Credit Agreement have not changed from those set forth in Part II, Item 7 of our 2015 Annual Report under the Section "Liquidity and Capital Resources", under the heading "Cash Balance and Credit Facility Borrowings," and Note 9 - Long-Term Debt to these consolidated financial statements in this report, under the heading "Senior Credit Facility."

As of November 30, 2015, we had cash and cash equivalents totaling \$10.6 million and available borrowing capacity of \$85.6 million under our Credit Agreement with borrowings of \$84.9 million and \$4.5 million of letters of credit outstanding. We finance our operations primarily through our existing cash balances, cash collected from operations, bank borrowings and capital lease financing. We believe these sources are sufficient to fund our operations for the foreseeable future.

As of November 30, 2015, we were in compliance with the terms of the Credit Agreement, and we will continuously monitor our compliance with the covenants contained in our Credit Agreement.

### Contractual Obligations

Other than the amendment to the Credit Agreement, discussed above under "Liquidity and Capital Resources- Cash Balance and Credit Facility Borrowings", there have been no significant changes in our contractual obligations and outstanding indebtedness as disclosed in the 2015 Annual Report.

### Off-balance Sheet Arrangements

During the six months ended November 30, 2015, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

### Critical Accounting Policies and Estimates

There have been no significant changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in the 2015 Annual Report.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no significant changes to the Company's quantitative and qualitative disclosures about market risk as discussed in Part II, Item 7A "Quantitative and Qualitative Disclosures About Market Risk," included in the 2015 Annual Report.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of November 30, 2015, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined in

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Rule 13a-15(e) of the Exchange Act. Based on the evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act, as amended, is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting that occurred during the Company's quarter ended November 30, 2015 that has materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

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PART II—OTHER INFORMATION

ITEM 1. Legal Proceedings

There have been no material developments with regard to any matters disclosed under Part I, Item 3 “Legal Proceedings” in our 2015 Annual Report.

See Note 11 - Commitments and Contingencies to the consolidated financial statements included in this report for a description of our legal proceedings.

ITEM 1.A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed under the “Risk Factors” section included in our 2015 Annual Report. There have been no material changes to the risk factors previously disclosed in the 2015 Annual Report.

ITEM 2. Unregistered Sale of Equity Securities and Use of Proceeds

(a) Sales of Unregistered Securities

None.

(b) Use of Proceeds from Public Offering of Common Stock

None.

(c) Repurchases of Our Equity Securities

The following table sets forth the shares of our common stock we acquired during the quarter pursuant to the surrender of shares by employees to satisfy the minimum tax withholding obligations in connection with the vesting of restricted stock units.

Fiscal Month Ending	Total Number of Shares (or Average Price Paid per	
	Units) Purchased	Share (or Unit)
September 30, 2015	684	\$ 13.40
October 31, 2015	1,087	\$ 18.75
November 30, 2015	2,741	\$ 20.44

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.



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ITEM 6.

Exhibits

Exhibit No. Description

31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Labels Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

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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.

By: /s/ Jonathan H. Wolk  
Jonathan H. Wolk  
Executive Vice President, Chief Financial Officer and  
Treasurer  
(Principal Financial and Accounting Officer and duly  
authorized officer)

Date: January 8, 2016