



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4631

February 2, 2017

Via E-mail

Mr. Jonathan H. Wolk  
Chief Financial Officer  
Mistras Group, Inc.  
195 Clarksville Road  
Princeton Junction, NJ 08550

**Re: Mistras Group, Inc.  
Form 10-K for Fiscal Year Ended May 31, 2016  
Filed August 15, 2016  
File No. 1-34481**

Dear Mr. Wolk:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ John Cash

John Cash  
Accounting Branch Chief  
Office of Manufacturing and  
Construction