FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

Mistras Group, Inc.

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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, 2012

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	**22-3341267**
(State or other jurisdiction of incorporation or organization)	(I.R.S. 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)

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 (§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 ☐ (Do not check if a smaller reporting company)	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, 2013, the registrant had 28,161,857 shares of common stock outstanding.

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PART I–FINANCIAL INFORMATION

ITEM 1. Financial Statements (unaudited)

Mistras Group, Inc. and Subsidiaries
Unaudited Consolidated Balance Sheets
(in thousands, except share and per share data)

	November 30, 2012	May 31, 2012
ASSETS		
Current Assets		
Cash and cash equivalents	$ 7,985	$ 8,410
Accounts receivable, net	105,901	104,515
Inventories, net	11,542	12,492
Deferred income taxes	1,876	1,885
Prepaid expenses and other current assets	7,650	6,321
Total current assets	134,954	133,623
Property, plant and equipment, net	69,796	63,527
Intangible assets, net	58,201	34,469
Goodwill	117,326	96,819

Other assets	750	1,378
Total assets	$ 381,027	$ 329,816
LIABILITIES, PREFERRED STOCK AND EQUITY		
Current Liabilities		
Current portion of long-term debt	$ 7,948	$ 5,971
Current portion of capital lease obligations	6,893	5,951
Accounts payable	8,937	11,944
Accrued expenses and other current liabilities	41,591	39,334
Income taxes payable	4,570	1,119
Total current liabilities	69,939	64,319
Long-term debt, net of current portion	51,717	34,258
Obligations under capital leases, net of current portion	12,763	13,094
Deferred income taxes	13,902	4,901
Other long-term liabilities	23,350	19,996
Total liabilities	171,671	136,568
Commitments and contingencies		
Preferred stock, 10,000,000 shares authorized	–	–
Equity		
Common stock, $0.01 par value, 200,000,000 shares authorized, 28,161,857 and 28,025,507 shares issued and outstanding as of November 30, 2012 and May 31, 2012, respectively	282	280
Additional paid-in capital	191,586	188,443
Retained earnings	20,780	7,336
Accumulated other comprehensive loss	(3,561)	(3,047)
Total Mistras Group, Inc. stockholders' equity	209,087	193,012
Noncontrolling interest	269	236
Total equity	209,356	193,248
Total liabilities, preferred stock and equity	$ 381,027	$ 329,816

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

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

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Revenues:				
Services	$ 127,731	$ 103,942	$ 226,956	$ 186,844
Products	9,998	10,278	24,160	18,823
Total revenues	137,729	114,220	251,116	205,667
Cost of revenues:				

Cost of services	87,044	71,047	157,560	127,934
Cost of products sold	4,485	4,216	9,495	7,856
Depreciation related to services	4,124	3,556	8,100	6,879
Depreciation related to products	171	186	339	363
Total cost of revenues	95,824	79,005	175,494	143,032
Gross profit	41,905	35,215	75,622	62,635
Selling, general and administrative expenses	23,362	19,378	46,854	38,759
Research and engineering	530	602	1,047	1,191
Depreciation and amortization	2,167	1,503	4,062	2,982
Acquisition-related expense (See Note 5)	(160)	(339)	(339)	(339)
Income from operations	16,006	14,071	23,998	20,042
Other expenses				
Interest expense	1,075	1,145	2,121	1,806
Income before provision for income taxes	14,931	12,926	21,877	18,236
Provision for income taxes	5,745	5,008	8,400	7,124
Net income	9,186	7,918	13,477	11,112
Net (income) loss attributable to noncontrolling interests, net of taxes	(23)	38	(33)	72
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Earnings per common share (see Note 4):				
Basic	$ 0.33	$ 0.29	$ 0.48	$ 0.40
Diluted	$ 0.32	$ 0.28	$ 0.46	$ 0.39
Weighted average common shares outstanding:				
Basic	28,144	27,786	28,094	27,731
Diluted	29,008	28,600	29,036	28,417

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

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

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Net income	$ 9,186	$ 7,918	$ 13,477	$ 11,112
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	1,517	(1,062)	(514)	(1,375)
Other comprehensive income (loss)	1,517	(1,062)	(514)	(1,375)
Comprehensive income	10,703	6,856	12,963	9,737
Comprehensive (income) loss attributable to noncontrolling interests	(23)	38	(33)	72
Foreign currency translation adjustments	–	4	–	7

Comprehensive income attributable to Mistras Group, Inc.	$ 10,680	$ 6,898	$ 12,930	$ 9,816

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

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Mistras Group, Inc. and Subsidiaries
Unaudited Consolidated Statements of Changes in Stockholders' Equity
(in thousands)

	Common Stock							
	Shares	**Amount**	**Additional paid-in capital**	**Retained earnings (accumulated deficit)**	**Accumulated other comprehensive income (loss)**	**Total Mistras Group, Inc. Stockholders' Equity**	**Noncontrolling Interest**	**Total Equity**
Six months ended November 30, 2011:								
Balance at May 31, 2011	27,667	$ 277	$ 180,594	$ (14,017)	$ 303	$ 167,157	$ 329	$ 167,486
Net income	–	–	–	11,184	–	11,184	(72)	11,112
Other comprehensive income, net of tax	–	–	–	–	(1,368)	(1,368)	(7)	(1,375)
Stock compensation	14	–	2,547	–	–	2,547	–	2,547
Net settlement on vesting of restricted stock units	36	–	(281)	–	–	(281)	–	(281)
Excess tax benefit from stock compensation	–	–	370	–	–	370	–	370
Exercise of stock options	199	2	1,323	–	–	1,325	–	1,325
Balance at November 30, 2011	27,916	$ 279	$ 184,553	$ (2,833)	$ (1,065)	$ 180,934	$ 250	$ 181,184
Six months ended November 30, 2012:								
Balance at May 31, 2012	28,026	$ 280	$ 188,443	$ 7,336	$ (3,047)	$ 193,012	$ 236	$ 193,248
Net income	–	–	–	13,444	–	13,444	33	13,477

Other comprehensive income, net of tax	–	–	–	–	(514)	(514)	–	(514)
Stock compensation	13	–	3,206	–	–	3,206	–	3,206
Net settlement on vesting of restricted stock units	85	1	(807)	–	–	(806)	–	(806)
Excess tax benefit from stock compensation	–	–	393	–	–	393	–	393
Exercise of stock options	38	1	351	–	–	352	–	352
Balance at November 30, 2012	28,162	$ 282	$ 191,586	$ 20,780	$ (3,561)	$ 209,087	$ 269	$ 209,356

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

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

	Six months ended November 30,	
	2012	**2011**
Cash flows from operating activities		
Net income attributable to Mistras Group, Inc.	$ 13,444	$ 11,184
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	12,501	10,224
Deferred income taxes	713	141
Provision for doubtful accounts	133	256
Loss (gain) on sale of assets	28	(82)
Amortization of deferred financing costs	62	85
Stock compensation expense	3,206	2,547
Noncontrolling interest	33	(72)
Foreign currency loss (gain)	(61)	235
Changes in operating assets and liabilities, net of effect of acquisitions of businesses		
Accounts receivable	6,207	(20,392)
Inventories	1,460	(922)
Prepaid expenses and other current assets	(651)	(1,224)
Other assets	655	(44)
Accounts payable	(4,535)	(1,292)
Income taxes payable	1,829	(864)
Accrued expenses and other current liabilities	(7,628)	641
Net cash provided by operating activities	27,396	421
Cash flows from investing activities		
Purchase of property, plant and equipment	(5,223)	(3,840)

Purchase of intangible assets	(482)	(265)
Acquisition of businesses, net of cash acquired	(27,033)	(10,695)
Change in restricted cash	–	(3,700)
Proceeds from sale of equipment	435	301
Net cash used in investing activities	(32,303)	(18,199)
Cash flows from financing activities		
Repayment of capital lease obligations	(3,381)	(3,391)
Repayment of notes payable and other long-term debt	(3,093)	(2,819)
Net borrowings from current revolver	12,349	–
Net borrowings from former revolver	–	18,950
Net repayments of other short-term borrowings	–	(1,868)
Proceeds from borrowings of long-term debt	127	–
Payment of contingent consideration for business acquisitions	(1,295)	–
Taxes paid related to net share settlement of equity awards	(807)	(281)
Excess tax benefit from stock compensation	393	370
Proceeds from the exercise of stock options	351	1,325
Net cash provided by financing activities	4,644	12,286
Effect of exchange rate changes on cash and cash equivalents	(162)	(68)
Net change in cash and cash equivalents	(425)	(5,560)
Cash and cash equivalents		
Beginning of period	8,410	10,879
End of period	$ 7,985	$ 5,319
Supplemental disclosure of cash paid		
Interest	$ 1,361	$ 1,335
Income taxes	$ 4,673	$ 7,571
Noncash investing and financing		
Equipment acquired through capital lease obligations	$ 2,460	$ 6,464
Issuance of notes payable and other debt obligations primarily related to acquisitions	$ 7,715	$ –

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 & Basis of Presentation

Description of Business

Mistras Group, Inc., together with its 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. Given the role the services of the Company play in ensuring the safe and efficient operation of infrastructure, the Company has historically provided a majority of its services to its customers on a regular, recurring basis. 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, aerospace and defense, transportation, primary metals and metalworking, pharmaceuticals and food processing industries.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement have been included. Operating results for the three and six months ended November 30, 2012 are not necessarily indicative of the results that may be expected for the year ending May 31, 2013. The balance sheet at May 31, 2012 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. You should read these unaudited consolidated financial statements together with the historical consolidated financial statements of the Company as filed with the Securities and Exchange Commission.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Mistras Group, Inc. and its wholly or majority-owned subsidiaries. Where 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 interest in net income, net of tax, is classified separately in the accompanying consolidated statements of operations.

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 companies in the International segment, which end on April 30. The effect of this difference in timing of reporting foreign operations on the consolidated results of operations and consolidated financial position is not significant.

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.

2. Summary of Significant Accounting Policies

Revenue Recognition

Revenue recognition policies for the various sources of revenues are as follows:

Services

The Company predominantly derives revenues by providing its services on a time and material basis and recognizes revenues when services are rendered. At the end of any reporting period, there may be earned but unbilled revenues that are accrued. Payments received in advance of revenue recognition are reflected as deferred revenues.

Software

Revenues from the sale of perpetual licenses are recognized upon the delivery and acceptance of the software. Revenues from term licenses are recognized ratably over the period of the license. Revenues from maintenance, unspecified upgrades and technical support are recognized ratably over the period such items are delivered. For multiple-element arrangement software contracts that include non-software elements, and where the software is essential to the functionality of the non-software elements (collectively referred to as software multiple-element arrangements), the Company applies the rules as noted below.

Products

Revenues from product sales are recognized when risk of loss and title passes to the customer. The exceptions to this accounting treatment would be for multiple-element arrangements (described below) or those situations where specialized installation or customer acceptance is required. Payments received in advance of revenue recognition are reflected as deferred revenues.

Percentage of Completion

A portion of the Company' s revenues are generated from engineering and manufacturing of custom products under long-term contracts that may last from several months to several years, depending on the contract. Revenues from long-term contracts are recognized on the percentage-of-completion method of accounting. Under the percentage-of-completion method of accounting revenues are recognized as work is performed. The percentage of completion at any point in time is based on total costs or total labor dollars incurred to date in relation to the total estimated costs or total labor dollars estimated at completion. The percentage of completion is then applied to the total contract revenue to determine the amount of revenue to be recognized in the period. Application of the percentage-of-completion method of accounting requires the use of estimates of costs to be incurred for the performance of the contract. Contract costs include all direct materials, direct labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and all costs associated with operation of equipment. The cost estimation process is based upon the professional knowledge and experience of the Company' s engineers, project managers and financial professionals. Factors that are considered in estimating the work to be completed include the availability and productivity of labor, the nature and complexity of the work to be performed, the effect of change orders, the availability of materials, the effect of any delays in project performance and the recoverability of any claims. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period.

Multiple-element Arrangements

The Company occasionally enters into transactions that represent multiple-element arrangements, which may include any combination of services, software, and hardware. When a sales arrangement contains multiple elements, such as hardware and services and/or software products, the Company allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence (VSOE) if available, third party evidence (TPE) if VSOE is not available, or estimated selling price (ESP) if neither VSOE nor TPE is available. The Company has historically utilized the VSOE due to the nature of its products. In software multiple element arrangements where more-than-incidental software deliverables are included, revenue is allocated to each separate unit of accounting for each of the non-software deliverables and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the accompanying consolidated financial statements. The more significant estimates include valuation of goodwill and intangible assets, useful lives of long-lived assets, allowances for doubtful accounts, inventory valuation, reserves for self-insured workers compensation and health benefits, contingent consideration liabilities, and provision for income taxes. Actual results could differ from those estimates.

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

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets of the acquired business at the date of acquisition. The Company tests for impairment annually, in its fiscal fourth quarter. The most recent annual test for impairment performed for fiscal 2012 did not identify any instances of impairment and there were no events through November 30, 2012 that warranted a reconsideration of the impairment test results.

Intangible assets are recorded at cost. Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. At times, cash deposits may exceed the limits insured by the Federal Deposit Insurance Corporation. The Company believes it is not exposed to any significant credit risk or risk of nonperformance of financial institutions.

The Company sells primarily to large companies, extends reasonably short collection terms, performs credit evaluations and does not require collateral. The Company maintains reserves for potential credit losses.

The Company has one customer, BP plc. (BP), which accounted for 10% and 17% of revenues for the three months ended November 30, 2012 and 2011, respectively, and 11% and 16% of revenues for the six months ended November 30, 2012 and 2011, respectively. Accounts receivable from this customer were approximately 9% of total accounts receivable, net as of November 30, 2012 and May 31, 2012. The relationship with BP is comprised of separate contracts for non-destructive testing and inspection services with multiple affiliated entities within the broad BP organization. The Company conducts business with various divisions or affiliates of the BP organization through numerous contracts covering many segments of BP' s business including downstream (refinery), midstream (pipelines) and upstream (exploration). These contracts are typically negotiated locally with the specific BP division or affiliate, are of varying lengths, have different start and end dates and differ in terms of the scope of work and nature of services provided. Most contracts are based on time and materials.

Equity-based Compensation

The Company measures the cost of employee services received in exchange for an award of equity instruments based upon the grant-date fair value of the award. The Company uses the "straight-line" attribution method for allocating compensation costs and recognizes the fair value of each equity award on a straight-line basis over the vesting period of the related awards.

The Company uses the Black-Scholes option-pricing model to estimate the fair value of the stock option awards as of the grant date. The Black-Scholes model, by its design, is highly complex and dependent upon key data inputs estimated by management. The primary data inputs with the greatest degree of judgment are the expected term of stock option awards and the estimated volatility of the Company' s common stock price. The Black-Scholes model is sensitive to changes in these two variables. Since the Company' s initial public offering (IPO), the expected term of the Company' s stock options is generally determined using the mid-point between the vesting period and the end of the contractual term. Expected stock price volatility is typically based on the daily historical trading data for a period equal to the expected term. Because the Company' s historical trading data only dates back to October 8, 2009, the first trading date after its IPO, the Company has estimated expected volatility using an analysis of the stock price volatility of comparable peer companies. Prior to the Company' s IPO, the exercise price equaled the estimated fair market value of the Company' s common stock, as determined by its board of directors. Since the Company' s IPO, the exercise price of stock option grants is determined using the closing market price of the Company' s common stock on the date of grant.

Recent Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02, Intangibles − Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment, that is intended to reduce the cost and complexity of the impairment test for indefinite-lived intangible assets by providing an entity with the option to first assess qualitatively whether it is necessary to perform the quantitative impairment test that is currently in place. An entity would not be required to quantitatively calculate the fair value of an indefinite-lived intangible asset unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. ASU 2012-02 is effective for annual and interim impairment tests beginning after September

15, 2012. Early adoption is permitted. The Company does not expect that the adoption of this pronouncement will have a material impact on the Company' s consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05 allows an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This authoritative guidance eliminates the option to present the components of other comprehensive income as part of the statement of equity. ASU 2011-05 does not change the items that must be reported in other comprehensive income, when an item of other comprehensive income must be reclassified to net income, or the Company' s option to present components of other comprehensive income either net of related tax effects or before related tax effects, nor does it affect how earnings per share is calculated or presented. Effective June 1, 2012, the Company adopted the provisions of this updated accounting standard related to comprehensive income. The adoption of this pronouncement did not have a material impact on the Company' s consolidated financial statements.

3. Capitalization

Common Stock

Dividends on common stock will be paid when, and if, declared by the board of directors. Each holder of common stock is entitled to vote on all matters and is entitled to one vote for each share held.

(tabular dollars in thousands, except per share data)

Equity Awards

In September 2009, the Company' s board of directors and shareholders adopted and approved the 2009 Long-Term Incentive Plan (the 2009 Plan), which became effective upon the closing of the IPO. Awards may be in the form of stock options, restricted stock units and other forms of stock-based incentives, including stock appreciation rights and deferred stock rights. The term of each incentive and non-qualified stock option is ten years. Vesting generally occurs over a period of four years, the expense for which is recorded on a straight-line basis over the requisite service period. The 2009 Plan allows for the grant of awards of up to approximately 2,286,000 shares of common stock, of which 1,440,000 shares were available for future grants as of November 30, 2012. Prior to the Company' s IPO in October 2009, the Company had two stock option plans: (i) the 1995 Incentive Stock Option and Restricted Stock Purchase Plan (the 1995 Plan), and (ii) the 2007 Stock Option Plan (the 2007 Plan). No additional awards may be granted from these two plans. As of November 30, 2012, there was an aggregate of approximately 2,504,000 stock options outstanding and approximately 566,000 unvested restricted stock units outstanding under the 2009 Plan, the 2007 Plan, and the 1995 Plan.

No stock options were granted during the three or six month periods ended November 30, 2012 or 2011.

The Company recognized stock-based compensation expense related to stock option awards of approximately $0.8 million and $0.9 million for the three months ended November 30, 2012 and 2011. For the six months ended November 30, 2012 and 2011, the Company recognized stock-based compensation expense related to stock options of $1.6 million and $1.7 million, respectively. As of November 30, 2012, there was approximately $2.2 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 approximately 0.7 years. Cash proceeds from and the aggregate intrinsic value of stock options exercised during the three and six months ended November 30, 2012 and 2011 were as follows:

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Cash proceeds from options exercised	$ 252	$ 1,268	$ 351	$ 1,325
Aggregate intrinsic value of options exercised	$ 359	$ 3,026	$ 485	$ 3,062

The Company also recognized approximately $0.8 million and $0.5 million during the three months ended November 30, 2012 and 2011, respectively, in stock-based compensation expense related to restricted stock unit awards. For the six months ended November 30, 2012 and 2011, the Company recognized stock-based compensation expense related to restricted stock unit awards of $1.4 million and $0.7 million, respectively. As of November 30, 2012, there was

approximately $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 3.0 years.

In June 2012, the Company granted approximately 13,000 shares of fully-vested common stock to its five non-employee directors, in connection with its non-employee director compensation plan. These shares had a grant date fair value of approximately $0.3 million, which was recorded as stock-based compensation expense during the six months ended November 30, 2012. In October 2011, the Company granted approximately 9,000 shares of fully-vested common stock to its five non-employee directors, in connection with its non-employee director compensation plan. These shares had a grant date fair value of approximately $0.2 million, which was recorded as stock-based compensation expense during the three and six months ended November 30, 2011.

During the six months ended November 30, 2012 and 2011, approximately 123,000 and 52,000 restricted stock units vested, respectively. The fair value of these units was $1.9 million and $0.5 million, respectively. Upon vesting, restricted stock units are generally net share-settled to cover the required withholding tax and the remaining amount is converted into an equivalent number of shares of common stock. The restricted stock units that vested in the first six months of fiscal 2013 and 2012 were net-share settled such that the Company withheld shares with value equivalent to the employees' minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. The Company withheld approximately 37,000 and 16,000 shares in the first six months of fiscal 2013 and 2012, respectively. The shares withheld were based on the value of the restricted stock units on their vesting date as determined by the Company's closing stock price. Total payments for the employees' tax obligations to the taxing authorities were $0.8 million and $0.3 million and are reflected as a financing activity within the consolidated statements of cash flows for the six months ended November 30, 2012 and 2011, respectively. These net-share settlements had the effect of share repurchases by the Company as they reduced and retired the number of shares that would have otherwise been issued as a result of the vesting and did not represent an expense to the Company.

4. 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,		Six months ended November 30,	
	2012	2011	2012	2011
Basic earnings per share				
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Basic earnings per share	$ 0.33	$ 0.29	$ 0.48	$ 0.40
Diluted earnings per share:				
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Dilutive effect of stock options outstanding	789	741	798	622
Dilutive effect of restricted stock units outstanding	75	73	144	64
	29,008	28,600	29,036	28,417
Diluted earnings per share	$ 0.32	$ 0.28	$ 0.46	$ 0.39

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

5. Acquisitions

In September 2012, the Company completed an acquisition of an asset protection company in Germany specializing in destructive and non-destructive services and inspection. The company was acquired to complement the service offerings within the International segment and to expand Mistras' footprint in Europe. The Company acquired 100% of the common stock of the acquiree in exchange for approximately $28.3 million in cash (excluding cash acquired) and $7.7 million in notes payable over three years. In addition to the cash and debt consideration related to this acquisition, the Company accrued a liability of approximately $7.5 million as of November 30, 2012, which represents the estimated fair value of contingent consideration expected to be payable in the event that the acquired company achieves specific performance metrics over the next five years of operations. The total potential contingent consideration for this acquisition ranges from zero to $12.9 million as of November 30, 2012.

The assets and liabilities of the acquired business were included in the consolidated balance sheet as of November 30, 2012 based on their estimated fair value on the date of acquisition as determined in a 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 acquired, both tangible and intangible, and liabilities assumed, as well as the contingent consideration and deferred tax assets/liabilities. This valuation and the related purchase price allocation is expected to be finalized prior to the end of the Company's third quarter of fiscal 2013. The results of operations for this acquisition are included in the International segment's results of operations from the date of acquisition. The Company's preliminary allocation of purchase price for this acquisition is included in the table below. The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition for the Company's fiscal 2013 acquisitions:

Number of entities		1
Cash paid	$	28,289
Subordinated notes issued		7,715
Contingent consideration		7,501
Purchase price	$	43,505
Current liabilities assumed, net	$	(104)
Debt and other long-term liabilities		(4,004)
Property, plant and equipment		8,161
Deferred tax liability		(8,375)
Intangibles, primarily customer relationships		27,000
Goodwill		20,827
Net assets acquired	$	43,505

The amortization period of intangible assets acquired ranges from two to twelve years. The Company has preliminarily recorded approximately $20.8 million of goodwill in connection with its fiscal 2013 acquisition, reflecting the strategic fit and revenue and earnings growth potential of these businesses. Substantially all of the goodwill recognized is expected to be deductible for tax purposes.

The Company also has four acquisitions that were completed in fiscal 2012 for which it is still in the process of completing the allocation of the consideration transferred, including the valuation of the intangible assets acquired. These valuations and related purchase price allocations are expected to be finalized prior to the end of the Company' s third quarter of fiscal 2013. The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition for the Company' s fiscal 2012 acquisitions that have not yet been finalized:

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Number of entities	4
Cash paid	$ 9,171
Subordinated notes issued	904
Contingent consideration	1,197
Purchase price	$ 11,272
Current assets acquired, net	$ 1,025
Debt and other long-term liabilities	(35)
Property, plant and equipment	1,204
Deferred tax liability	(529)
Intangibles, primarily customer relationships	3,446
Goodwill	6,161
Net assets acquired	$ 11,272

There have been no significant changes during fiscal 2013 to the initial purchase price allocations for which the final purchase price allocation is not yet complete.

Revenues for the acquisition completed in fiscal 2013 for the period subsequent to the closing of the transaction were approximately $6.4 million for both of the three and six months ended November 30, 2012. Income from operations for this acquisition for the period subsequent to the closing of the transaction was approximately $0.6 million for both of the three and six months ended November 30, 2012.

The unaudited pro forma information for the periods set forth below gives effect to the fiscal 2013 and fiscal 2012 acquisitions as if they had occurred at the beginning of the earliest period presented. The pro forma information is presented for informational purposes only and is not necessarily indicative of the results of operations that actually would have been achieved had the acquisition been consummated as of that time (unaudited, in thousands):

	Three months ended November 30,		Six months ended November 30,	
	2012	**2011**	**2012**	**2011**
Revenues	$ 156,289	$ 143,429	$ 281,241	$ 264,715

(tabular dollars in thousands, except per share data)

Income from operations	$	16,939	$	12,784	$	24,631	$	16,941

During the three and six month periods ended November 30, 2012, the Company incurred costs of $0.2 million and $0.9 million, respectively, in connection with due diligence, professional fees, and other expenses for its acquisition activity. Additionally, the Company adjusted the fair value of certain acquisition-related contingent consideration liabilities. For the three month and six month periods ended November 30, 2012, the adjustments resulted in a net decrease of approximately $0.4 million and $1.2 million, respectively, to the Company' s acquisition-related contingent consideration liabilities, which were approximately $18.4 million as of November 30, 2012 and recorded on the balance sheet in accrued expenses and other long-term liabilities. These adjustments also resulted in a corresponding net increase to income from operations of approximately $0.4 million and $1.2 million for the three and six month periods ended November 30, 2012, respectively. Both the fair value adjustments to acquisition-related contingent consideration liabilities and the acquisition-related costs have been classified as acquisition-related expense in the statement of operations for the three and six months ended November 30, 2012.

During the three and six month periods ended November 30, 2011, the Company adjusted the fair value of certain acquisition-related contingent consideration liabilities. The adjustments resulted in a net decrease of $0.7 million to the Company' s acquisition-related contingent consideration liabilities, which were approximately $4.8 million as of November

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30, 2011 and recorded on the balance sheet in accrued expenses and other long-term liabilities. These adjustments also resulted in a corresponding net increase to income from operations of $0.7 million. Additionally, the Company incurred costs of $0.4 million in connection with due diligence, professional fees, and other expenses for its fiscal 2012 acquisition activity. Both the fair value adjustments to acquisition-related contingent consideration liabilities and the acquisition-related costs have been classified as acquisition-related expense in the statement of operations for the three and six months ended November 30, 2011.

6. Accounts Receivable, net

Accounts receivable consist of the following:

		November 30, 2012		May 31, 2012
Trade accounts receivable	$	108,332	$	106,821
Allowance for doubtful accounts		(2,431)		(2,306)
Total	$	105,901	$	104,515

7. Inventories, net

Inventories consist of the following:

November 30, 2012	May 31, 2012

Raw materials	$ 3,237	$ 3,054
Work in process	2,342	2,232
Finished goods	3,615	4,287
Supplies	2,348	2,919
Total	$ 11,542	$ 12,492

Inventories are net of reserves for slow-moving and obsolete inventory of approximately $1.4 million and $1.2 million as of November 30, 2012 and May 31, 2012, respectively.

8. Property, Plant and Equipment, net

Property, plant and equipment consist of the following:

	Useful Life (Years)	November 30, 2012	May 31, 2012
Land		$ 2,097	$ 1,892
Building and improvements	30-40	21,633	16,950
Office furniture and equipment	5-8	7,460	6,760
Machinery and equipment	5-7	114,146	105,096
		145,336	130,698
Accumulated depreciation and amortization		(75,540)	(67,171)
Property, plant and equipment, net		$ 69,796	$ 63,527

Depreciation expense for the three months ended November 30, 2012 and 2011 was approximately $4.6 million and $3.9 million, respectively. Depreciation expense for the six months ended November 30, 2012 and 2011 was approximately $9.0 million and $7.5 million, respectively.

9. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

	November 30, 2012	May 31, 2012
Accrued salaries, wages and related employee benefits	$ 21,206	$ 17,195
Contingent consideration, current portion	3,615	2,371
Accrued worker compensation and health benefits	3,165	3,678
Deferred revenues	2,864	5,390
Other accrued expenses	10,741	10,700
Total	$ 41,591	$ 39,334

10. Long-Term Debt

Long-term debt consists of the following:

	November 30, 2012	May 31, 2012
Senior credit facility:		
Revolver	$ 37,349	$ 25,000
Notes payable	18,184	12,532
Other	4,132	2,697
	59,665	40,229
Less: Current maturities	(7,948)	(5,971)
Long-term debt, net of current maturities	$ 51,717	$ 34,258

Senior Credit Facility

In December 2011, the Company entered into a 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 with a $125.0 million revolving line of credit, which, under certain circumstances, can be increased to $150.0 million. The Credit Agreement has a maturity date of December 20, 2016. The Company may borrow up to $30.0 million in non-U.S. dollar currencies and use up to $10.0 million of the credit limit for the issuance of letters of credit. As of November 30, 2012, there were outstanding borrowings of $37.3 million and a total of $3.0 million of outstanding letters of credit under the current revolving credit facility.

Loans under the Credit Agreement bear interest, at the option of the Company, at LIBOR, plus an applicable margin ranging from 1% to 2%, or base rate less a margin ranging from 0.25% to 1.25%, based upon its 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, as defined in the Credit Agreement, (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 2.5 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 if the Funded Debt Leverage Ratio exceeds 3.0 to 1. 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 less than 3.0 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, as defined in the Credit Agreement, 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

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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 its 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, 2012, the Company was in compliance with the terms of the credit agreement, and it will continuously monitor its compliance with the covenants contained in the new credit agreement.

Notes Payable and Other

In connection with certain of the acquisitions the Company has completed, it has, at various times, issued subordinated notes payable to the sellers. The maturity of these notes range from three to five years from the date of acquisition with interest rates ranging from 0% to 7%. The Company has discounted these obligations to reflect a 3.5% to 10% imputed interest rate. Unamortized discount on these notes was de minimis as of November 30, 2012 and totaled approximately $0.1 million as of May 31, 2012. Amortization is recorded as interest expense in the consolidated statement of operations. The Company also has payment obligations to the sellers or the shareholders of the sellers pursuant to non-compete agreements which require the sellers and shareholders of the sellers not to compete with the Company. The payment obligations under these agreements range from 3 to 5 years.

In December 2011, the Company amended its credit agreement bringing the Company' s interest rate to current market rates. 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 issues of debt.

11. 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:

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.

(tabular dollars in thousands, except per share data)

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:

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	As of November 30, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Liabilities:				
Contingent considération	$ –	$ –	$ 18,382	$ 18,382
Total Liabilities	$ –	$ –	$ 18,382	$ 18,382

	As of May 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Liabilities:				
Contingent considération	$ –	$ –	$ 13,513	$ 13,513
Total Liabilities	$ –	$ –	$ 13,513	$ 13,513

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 acquisition agreements.

12. Commitments and Contingencies

Litigation

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. The costs of defense and amounts that may be recovered in such matters may be covered by insurance.

Acquisition-related contingencies

The Company is liable for contingent consideration in connection with certain of its acquisitions. As of November 30, 2012, total potential acquisition-related contingent consideration ranged from zero to approximately $30.2 million and would be payable upon the achievement of specific performance metrics by certain of the acquired companies over the next five years of operations. See Note 5 to these consolidated financial statements for further discussion of the Company' s acquisitions.

13. Subsequent Event

Subsequent to November 30, 2012, the Company completed acquisitions of two asset protection businesses, one located in France and one in Canada, to continue its market expansion strategy. The Company' s cash outlay for these two acquisitions was approximately $6.6 million. In addition to the cash consideration, the agreement for one of the acquisitions allows for contingent consideration to be earned based upon the acquired company achieving specific performance metrics over the next three years of operation. The Company is in the process of completing the preliminary purchase price allocation. These acquisitions were not individually or in the aggregate significant and no pro forma information has been included.

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14. Segment Disclosure

The Company' s three segments are:

Services. This segment provides asset protection solutions primarily in North America with the largest concentration in the United States, consisting primarily of non-destructive testing and inspection 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 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.

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.

Costs incurred 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.

Segment income from operations is determined based on internal performance measures used by the Chief Executive Officer, who is the chief operating decision maker, to assess the performance of each business in a given period and to make decisions as to resource allocations. In connection with that assessment, the Chief Executive Officer may exclude matters such as charges for stock-based compensation and certain other acquisition-related charges and balances, technology and product development costs, certain gains and losses from dispositions, and litigation settlements or other charges. Certain general and administrative costs such as human resources, information technology, marketing and training are allocated to the segments. Segment income from operations also excludes interest and other financial charges and income taxes. Corporate and other assets are comprised principally of cash, deposits, property, plant and equipment, domestic deferred taxes, deferred charges and other assets. Corporate loss from operations consists of depreciation on the corporate office facilities and equipment, administrative charges related to corporate personnel and other charges that cannot be readily identified for allocation to a particular segment.

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

(tabular dollars in thousands, except per share data)

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Revenues				
Services	$ 105,213	$ 96,909	$ 187,610	$ 172,598
International	26,777	11,857	51,206	21,630
Products and Systems	8,439	9,092	17,973	16,605
Corporate and eliminations	(2,700)	(3,638)	(5,673)	(5,166)
	$ 137,729	$ 114,220	$ 251,116	$ 205,667

Revenues by segment include intercompany transactions, which are eliminated in Corporate and eliminations. The Services segment had sales to other operating segments of $1.1 million and $1.6 million for the three months ended November 30, 2012 and 2011, respectively. For the six months ended November 30, 2012 and 2011, the Services segment sales to other operating segments totaled $2.2 million and $1.8 million, respectively.

The International segment had sales to other operating segments of $0.1 million and $0.2 million for the three months ended November 30, 2012 and 2011. For the six months ended November 30, 2012 and 2011, the International segment sales to other operating segments totaled $0.3 million and $0.3 million, respectively.

The Products and Systems segment had sales to other operating segments of $1.4 million and $2.1 million for the three months ended November 30, 2012 and 2011, respectively. For the six months ended November 30, 2012 and 2011, the Products and Systems segment sales to other operating segments totaled $3.1 million and $3.4 million, respectively.

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	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Gross profit				
Services	$ 30,692	$ 27,053	$ 51,632	$ 47,361
International	7,299	4,246	14,380	7,677
Products and Systems	3,975	4,263	9,220	8,014
Corporate and eliminations	(61)	(347)	390	(417)
	$ 41,905	$ 35,215	$ 75,622	$ 62,635

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Income from operations				
Services	$ 15,861	$ 13,616	$ 22,684	$ 20,776
International	1,287	1,354	2,882	2,090
Products and Systems	1,771	2,551	4,936	3,562
Corporate and eliminations	(2,913)	(3,450)	(6,504)	(6,386)

(tabular dollars in thousands, except per share data)

	$ 16,006	$ 14,071	$ 23,998	$ 20,042

Operating income by operating segment includes intercompany transactions, which are eliminated in Corporate and eliminations.

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Depreciation and amortization				
Services	$ 4,579	$ 4,298	$ 9,103	$ 8,401
International	1,412	444	2,459	804
Products and Systems	488	480	979	951
Corporate and eliminations	(17)	23	(40)	68
	$ 6,462	$ 5,245	$ 12,501	$ 10,224

	November 30, 2012	May 31, 2012
Intangible assets, net		
Services	$ 15,294	$ 17,180
International	32,288	6,390
Products and Systems	9,831	10,095
Corporate and eliminations	788	804
	$ 58,201	$ 34,469

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	November 30, 2012	May 31, 2012
Goodwill		
Services	$ 59,001	$ 58,746
International	44,733	24,481
Products and Systems	13,592	13,592
	$ 117,326	$ 96,819

	November 30, 2012	May 31, 2012
Long-lived assets		
Services	$ 118,301	$ 120,846
International	101,763	47,825
Products and Systems	23,929	24,242
Corporate and eliminations	1,330	1,902
	$ 245,323	$ 194,815

	November 30, 2012	May 31, 2012
Total assets		
Services	$ 201,121	$ 204,209

International	143,609	82,579
Products and Systems	35,568	43,914
Corporate and eliminations	729	(886)
	$ 381,027	$ 329,816

Revenues by geographic area for the three and six months ended November 30, 2012 and 2011, respectively, were as follows:

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Revenues				
United States	$ 91,506	$ 91,323	$ 166,644	$ 162,799
Other Americas	20,195	11,059	33,120	20,857
Europe	22,231	8,476	38,908	14,076
Asia-Pacific	3,797	3,362	12,444	7,935
	$ 137,729	$ 114,220	$ 251,116	$ 205,667

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

This Quarterly 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). Forward-looking statements reflect our current estimates, expectations and projections about our future results, performance, prospects and opportunities. Forward-looking statements include, among other things, the information concerning our possible future results of operations, business and growth strategies, financing plans, our competitive position and the effects of competition, the projected growth of the industries in which we operate, the benefits and synergies to be obtained from our completed and any future acquisitions, and statements of management' s goals and objectives, and other similar expressions concerning matters that are not historical facts. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," "appears," "projects" and similar expressions, as well as statements in the future tense, identify forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. Forward-looking information is based on information available at the time and management' s good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Important factors that could cause such differences include, but are not limited to the factors discussed under the "Risk Factors" section below.

The following is a discussion and analysis of our financial condition and results of operations and should be read together with our condensed consolidated financial statements and related notes to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and related notes to the audited consolidated financial statements included in our Annual Report on Form 10-K. 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 ended May 31, 2012 is referred to as "fiscal 2012"), 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.

Overview

We are 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. We combine 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 our 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. Given the role our services 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, fossil and nuclear power, public infrastructure, chemicals, aerospace and defense, transportation, primary metals and metalworking, pharmaceuticals and food processing industries. As of November 30, 2012, we had approximately 4,200 employees in approximately 90 offices across 16 countries. We have established long-term relationships as a critical solutions provider to many leading companies in our target markets. Our current principal market is the oil and gas industry, which accounted for approximately 52% and 57% of our second quarter revenues of fiscal 2013 and 2012, respectively.

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 have worked to build our infrastructure to profitably absorb additional growth and have made a number of small 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, in the aggregate, have provided us with additional products, technologies, resources and customers that we believe will enhance our advantages over our competition.

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The global economy continues to be fragile. Global financial markets continue to experience uncertainty, including tight liquidity and credit availability, relatively low consumer confidence, slow economic growth, persistently high unemployment rates, volatile currency exchange rates and continued uncertainty about economic stability. However, we believe these conditions have allowed us to capitalize on an opportunity to selectively hire new talented individuals that otherwise might not have been available to us, to acquire and develop new technologies in order to aggressively expand our proprietary portfolio of customized solutions, and to make acquisitions of complementary businesses at reasonable valuations.

Consolidated Results of Operations

Three months ended November 30, 2012 compared to the three months ended November 30, 2011

Our consolidated results of operations for the three months ended November 30, 2012 and 2011 were as follows:

	Three months ended November 30,	
	2012	2011
	($ in thousands)	
Statement of Operations Data		
Revenues	$ 137,729	$ 114,220

Cost of revenues	91,529	75,263
Depreciation	4,295	3,742
Gross profit	41,905	35,215
Selling, general and administrative expenses	23,362	19,378
Research and engineering	530	602
Depreciation and amortization	2,167	1,503
Acquisition-related expense	(160)	(339)
Income from operations	16,006	14,071
Interest expense	1,075	1,145
Income before provision for income taxes	14,931	12,926
Provision for income taxes	5,745	5,008
Net income	9,186	7,918
Net (income) loss attributable to noncontrolling interests, net of taxes	(23)	38
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956

Our EBITDA and Adjusted EBITDA, non-GAAP measures explained below, for the three months ended November 30, 2012 and 2011 were as follows:

	Three months ended November 30,	
	2012	2011
	($ in thousands)	
EBITDA and Adjusted EBITDA data		
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956
Interest expense	1,075	1,145
Provision for income taxes	5,745	5,008
Depreciation and amortization	6,462	5,245
EBITDA	22,445	19,354
Stock compensation expense	1,572	1,545
Acquisition-related expense	(160)	(339)
Adjusted EBITDA	$ 23,857	$ 20,560

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Note About Non-GAAP Measures

EBITDA and Adjusted EBITDA are performance measures used by management that are not calculated in accordance with U.S. generally accepted accounting principles (GAAP). EBITDA is defined in this Quarterly 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 Quarterly Report as net income attributable to Mistras Group, Inc. plus: interest expense, provision for income taxes, depreciation and amortization, stock-based compensation expense, and, if applicable, certain acquisition-related expenses (including adjustments to the estimated fair value of contingent consideration) and certain non-recurring items (which items are listed below or in the reconciliation table above).

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 a performance evaluation metric for our executive and employee incentive compensation programs.

We believe investors and other users of our financial statements benefit from the presentation of Adjusted EBITDA in evaluating our operating performance because it provides an additional tool to compare our operating performance on a consistent basis and measure underlying trends and results in our business. Adjusted EBITDA removes the impact of certain items that management believes do not directly reflect our core operations. For instance, Adjusted EBITDA generally excludes interest expense, taxes and depreciation and amortization, each of which can vary substantially from company to company depending upon accounting methods and the book value and age of assets, capital structure, capital investment cycles and the method by which assets were acquired. It also eliminates stock-based compensation, which is a non-cash expense and is excluded by management when evaluating the underlying performance of our business operations.

While Adjusted EBITDA is a term and financial measurement commonly used by investors and securities analysts, it has limitations. As a non-GAAP measurement, Adjusted EBITDA has no standard meaning and, therefore, may not be comparable with similar measurements for other companies. Adjusted EBITDA is generally limited as an analytical tool because it excludes charges and expenses we do incur as part of our operations. For example, Adjusted EBITDA excludes income taxes, but we generally incur significant U.S. federal, state and foreign income taxes each year and the provision for income taxes is a necessary cost. Adjusted EBITDA should not be considered in isolation or as a substitute for analyzing our results as reported under U.S. generally accepted accounting principles.

Revenues. Revenues were $137.7 million for the three months ended November 30, 2012 compared to $114.2 million for the three months ended November 30, 2011. Revenues by segment for the second quarter of fiscal 2013 and 2012 were as follows:

	Three months ended November 30,	
	2012	2011
Revenues		
Services	$ 105,213	$ 96,909
International	26,777	11,857
Products and Systems	8,439	9,092
Corporate and eliminations	(2,700)	(3,638)
	$ 137,729	$ 114,220

We estimate our growth rates for the second quarter of fiscal 2013 and 2012 were as follows:

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	Three months ended November 30,	
	2012	2011
	($ in thousands)	
Revenue growth	$ 23,509	$ 25,383
% Growth over prior year	20.6%	28.6%
Comprised of:		
% of organic growth	1.6%	19.4%
% of acquisition growth	19.4%	8.8%
% foreign exchange increase (decrease)	(0.4)%	0.4%

	20.6%	28.6%

Revenues increased $23.5 million, or approximately 21%, for the three months ended November 30, 2012 compared to the three months ended November 30, 2011 as a result of growth in our International and Services segments. The growth in our International segment was principally attributable to growth from our fiscal 2012 and fiscal 2013 acquisitions, while growth in our Services segment was due to a combination of organic and acquisition growth. In the second quarter of fiscal 2013, we estimate that our acquisition growth was approximately 19% compared to approximately 9% in the second quarter of fiscal 2012. For the second quarter of fiscal 2013 and 2012, we estimate that our organic growth rate was approximately 2% and 19%, respectively.

We continued to experience growth in many of our target markets during the second quarter of fiscal 2013. Oil and gas is our largest target market and represented approximately 52% of total revenues in the second quarter of fiscal 2013, compared to approximately 57% in the second quarter of fiscal 2012. Oil and gas revenue in the second quarter of fiscal 2013 increased approximately 11% over the prior year with the largest increase coming from the midstream section of the oil and gas industry. We continued to experience significant growth in most of our other target markets outside of oil and gas, including power generation, aerospace, industrial and infrastructure. Taken as a group, revenues for all target markets other than oil and gas grew approximately 33% in the second quarter of fiscal 2013 over the prior year period. Our largest customer in both periods was BP plc. (BP) and its affiliated companies, accounting for approximately 10% of our revenues in the second quarter of fiscal 2013 and approximately 17% in the second quarter of fiscal 2012. Our top ten customers represented approximately 32% of our revenues in the second quarter of fiscal 2013 and fiscal 2012.

Gross Profit. Our gross profit was $41.9 million and increased $6.7 million, or 19% in the second quarter of fiscal 2013 compared to $35.2 million in the second quarter of fiscal 2012. Gross profit by segment for the three months ended November 30, 2012 and 2011 was as follows:

	Three months ended November 30, 2012	Three months ended November 30, 2011
Gross profit		
Services	$ 30,692	$ 27,053
International	7,299	4,246
Products and Systems	3,975	4,263
Corporate and eliminations	(61)	(347)
	$ 41,905	$ 35,215

As a percentage of revenues, our gross profit and its components for the three months ended November 30, 2012 and 2011 were as follows:

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	Three months ended November 30, 2012	Three months ended November 30, 2011
	($ in thousands)	
Gross profit	$ 41,905	$ 35,215
Gross profit % comprised of:		
Revenues	100.0%	100.0%
Cost of revenues	(66.5)%	(65.9)%
Depreciation	(3.1)%	(3.3)%

Total	30.4%	30.8%
Gross profit % decrease from prior year	(0.4)%	(0.5)%

As a percentage of revenues, our gross profit remained fairly consistent at approximately 30% for each of the second quarters of fiscal 2013 and fiscal 2012. Cost of revenues, excluding depreciation, as a percentage of revenues was 66.5% and 65.9% in the second quarter of fiscal 2013 and fiscal 2012, respectively. Depreciation expense included in the determination of gross profit for the second quarter of fiscal 2013 and fiscal 2012 was $4.3 million and $3.7 million, respectively.

The 40 basis point decrease in our gross profit as a percentage of revenues was primarily attributable to the decrease in gross profit in our International segment, which relates to our fiscal 2012 acquisitions, as these companies primarily provide lower margin, traditional NDT services. Additionally, the service offerings in our International segment are increasing faster than our product sales, which also lower our gross profit margin. Also contributing to the decrease in gross profit as a percentage of revenues is a change in the mix of Products and Systems segment revenues, which in the quarter included lower margins on revenues from large inspection systems. These decreases were offset by improvements in our Services Segment utilization rates, reducing both our unbillable labor by 0.2% and our direct overtime labor by 1.3%.

Income from Operations. Our income from operations by segment for the three months ended November 30, 2012 and 2011 were as follows:

	Three months ended November 30,	
	2012	2011
Income from operations		
Services	$ 15,861	$ 13,616
International	1,287	1,354
Products and Systems	1,771	2,551
Corporate and eliminations	(2,913)	(3,450)
	$ 16,006	$ 14,071

Our income from operations of $16.0 million for the second quarter of fiscal 2013 increased $1.9 million, or 14%, compared to the second quarter of fiscal 2012. As a percentage of revenues, our income from operations was approximately 12% in each of the the second quarters of fiscal 2013 and fiscal 2012, respectively.

Our SG&A expenses, as a percentage of revenues, was approximately 17% for each of the second quarters of fiscal 2013 and 2012, increasing approximately $4.0 million in fiscal 2013. Of this amount, SG&A for companies acquired within the last twelve months accounted for approximately $3.5 million of the total increase. The increase in expense was primarily due to the cost of additional salary and other infrastructure costs to support our growth in revenues, including the addition of new locations and personnel in connection with our recent acquisitions. Excluding acquisitions, our SG&A expenses included higher compensation and benefit expenses of $0.2 million over the same period in the prior year attributed to normal salary increases, as well as our investment in additional management and corporate staff to support our growth. Other increases in SG&A expenses, excluding acquisitions, included an increase to the provision for doubtful accounts of approximately $0.3 million and increased marketing costs of $0.2 million. Depreciation and amortization included in the determination of income from operations for the second quarter of fiscal 2013 and fiscal 2012 was $2.2 million and $1.5 million, respectively.

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Our acquisition-related expense for the second quarter of fiscal 2013 was attributed to adjustments to the estimated fair value of certain acquisition-related contingent consideration liabilities that resulted in a net increase to income from operations of $0.4 million. This was offset by $0.2 million in professional fees and other expenses in connection with our fiscal 2013 acquisition activity. Our acquisition-related expense for the second quarter of fiscal 2012 was attributed to adjustments to the estimated fair value of certain acquisition-related contingent consideration liabilities resulting in a net increase to income from operations of $0.7 million. This was offset by $0.4 million in professional fees and other expenses in connection with our fiscal 2012 acquisition activity.

Interest Expense. Interest expense was approximately $1.1 million for each of the second quarters of fiscal 2013 and 2012, respectively. The slight decrease in the second quarter of fiscal 2013 related to higher interest accretion in the prior year quarter related to the estimated fair value of our contingent consideration liabilities in connection with our acquisitions. This was offset by an increase in average borrowings in the current year quarter.

Net Income Attributable to Noncontrolling Interests, net of taxes. The net income attributable to noncontrolling interests for the three months ended November 30, 2012 is primarily related to the net income earned by certain of our subsidiaries in Brazil and the U.K.

Income Taxes. Our effective income tax rate was approximately 38% and 39% for the three months ended November 30, 2012 and November 30, 2011, respectively. The decrease was primarily due to changes in the geographic mix of earnings in various state and foreign jurisdictions, partially offset by an increase related to the impact of certain permanent tax differences.

Net Income Attributable to Mistras Group, Inc. Net income attributable to Mistras Group, Inc. for the second quarter of fiscal 2013 was $9.2 million, or 7% of our revenues, an increase of $1.2 million over the second quarter of fiscal 2012, which was $8.0 million, or 7% of revenues. The increase in net income was primarily the result of our revenue growth, partially offset by increases in our SG&A expenses, depreciation expense, and our provision for income taxes.

Consolidated Results of Operations

Six months ended November 30, 2012 compared to the six months ended November 30, 2011

Our consolidated results of operations for the six months ended November 30, 2012 and 2011 were as follows:

	Six months ended November 30,	
	2012	2011
	($ in thousands)	
Statement of Operations Data		
Revenues	$ 251,116	$ 205,667
Cost of revenues	167,055	135,790
Depreciation	8,439	7,242
Gross profit	75,622	62,635
Selling, general and administrative expenses	46,854	38,759
Research and engineering	1,047	1,191
Depreciation and amortization	4,062	2,982
Acquisition-related expense	(339)	(339)
Income from operations	23,998	20,042
Interest expense	2,121	1,806
Income before provision for income taxes	21,877	18,236
Provision for income taxes	8,400	7,124
Net income	13,477	11,112
Net (income) loss attributable to noncontrolling interests, net of taxes	(33)	72

Net income attributable to Mistras Group, Inc.	$ 13,444	$ 11,184

Our EBITDA and Adjusted EBITDA, non-GAAP measures explained below, for the six months ended November 30, 2012 and 2011, were as follows:

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	Six months ended November 30,	
	2012	2011
	($ in thousands)	
EBITDA and Adjusted EBITDA data		
Net income attributable to Mistras Group, Inc.	$ 13,444	$ 11,184
Interest expense	2,121	1,806
Provision for income taxes	8,400	7,124
Depreciation and amortization	12,501	10,224
EBITDA	36,466	30,338
Stock compensation expense	3,206	2,547
Acquisition-related expense	(339)	(339)
Adjusted EBITDA	$ 39,333	$ 32,546

See explanation and definition of EBITDA and Adjusted EBITDA above on page 22.

Revenues. Revenues were $251.1 million for the six months ended November 30, 2012 compared to $205.7 million for the six months ended November 30, 2011. Revenues by segment for the six months ended November 30, 2012 and 2011 were as follows:

	Six months ended November 30,	
	2012	2011
Revenues		
Services	$ 187,610	$ 172,598
International	51,206	21,630
Products and Systems	17,973	16,605
Corporate and eliminations	(5,673)	(5,166)
	$ 251,116	$ 205,667

We estimate our growth rates for the six months ended November 30, 2012 and 2011, respectively, were as follows:

	Six months ended November 30,	
	2012	2011
	($ in thousands)	
Revenue growth	$ 45,449	$ 48,420
% Growth over prior year	22.1%	30.8%
Comprised of:		
% of organic growth	4.8%	19.4%
% of acquisition growth	18.2%	10.3%
% foreign exchange increase (decrease)	(0.9)%	1.1%

	22.1%	30.8%

Revenues increased $45.4 million, or approximately 22%, for the six months ended November 30, 2012 compared to the six months ended November 30, 2011 as a result of growth in all our segments, but principally attributable to growth in our International segment. Our International segment revenue growth primarily resulted from our fiscal 2012 acquisitions. For the six months ended November 30, 2012, we estimate that our acquisition growth was approximately 18% compared to approximately 10%, in the six months ended November 30, 2011. For the six months ended November 30, 2012 and 2011, we estimate that our organic growth rate was approximately 5% and 19%, respectively.

We continued to experience growth in many of our target markets during the first six months of fiscal 2013. Oil and gas is our largest target market and in the first six months of fiscal 2013 represented approximately 50% of total revenues, compared to approximately 56% in the comparable period of fiscal 2012. Oil and gas revenue in the first six months of

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fiscal 2013 increased approximately 8% over the prior year period with the largest increases coming from the midstream section of the oil and gas industry. We also experienced growth in several of our other target markets outside of oil and gas, including power generation, aerospace and defense, industrial, infrastructure and process industries, which include chemical and pharmaceutical. Taken as a group, revenues for all target markets other than oil and gas grew approximately 40% in the six months ended November 30, 2012 over the comparable prior year period. Our largest customer in both periods was BP plc., (BP), accounting for approximately 11% and 16% of our revenues for the six months ended November 30, 2012 and 2011, respectively. Our top ten customers represented approximately 31% and 41% of our revenues for the six months ended November 30, 2012 and 2011.

Gross Profit. Our gross profit was $75.6 million and increased $13.0 million, or 21%, during the six months ended November 30, 2012 compared to $62.6 million during the six months ended November 30, 2011. Gross profit by segment for the six months ended November 30, 2012 and 2011 were as follows:

	Six months ended November 30,	
	2012	2011
	($ in thousands)	
Gross profit		
Services	$ 51,632	$ 47,361
International	14,380	7,677
Products and Systems	9,220	8,014
Corporate and eliminations	390	(417)
	$ 75,622	$ 62,635

As a percentage of revenues, our gross profit and its components for the six months ended November 30, 2012 and 2011, respectively, were as follows:

	Six months ended November 30,	
	2012	2011
	($ in thousands)	
Gross profit	$ 75,622	$ 62,635
Gross profit % comprised of:		

Revenues	100.0%	100.0%
Cost of revenues	(66.6)%	(66.0)%
Depreciation	(3.4)%	(3.5)%
Total	30.0%	30.5%
Gross profit % decrease from prior year	(0.5)%	(0.4)%

As a percentage of revenues, our gross profit decreased 50 basis points to approximately 30.0% in the first six months of fiscal 2013 compared to the comparable prior year period. Cost of revenues, excluding depreciation, as a percentage of revenues was approximately 67% and 66% in the six months ended November 30, 2012 and 2011, respectively. Depreciation expense included in the determination of gross profit for the six months ended November 30, 2012 and 2011 was $8.4 million and $7.2 million, respectively.

The 50 basis point decrease in our gross profit as a percentage of revenues was primarily attributable to decrease in gross profit in our International segment, which relates to our fiscal 2012 acquisitions, as these companies primarily provide lower margin, traditional NDT services. Additionally, the service offerings in our International segment are increasing faster than our product sales, which also lowers our gross profit margin. These decreases were offset by improvements in our Products and Systems segment due to a change in the mix of overall products sales in the six months ended November 30, 2012 compared to the prior year period.

Income from Operations. Our income from operations by segment for the six months ended November 30, 2012 and 2011

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were as follows:

	Six months ended November 30,	
	2012	2011
	($ in thousands)	
Income from operations		
Services	$ 22,684	$ 20,776
International	2,882	2,090
Products and Systems	4,936	3,562
Corporate and eliminations	(6,504)	(6,386)
	$ 23,998	$ 20,042

Our income from operations of $24.0 million for the six months November 30, 2012 increased $4.0 million, or 20%, compared to $20.0 million for the six months ended November 30, 2011. As a percentage of revenues, our income from operations was approximately 10% for each of the six months ended November 30, 2012 and 2011, respectively.

Our SG&A expenses, as a percentage of revenues, was approximately 19% for each of the six month periods ended November 31, 2012 and 2011, increasing approximately $8.1 million in fiscal 2013. Of this amount, SG&A for companies acquired within the last twelve months accounted for approximately $5.4 million of the total increase. The increase in expense was primarily due to the cost of additional salary and other infrastructure costs to support our growth in revenues, including the addition of new locations and personnel in connection with our recent acquisitions. Excluding acquisitions, our SG&A expenses included higher compensation and benefit expenses of $1.4 million over the same period in the prior year attributed to normal salary increases, as well as our investment in additional management and corporate staff to support our growth. Other increases in SG&A expenses, excluding acquisitions, included increased stock compensation costs of $0.7 million, marketing costs of $0.3 million and professional fees of $0.2 million. Depreciation and amortization included in the determination of income from operations for the six months ended November 30, 2012 and 2011 was $4.1 million, or 2% of revenues, and $3.0 million, or 1% of revenues, respectively.

Our acquisition-related expense for the six months ended November 30, 2012 resulted from adjustments to the estimated fair value of certain acquisition-related contingent consideration liabilities that resulted in a net increase to income from operations of $1.2 million. This was offset by $0.9 million in professional fees and other expenses in connection with our fiscal 2013 acquisition activity. Our acquisition-related expense for the six months ended November 30, 2011 resulted from adjustments to the estimated fair value of certain acquisition-related contingent consideration liabilities resulting in a net increase to income from operations of $0.7 million. This was offset by $0.4 million in professional fees and other expenses in connection with our fiscal 2012 acquisition activity.

Interest Expense. Interest expense for the six months ended November 30, 2012 was $2.1 million, an increase of $0.3 million when compared to the prior year period. The increase related to an increase in average borrowings in the current year period compared to the prior year and higher interest accretion in fiscal 2012 from the estimated fair value of our contingent consideration liabilities related to our acquisitions.

Net Income Attributable to Noncontrolling Interests, net of taxes. The net income attributable to noncontrolling interests for the six months ended November 30, 2012 and 2011 is primarily related to the net income earned by certain of our subsidiaries in Russia and the U.K.

Income Taxes. Our effective income tax rate was approximately 38% and 39% for the six months ended November 30, 2012 and November 30, 2011, respectively. The decrease was primarily due to changes in the geographic mix of earnings in various state and foreign jurisdictions, partially offset by an increase related to the impact of certain permanent tax differences.

Net Income Attributable to Mistras Group, Inc. Net income attributable to Mistras Group, Inc. for the six months ended November 30, 2012 was $13.4 million, an increase of $2.3 million over net income attributable to Mistras Group, Inc. for the six months ended November 30, 2011, which was $11.2 million, each representing 5% of revenues. The increase in net income was primarily the result of our revenue growth, partially offset by increases in our SG&A expenses, depreciation expense and our provision for income taxes.

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Liquidity and Capital Resources

Cash Flows Table

Our cash flows are summarized in the table below:

	Six months ended November 30, 2012	Six months ended November 30, 2011
	($ in thousands)	
Net cash provided by (used in):		
Operating Activities	$ 27,396	$ 421
Investing Activities	(32,303)	(18,199)
Financing Activities	4,644	12,286
Effect of exchange rate changes on cash	(162)	(68)
Net change in cash and cash equivalents	$ (425)	$ (5,560)

Cash Flows from Operating Activities

During the six months ended November 30, 2012, cash provided by our operating activities was $27.4 million, an increase of $27.0 million from the comparable period of fiscal 2012. Positive operating cash flow was primarily attributable to higher net income, excluding depreciation, amortization and other non-cash expenses of $30.1 million. In addition, the Company significantly reduced its investment in operating assets and liabilities, net of acquisitions, during the period through better management of accounts receivable and other elements of working capital, which also contributed to the increase. Also, the Company had approximately $2.9 million in lower tax payments in fiscal 2013 due to a deferral in the timing of estimated tax payments granted by the Internal Revenue Service related to the hurricane in the northeast United States in October 2012.

During the six months ended November 30, 2011, cash provided by our operating activities was $0.4 million, a decrease of $8.6 million from the comparable period of fiscal 2011. Positive operating cash flow was primarily attributable to higher net income, excluding depreciation, amortization and other non-cash expenses of $24.5 million offset by $24.0 million of cash utilized to fund an increase in our working capital, which primarily related to an increase in our trade accounts receivable.

Cash Flows from Investing Activities

During the six months ended November 30, 2012, cash used in investing activities was $32.3 million, an increase of $14.1 million from the comparable period of fiscal 2012. Cash used in investing activities included our acquisition of an asset protection company in Germany for cash payments aggregating $27.0 million, net of cash acquired. Also contributing to the increase were cash purchases of property, plant and equipment of $5.2 million, which were related to equipment used by our technicians.

During the six months ended November 30, 2011, cash used in investing activities was $18.2 million, a decrease of $2.6 million from the comparable period of fiscal 2011. Cash used in investing activities included our acquisition of four asset protection businesses for cash payments aggregating $10.7 million and $3.7 million utilized to fund an acquisition prior to November 30, 2011, but which did not close until after November 30, 2011. Cash purchases of property, plant and equipment were $3.8 million and were primarily related to equipment used by our technicians.

Cash Flows from Financing Activities

Net cash provided by financing activities was $4.6 million for the six months ended November 30, 2012, a decrease of $7.6 million from the comparable period of fiscal 2012. Net cash used in financing activities related primarily to net borrowings of $12.3 million from our revolving credit facility offset by payments of capital lease obligations, notes payable and other long-term debt, and contingent consideration of $3.4 million, $3.1 million, 1.3 million, respectively.

Net cash provided by financing activities was $12.3 million for the six months ended November 30, 2011, an increase of $10.0 million from the comparable period of fiscal 2011. Net cash provided by financing activities related primarily to net borrowings under our revolving credit facility of $19.0 million and proceeds of $1.3 million received from the exercise of stock options, offset by repayments of our capital lease obligations, long-term debt, and other short-term borrowings of $3.4 million, $2.8 million, $1.9 million, respectively.

Effect of Exchange Rate Changes on Cash and Cash Equivalents

The effect of exchange rate changes on our cash and cash equivalents was approximately ($0.2) million and ($0.1) million for the six months ended November 30, 2012 and 2011, respectively.

Cash Balance and Credit Facility Borrowings

As of November 30, 2012, we had cash and cash equivalents totaling $8.0 million and available borrowing capacity of $84.7 million under our current revolving credit facility. As of November 30, 2012, there were outstanding borrowings of 37.3 million and a total of $3.0 million of outstanding letters of credit under the existing revolving credit facility. 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.

In December 2011, we entered into a 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 us with a $125 million revolving line of credit, which, under certain circumstances, can be increased to $150 million. The Credit Agreement has a maturity date of December 20, 2016 and permits us to borrow up to $30 million in non-US dollar currencies and to use up to $10 million of the credit limit for the issuance of letters of credit. Loans under the Credit Agreement bear interest at our option, at LIBOR plus an applicable LIBOR margin ranging from 1% to 2%, or a base rate less a margin of 0.25% to 1.25%, or based upon our 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, as defined in the Credit Agreement, (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. We have the benefit of the lowest margin if our 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 2.5 to 1. We 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 if the Funded Debt Leverage Ratio exceeds 3.0 to 1. Amounts borrowed under our Credit Agreement are secured by liens on substantially all of our assets.

The Credit Agreement contains financial covenants requiring that we maintain a Funded Debt Leverage Ratio of less than 3.0 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, as defined in the Credit Agreement, 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 us and our 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 our 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 our ability to acquire other businesses or companies except that the acquired business or company must be in our line of business, we 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, 2012, we were in compliance with the terms of the credit agreement, and we will continuously monitor our compliance with the covenants contained in our new credit agreement.

Liquidity and Capital Resources Outlook

Future Sources of Cash

We expect our future sources of cash to include cash flow from operations and cash borrowed under our revolving credit facility. Our revolving credit facility is available for cash advances required for working capital and for letters of credit to support our operations. To meet our short-and long-term liquidity requirements, we expect primarily to rely on cash generated from our operating activities and borrowings under our revolving credit facility. We are currently funding our

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acquisitions through our available cash, borrowings under our revolving credit facility and seller notes. We have an effective shelf registration statement with the SEC for the issuance of up to approximately $64.2 million of securities, including shares of common and preferred stock, debt securities, warrants and units. Accordingly, we may also seek to obtain capital through the issuance of debt or equity securities, or a combination of both. As of December 31, 2012, there were outstanding borrowings of approximately $40.0 million and approximately $3.0 million of outstanding letters of credit under our revolving credit facility.

Future Uses of Cash

We expect our future uses of cash will primarily be for acquisitions, international expansion, purchases or manufacture of field testing equipment to support growth, additional investments in technology and software products and the replacement of existing assets and equipment used in our operations. We often make purchases to support new sources of revenues, particularly in our Services segment. In addition, we will need to fund a certain amount of replacement equipment, including our fleet vehicles. We historically spend approximately 3% to 4% of our total revenues on capital expenditures, excluding acquisitions, and expect to fund these expenditures through a combination of cash and lease financing.

Our anticipated acquisitions may also require capital. Since the beginning of fiscal 2013 through January 8, 2013, we completed the acquisition of three companies, with an initial cash outlay of $34.9 million. In some cases, additional equipment will be needed to upgrade the capabilities of these acquired companies. In addition, our future acquisition and capital spending may increase as we pursue growth opportunities. Other investments in infrastructure, training and software may also be required to match our growth, but we plan to continue using a disciplined approach to building our business. In addition, we will use cash to fund our operating leases, capital leases and long-term debt repayments and various other obligations as they arise.

We also expect to use cash to support our working capital requirements for our operations, particularly in the event of further growth and due to the impacts of seasonality on our business. Our future working capital requirements will depend on many factors, including the rate of our revenue growth, our introduction of new solutions and enhancements to existing solutions and our expansion of sales and marketing and product development activities. To the extent that our cash and cash equivalents and future cash flows from operating activities are insufficient to fund our future activities, we may need to raise additional funds through bank credit arrangements, public or private equity financings, or debt financings. We also may need to raise additional funds in the event we determine in the future to effect one or more acquisitions of businesses, technologies or products that will complement our existing operations. In the event additional funding is required, we may not be able to obtain bank credit arrangements or effect an equity or debt financing on terms acceptable to us or at all.

Contractual Obligations

In September 2012, the Company completed an acquisition of an asset protection company in Germany specializing in destructive and non-destructive services and inspection. The Company acquired 100% of the common stock of the acquiree in exchange for approximately $28.3 million in cash, and $7.7 million in notes payable. The note is payable in three equal installments of approximately $2.6 million due on each anniversary of the closing date. In addition, the acquisition agreement provides for annual contingent consideration payments of up to $2.6 million upon the achievement of specific annual performance metrics over the next five years of operations.

Off-balance Sheet Arrangements

During the six months ended November 30, 2012, 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.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

Foreign Currency Risk

We have foreign currency exposure related to our operations in foreign locations. This foreign currency exposure, particularly the Euro, British Pound Sterling, Brazilian Real, Russian Ruble, Japanese Yen, Canadian Dollar and the Indian Rupee, arises primarily from the translation of our foreign subsidiaries' financial statements into U.S. Dollars. For example, a portion of our annual sales and operating costs are denominated in British Pound Sterling and we have exposure related to

sales and operating costs increasing or decreasing based on changes in currency exchange rates. If the U.S. Dollar increases in value against these foreign currencies, the value in U.S. Dollars of the assets and liabilities originally recorded in these foreign currencies will decrease. Conversely, if the U.S. Dollar decreases in value against these foreign currencies, the value in U.S. Dollars of the assets and liabilities originally recorded in these foreign currencies will increase. Thus, increases and decreases in the value of the U.S. Dollar relative to these foreign currencies have a direct impact on the value in U.S. Dollars of our foreign currency denominated assets and liabilities, even if the value of these items has not changed in their original currency. For our foreign subsidiaries, assets and liabilities are translated at period ending rates of exchange. Translation adjustments for the assets and liability accounts are included in accumulated other comprehensive loss in stockholders' equity. We had approximately $0.5 million of foreign currency translation losses in other comprehensive income for the first six months of fiscal 2013. We do not currently enter into forward exchange contracts to hedge exposures to foreign currencies. We may consider entering into hedging or forward exchange contracts in the future.

Interest Rate Sensitivity

The interest rate on our revolving credit facility currently ranges from 1.30% to 2.30% and is variable and adjusts periodically. As of November 30, 2012, there were outstanding borrowings of $37.3 million under our revolving credit facility. A hypothetical 100 basis point adverse shift in interest rates would not have had a material effect on our results of operations.

From time to time, we may enter into interest rate swap contracts whereby we would receive or pay an amount equal to the difference between a fixed rate and LIBOR on a quarterly basis in order to reduce our potential exposure to interest rate fluctuations. All gains and losses are recognized as an adjustment to interest expense and the combined fair values are recorded in other liabilities on the consolidated balance sheet. As of November 30, 2012, we had no such contracts in effect.

We had cash and cash equivalents of $8.0 million as of November 30, 2012. These amounts are held for working capital purposes and were invested primarily in bank deposits, money market funds and short-term, interest-bearing, investment-grade securities. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates.

Fair Value of Financial Instruments

We do not believe that we have material exposure to market risk with respect to investments, as our investments consist primarily of highly liquid investments purchased with a remaining maturity of three months or less. We do not use derivative financial instruments for speculative or trading purposes; however, this does not preclude our adoption of specific hedging strategies in the future.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of November 30, 2012, 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 Rule 13a-15(e). 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 Securities Exchange Act of 1934, 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, 2012 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

We have received notice of a governmental investigation concerning an environmental incident which occurred in February 2011, outside on the premises of our Cudahy, California facility. We acquired this facility as part of the acquisition in October 2010 of the assets and ongoing business operations of General Testing and Inspection, Inc. ("GTI"), a business which provides in-house or shop inspection and non-destructive testing at the Cudahy premises. On February 11, 2011, while liquid hazardous waste was being pumped into the tanker truck of an unaffiliated certified hazardous waste transporter at the Cudahy facility, a chemical reaction occurred that caused an emission of a vapor cloud. No human injury or property damage was reported or appears to have been caused as a result of the incident. The incident was investigated by the L.A. Country Fire Department (the "Fire Department") and the U.S. Environmental Protection Agency ("EPA"). At the conclusion of the Fire Department' s investigation, the Fire Department imposed on the Company a fine in the amount of $4,000 for alleged violations of the California Health and Safety Code in April 2011, which was paid shortly thereafter.

The Company received no further governmental communications or notices concerning fines or sanctions related to the incident until January 13, 2012, when we received grand jury subpoenas from the U.S. Attorney' s Office for the Central District of California addressed to the Company, GTI and an employee of the Company. These subpoenas were issued in connection with an EPA criminal investigation. The subpoena received by the Company requested documents and information relating to, among other things, our handling, identification, storage and disposal of hazardous waste, training records, corporate environmental policies, acquisition of GTI and any ongoing organization relationship with GTI, and analytical results of the tests concerning the hazardous materials involved in the incident. In April 2012, we were informed by the U.S. Attorney' s Office for the Central District of California that we are a target of a criminal investigation into potential violations of the Resource Conservation and Recovery Act. The violations are alleged to be related to purportedly improper storage and labeling of hazardous waste at the Cudahy facility. This U.S. Attorney' s Office also raised a concern about a possible obstruction of justice issue involving the conduct of one or more of our employees at this facility. Upon receiving the subpoenas, we engaged our outside legal counsel to assist us in conducting an investigation concerning the incident, including interviews with our current employees. To date, we have produced documents in response to the subpoena, and are aware of at least one of our employees having testified before the grand jury.

While management cannot predict the ultimate outcome of this matter, based on our internal investigation to date, management does not believe the outcome will have a material effect on the Company' s financial condition, results of operations, or its cash flows.

See Note 12 to the financial statements included in this report for a description of our other 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 Annual Report on Form 10-K, filed with the SEC on August 14, 2012. There have been no material changes to the risk factors previously disclosed in the 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***

None.

ITEM 3. Defaults Upon Senior Securities

None.

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ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

The Balance Sheet as of November 30, 2012 included in this filing differs from a Balance Sheet for the same period that was included in our Current Report on Form 8-K filed on January 8, 2013. The Balance Sheet in this report includes a subsequent adjustment of $8.2 million which increased the following Balance Sheet accounts by this amount: (1) Goodwill, (2) Deferred Income Taxes, and (3) the total line items Total Assets, Total Liabilities and Total Liabilities, Preferred Stock and Equity. No other financial statements were impacted by this adjustment.

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/ FRANCIS T. JOYCE

Francis T. Joyce
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer and duly authorized officer)

Date: January 9, 2013

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Sotirios J. Vahaviolos, certify that:

1. I have reviewed this report on Form 10-Q of Mistras Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant' s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and

5. The registrant' s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of registrant' s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’ s internal control over financial reporting.

Date: January 9, 2013

/s/ Sotirios J. Vahaviolos

Sotirios J. Vahaviolos
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Francis T. Joyce, certify that:

1. I have reviewed this report on Form 10-Q of Mistras Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant' s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and

5. The registrant' s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of registrant' s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant' s internal control over financial reporting.

Date: January 9, 2013

/s/ Francis T. Joyce

Francis T. Joyce
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned hereby certifies, for the purposes of section 1350 of chapter 63 of title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his capacity as an officer of Mistras Group, Inc. (the "Company"), that, to his knowledge, the Quarterly Report on Form 10-Q of the Company for the quarter ended November 30, 2012 (the "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company. This written statement is being furnished to the Securities and Exchange Commission as an exhibit to the Report.

Dated: January 9, 2013

/s/ Sotirios J. Vahaviolos

Sotirios J. Vahaviolos
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Francis T. Joyce

Francis T. Joyce
Executive Vice President, Chief Financial
Officer and Treasurer
(Principal Financial Officer)

Accounts Receivable, net (Details) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Accounts Receivable, net		
Trade accounts receivable	$ 108,332	$ 106,821
Allowance for doubtful accounts	(2,431)	(2,306)
Total	$ 105,901	$ 104,515

Segment Disclosure (Details 2) (USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Revenues by geographic area				
Revenues	$ 137,729	$ 114,220	$ 251,116	$ 205,667
United States				
Revenues by geographic area				
Revenues	91,506	91,323	166,644	162,799
Other Americas				
Revenues by geographic area				
Revenues	20,195	11,059	33,120	20,857
Europe				
Revenues by geographic area				
Revenues	22,231	8,476	38,908	14,076
Asia-Pacific				
Revenues by geographic area				
Revenues	$ 3,797	$ 3,362	$ 12,444	$ 7,935

Subsequent Event (Details) (Series of Individually Immaterial Business Acquisitions, USD $) In Millions, unless otherwise specified	12 Months Ended May 31, 2012 item	3 Months Ended Nov. 30, 2012 Subsequent Event item
Subsequent event		
Number of acquisitions of asset protection businesses	4	2
Number of acquisitions of asset protection businesses, France		1
Number of acquisitions of asset protection businesses, Canada		1
Cash outlay on acquisition		$ 6.6
Number of years of operation within which acquired entity is to achieve performance metrics after which seller of contingent consideration receive potential payment		3 years

Segment Disclosure (Tables)	6 Months Ended Nov. 30, 2012

Segment Disclosure

Schedule of consolidated financial information by segment

	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Revenues				
Services	$ 105,213	$ 96,909	$ 187,610	$ 172,598
International	26,777	11,857	51,206	21,630
Products and Systems	8,439	9,092	17,973	16,605
Corporate and eliminations	(2,700)	(3,638)	(5,673)	(5,166)
	$ 137,729	$ 114,220	$ 251,116	$ 205,667

	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Gross profit				
Services	$ 30,692	$ 27,053	$ 51,632	$ 47,361
International	7,299	4,246	14,380	7,677
Products and Systems	3,975	4,263	9,220	8,014
Corporate and eliminations	(61)	(347)	390	(417)
	$ 41,905	$ 35,215	$ 75,622	$ 62,635

	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Income from operations				
Services	$ 15,861	$ 13,616	$ 22,684	$ 20,776
International	1,287	1,354	2,882	2,090
Products and Systems	1,771	2,551	4,936	3,562
Corporate and eliminations	(2,913)	(3,450)	(6,504)	(6,386)
	$ 16,006	$ 14,071	$ 23,998	$ 20,042

	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Depreciation and amortization				
Services	$ 4,579	$ 4,298	$ 9,103	$ 8,401
International	1,412	444	2,459	804
Products and Systems	488	480	979	951
Corporate and eliminations	(17)	23	(40)	68
	$ 6,462	$ 5,245	$ 12,501	$ 10,224

	November 30, 2012	May 31, 2012
Intangible assets, net		
Services	$ 15,294	$ 17,180
International	32,288	6,390
Products and Systems	9,831	10,095
Corporate and eliminations	788	804
	$ 58,201	$ 34,469

	November 30, 2012	May 31, 2012
Goodwill		
Services	$ 59,001	$ 58,746
International	44,733	24,481
Products and Systems	13,592	13,592
	$ 117,326	$ 96,819

	November 30, 2012	May 31, 2012
Long-lived assets		
Services	$ 118,301	$ 120,846
International	101,763	47,825
Products and Systems	23,929	24,242
Corporate and eliminations	1,330	1,902
	$ 245,323	$ 194,815

	November 30, 2012	May 31, 2012
Total assets		
Services	$ 201,121	$ 204,209
International	143,609	82,579
Products and Systems	35,568	43,914

Corporate and eliminations	729	(886)
	$ 381,027	$ 329,816

Schedule of revenues by geographic area

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Revenues				
United States	$ 91,506	$ 91,323	$ 166,644	$ 162,799
Other Americas	20,195	11,059	33,120	20,857
Europe	22,231	8,476	38,908	14,076
Asia-Pacific	3,797	3,362	12,444	7,935
	$ 137,729	$ 114,220	$ 251,116	$ 205,667

Earnings per Share (Tables)

6 Months Ended Nov. 30, 2012

Earnings per Share

Schedule of computations of basic and diluted earnings per share

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Basic earnings per share				
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Basic earnings per share	$ 0.33	$ 0.29	$ 0.48	$ 0.40
Diluted earnings per share:				
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Dilutive effect of stock options outstanding	789	741	798	622
Dilutive effect of restricted stock units outstanding	75	73	144	64
	29,008	28,600	29,036	28,417
Diluted earnings per share	$ 0.32	$ 0.28	$ 0.46	$ 0.39

Accrued Expenses and Other Current Liabilities (Details) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Accrued Expenses and Other Current Liabilities		
Accrued salaries, wages and related employee benefits	$ 21,206	$ 17,195
Contingent consideration, current portion	3,615	2,371
Accrued worker compensation and health benefits	3,165	3,678
Deferred revenues	2,864	5,390
Other accrued expenses	10,741	10,700
Total	$ 41,591	$ 39,334

Earnings per Share (Details) (USD $) In Thousands, except Per Share data, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Basic earnings per share (in dollars per share)	$ 0.33	$ 0.29	$ 0.48	$ 0.40
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Dilutive effect of stock options outstanding (in shares)	789	741	798	622
Dilutive effect of restricted stock units outstanding (in shares)	75	73	144	64
Weighted average common shares outstanding, diluted	29,008	28,600	29,036	28,417
Diluted earnings per share (in dollars per share)	$ 0.32	$ 0.28	$ 0.46	$ 0.39

Segment Disclosure (Details) (USD $)	3 Months Ended		6 Months Ended		
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012 item	Nov. 30, 2011	May 31, 2012
Segment Disclosure					
Number of operating segments			3		
Consolidated financial information by segment					
Revenues	$ 137,729,000	$ 114,220,000	$ 251,116,000	$ 205,667,000	
Gross profit	41,905,000	35,215,000	75,622,000	62,635,000	
Income from operations	16,006,000	14,071,000	23,998,000	20,042,000	
Depreciation and amortization	6,462,000	5,245,000	12,501,000	10,224,000	
Intangible assets, net	58,201,000		58,201,000		34,469,000
Goodwill	117,326,000		117,326,000		96,819,000
Long-lived assets	245,323,000		245,323,000		194,815,000
Total assets	381,027,000		381,027,000		329,816,000
Services					
Consolidated financial information by segment					
Revenues	105,213,000	96,909,000	187,610,000	172,598,000	
Revenue from transaction with other operating segments	1,100,000	1,600,000	2,200,000	1,800,000	
Gross profit	30,692,000	27,053,000	51,632,000	47,361,000	
Income from operations	15,861,000	13,616,000	22,684,000	20,776,000	
Depreciation and amortization	4,579,000	4,298,000	9,103,000	8,401,000	
Intangible assets, net	15,294,000		15,294,000		17,180,000
Goodwill	59,001,000		59,001,000		58,746,000
Long-lived assets	118,301,000		118,301,000		120,846,000
Total assets	201,121,000		201,121,000		204,209,000
International					
Consolidated financial information by segment					
Revenues	26,777,000	11,857,000	51,206,000	21,630,000	
Revenue from transaction with other operating segments	100,000	200,000	300,000	300,000	
Gross profit	7,299,000	4,246,000	14,380,000	7,677,000	
Income from operations	1,287,000	1,354,000	2,882,000	2,090,000	
Depreciation and amortization	1,412,000	444,000	2,459,000	804,000	
Intangible assets, net	32,288,000		32,288,000		6,390,000
Goodwill	44,733,000		44,733,000		24,481,000
Long-lived assets	101,763,000		101,763,000		47,825,000
Total assets	143,609,000		143,609,000		82,579,000
Products and Systems					

Consolidated financial information by segment					
Revenues	8,439,000	9,092,000	17,973,000	16,605,000	
Revenue from transaction with other operating segments	1,400,000	2,100,000	3,100,000	3,400,000	
Gross profit	3,975,000	4,263,000	9,220,000	8,014,000	
Income from operations	1,771,000	2,551,000	4,936,000	3,562,000	
Depreciation and amortization	488,000	480,000	979,000	951,000	
Intangible assets, net	9,831,000		9,831,000		10,095,000
Goodwill	13,592,000		13,592,000		13,592,000
Long-lived assets	23,929,000		23,929,000		24,242,000
Total assets	35,568,000		35,568,000		43,914,000
Corporate and eliminations					
Consolidated financial information by segment					
Revenues	(2,700,000)	(3,638,000)	(5,673,000)	(5,166,000)	
Gross profit	(61,000)	(347,000)	390,000	(417,000)	
Income from operations	(2,913,000)	(3,450,000)	(6,504,000)	(6,386,000)	
Depreciation and amortization	(17,000)	23,000	(40,000)	68,000	
Intangible assets, net	788,000		788,000		804,000
Long-lived assets	1,330,000		1,330,000		1,902,000
Total assets	$ 729,000		$ 729,000		$ (886,000)

Summary of Significant Accounting Policies	6 Months Ended Nov. 30, 2012
Summary of Significant Accounting Policies	
Summary of Significant Accounting Policies	

2. Summary of Significant Accounting Policies

Revenue Recognition

Revenue recognition policies for the various sources of revenues are as follows:

Services

The Company predominantly derives revenues by providing its services on a time and material basis and recognizes revenues when services are rendered. At the end of any reporting period, there may be earned but unbilled revenues that are accrued. Payments received in advance of revenue recognition are reflected as deferred revenues.

Software

Revenues from the sale of perpetual licenses are recognized upon the delivery and acceptance of the software. Revenues from term licenses are recognized ratably over the period of the license. Revenues from maintenance, unspecified upgrades and technical support are recognized ratably over the period such items are delivered. For multiple-element arrangement software contracts that include non-software elements, and where the software is essential to the functionality of the non-software elements (collectively referred to as software multiple-element arrangements), the Company applies the rules as noted below.

Products

Revenues from product sales are recognized when risk of loss and title passes to the customer. The exceptions to this accounting treatment would be for multiple-element arrangements (described below) or those situations where specialized installation or customer acceptance is required. Payments received in advance of revenue recognition are reflected as deferred revenues.

Percentage of Completion

A portion of the Company's revenues are generated from engineering and manufacturing of custom products under long-term contracts that may last from several months to several years, depending on the contract. Revenues from long-term contracts are recognized on the percentage-of-completion method of accounting. Under the percentage-of-completion method of accounting revenues are recognized as work is performed. The percentage of completion at any point in time is based on total costs or total labor dollars incurred to date in relation to the total estimated costs or total labor dollars estimated at completion. The percentage of completion is then applied to the total contract revenue to determine the amount of revenue to be recognized in the period. Application of the percentage-of-completion method of accounting requires the use of estimates of costs to be incurred for the performance of the contract. Contract costs include all direct materials, direct labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and all costs associated with operation of equipment. The cost estimation process is based upon the professional knowledge and experience of the Company's engineers, project managers and financial professionals. Factors that are considered in estimating the work to be completed include the availability and productivity of labor, the nature and complexity of the work to be performed, the effect of change orders, the availability of materials, the effect of any delays in project performance and the recoverability of any claims. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period.

Multiple-element Arrangements

The Company occasionally enters into transactions that represent multiple-element arrangements, which may include any combination of services, software, and hardware. When a sales arrangement contains multiple elements, such as hardware and services and/or software products, the Company allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence (VSOE) if available, third party evidence (TPE) if VSOE is not available, or estimated selling price (ESP) if neither VSOE nor TPE is available. The Company has historically utilized the VSOE due to the nature of its products. In software multiple element arrangements where more-than-incidental software deliverables are included, revenue is allocated to each separate unit of accounting for each of the non-software deliverables and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the accompanying consolidated financial statements. The more significant estimates include valuation of goodwill and intangible assets, useful lives of long-lived assets, allowances for doubtful accounts, inventory valuation, reserves for self-insured workers compensation and health benefits, contingent consideration liabilities, and provision for income taxes. Actual results could differ from those estimates.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets of the acquired business at the date of acquisition. The Company tests for impairment annually, in its fiscal fourth quarter. The most recent annual test for impairment performed for fiscal 2012 did not identify any instances of impairment and there were no events through November 30, 2012 that warranted a reconsideration of the impairment test results.

Intangible assets are recorded at cost. Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. At times, cash deposits may exceed the limits insured by the Federal Deposit Insurance Corporation. The Company believes it is not exposed to any significant credit risk or risk of nonperformance of financial institutions.

The Company sells primarily to large companies, extends reasonably short collection terms, performs credit evaluations and does not require collateral. The Company maintains reserves for potential credit losses.

The Company has one customer, BP plc. (BP), which accounted for 10% and 17% of revenues for the three months ended November 30, 2012 and 2011, respectively, and 11% and 16% of revenues for the six months ended November 30, 2012 and 2011, respectively. Accounts receivable from this customer were approximately 9% of total accounts receivable, net as of November 30, 2012 and May 31, 2012. The relationship with BP is comprised of separate contracts for non-destructive testing and inspection services with multiple affiliated entities within the broad BP organization. The Company conducts business with various divisions or affiliates of the BP organization through numerous contracts covering many segments of BP's business including downstream (refinery), midstream (pipelines) and upstream (exploration). These contracts are typically negotiated locally with the specific BP division or affiliate, are of varying lengths, have different start and end dates and differ in terms of the scope of work and nature of services provided. Most contracts are based on time and materials.

Equity-based Compensation

The Company measures the cost of employee services received in exchange for an award of equity instruments based upon the grant-date fair value of the award. The Company uses the "straight-line" attribution method for allocating compensation costs and recognizes the fair value of each equity award on a straight-line basis over the vesting period of the related awards.

The Company uses the Black-Scholes option-pricing model to estimate the fair value of the stock option awards as of the grant date. The Black-Scholes model, by its design, is highly complex and dependent upon key data inputs estimated by management. The primary data inputs with the greatest degree of judgment are the expected term of stock option awards and the estimated volatility of the Company's common stock price. The Black-Scholes model is sensitive to changes in these two variables. Since the Company's initial public offering (IPO), the expected term of the Company's stock options is generally determined using the mid-point between the vesting period and the end of the contractual term. Expected stock price volatility is typically based on the daily historical trading data for a period equal to the expected term. Because the Company's historical trading data only dates back to October 8, 2009, the first trading date after its IPO, the Company has estimated expected volatility using an analysis of the stock price volatility of comparable peer companies. Prior to the Company's IPO, the exercise price equaled the estimated fair market value of the Company's common stock, as determined by its board of directors. Since the Company's IPO, the exercise price of stock option grants is determined using the closing market price of the Company's common stock on the date of grant.

Recent Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02, Intangibles — Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment, that is intended to reduce the cost and complexity of the impairment test for indefinite-lived intangible assets by providing an entity with the option to first assess qualitatively whether it is necessary to perform the quantitative impairment test that is currently in place. An entity would not be required to quantitatively calculate the fair value of an indefinite-lived intangible asset unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. ASU 2012-02 is effective for annual and interim impairment tests beginning after September 15, 2012. Early adoption is permitted. The Company does not expect that the adoption of this pronouncement will have a material impact on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05 allows an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This authoritative guidance eliminates the option to present the components of other comprehensive income as part of the statement of equity. ASU 2011-05 does not change the items that must be reported in other comprehensive income, when an item of other comprehensive income must be reclassified to net income, or the Company's option to present components of other comprehensive income either net of related tax effects or before related tax effects, nor does it affect how earnings per share is calculated or presented. Effective June 1, 2012, the Company adopted the provisions of this updated accounting standard related to comprehensive income. The adoption of this pronouncement did not have a material impact on the Company's consolidated financial statements.

Long-Term Debt (Details) (USD $)	6 Months Ended Nov. 30, 2012 item	May 31, 2012
Long-Term Debt		
Long-term debt	$ 59,665,000	$ 40,229,000
Less: Current maturities	(7,948,000)	(5,971,000)
Long-term debt, net of current maturities	51,717,000	34,258,000
Revolver		
Long-Term Debt		
Long-term debt	37,349,000	25,000,000
Current borrowing capacity	125,000,000	
Maximum borrowing capacity	150,000,000	
Maximum borrowing capacity in non-U.S. dollar currencies	30,000,000	
Maximum amount available for the issuance of letters of credit	10,000,000	
Outstanding borrowings	37,300,000	
Outstanding letters of credit	3,000,000	
Number of consecutive fiscal quarters used for calculating Funded Debt Leverage Ratio	4	
Additional interest rate (as a percent)	2.00%	
Preceding period used for calculating Interest Coverage Ratio	1 year	
Revolver | Minimum		
Long-Term Debt		
Funded Debt Leverage Ratio at which the entity will bear the maximum interest rate margin	2.5	
Funded Debt Leverage Ratio for additional interest payment	3.0	
Interest Coverage Ratio	3.0	
Revolver | Maximum		
Long-Term Debt		
Funded Debt Leverage Ratio at which the entity will have the benefit of lowest interest margin	0.5	
Funded Debt Leverage Ratio	3.0	
Revolver | LIBOR		
Long-Term Debt		
Reference rate, description	LIBOR	
Revolver | LIBOR | Minimum		
Long-Term Debt		
Margin (as a percent)	1.00%	
Revolver | LIBOR | Maximum		
Long-Term Debt		
Margin (as a percent)	2.00%	
Revolver | Base rate		
Long-Term Debt		

Reference rate, description	base rate	
Revolver | Base rate | Minimum		
Long-Term Debt		
Margin (as a percent)	(0.25%)	
Revolver | Base rate | Maximum		
Long-Term Debt		
Margin (as a percent)	(1.25%)	
Notes payable		
Long-Term Debt		
Long-term debt	18,184,000	12,532,000
Interest rate, maximum (as a percent)	7.00%	
Unamortized discount		100,000
Notes payable | Minimum		
Long-Term Debt		
Maturity term from the date of acquisition	3 years	
Imputed interest rate (as a percent)	3.50%	
Period for payment under non-compete agreements	3 years	
Notes payable | Maximum		
Long-Term Debt		
Maturity term from the date of acquisition	5 years	
Imputed interest rate (as a percent)	10.00%	
Period for payment under non-compete agreements	5 years	
Other		
Long-Term Debt		
Long-term debt	$ 4,132,000	$ 2,697,000

Property, Plant and Equipment, net (Tables)

6 Months Ended Nov. 30, 2012

Property, Plant and Equipment, net

Schedule of Property, plant and equipment

	Useful Life (Years)	November 30, 2012	May 31, 2012
Land		$ 2,097	$ 1,892
Building and improvements	30-40	21,633	16,950
Office furniture and equipment	5-8	7,460	6,760
Machinery and equipment	5-7	114,146	105,096
		145,336	130,698
Accumulated depreciation and amortization		(75,540)	(67,171)
Property, plant and equipment, net		$ 69,796	$ 63,527

Inventories, net (Tables)	**6 Months Ended Nov. 30, 2012**

Inventories, net

Schedule of inventories

	November 30, 2012	May 31, 2012
Raw materials	$ 3,237	$ 3,054
Work in process	2,342	2,232
Finished goods	3,615	4,287
Supplies	2,348	2,919
Total	$ 11,542	$ 12,492

Fair Value Measurements (Details) (Recurring basis, USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Level 3		
Liabilities:		
Contingent consideration	$ 18,382	$ 13,513
Total Liabilities	18,382	13,513
Total		
Liabilities:		
Contingent consideration	18,382	13,513
Total Liabilities	$ 18,382	$ 13,513

Accrued Expenses and Other Current Liabilities (Tables)	6 Months Ended Nov. 30, 2012
Accrued Expenses and Other Current Liabilities	
Schedule of accrued expenses and other current liabilities	

	November 30, 2012	May 31, 2012
Accrued salaries, wages and related employee benefits	$ 21,206	$ 17,195
Contingent consideration, current portion	3,615	2,371
Accrued worker compensation and health benefits	3,165	3,678
Deferred revenues	2,864	5,390
Other accrued expenses	10,741	10,700
Total	$ 41,591	$ 39,334

Long-Term Debt (Tables)	**6 Months Ended Nov. 30, 2012**

Long-Term Debt

Schedule of long-term debt

	November 30, 2012	May 31, 2012
Senior credit facility:		
Revolver	$ 37,349	$ 25,000
Notes payable	18,184	12,532
Other	4,132	2,697
	59,665	40,229
Less: Current maturities	(7,948)	(5,971)
Long-term debt, net of current maturities	$ 51,717	$ 34,258

Description of Business & Basis of Presentation

Description of Business & Basis of Presentation

Description of Business & Basis of Presentation

6 Months Ended
Nov. 30, 2012

1. Description of Business & Basis of Presentation

Description of Business

Mistras Group, Inc., together with its 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. Given the role the services of the Company play in ensuring the safe and efficient operation of infrastructure, the Company has historically provided a majority of its services to its customers on a regular, recurring basis. 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, aerospace and defense, transportation, primary metals and metalworking, pharmaceuticals and food processing industries.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement have been included. Operating results for the three and six months ended November 30, 2012 are not necessarily indicative of the results that may be expected for the year ending May 31, 2013. The balance sheet at May 31, 2012 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. You should read these unaudited consolidated financial statements together with the historical consolidated financial statements of the Company as filed with the Securities and Exchange Commission.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Mistras Group, Inc. and its wholly or majority-owned subsidiaries. Where 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 interest in net income, net of tax, is classified separately in the accompanying consolidated statements of operations.

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 companies in the International segment, which end on April 30. The effect of this difference in timing of reporting foreign operations on the consolidated results of operations and consolidated financial position is not significant.

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.

Fair Value Measurements (Tables)

Fair Value Measurements	6 Months Ended Nov. 30, 2012

Schedule of fair value of the financial liabilities that are required to be remeasured at fair value on a recurring basis

	As of November 30, 2012			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent considération	$ —	$ —	$ 18,382	$ 18,382
Total Liabilities	$ —	$ —	$ 18,382	$ 18,382

	As of May 31, 2012			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent considération	$ —	$ —	$ 13,513	$ 13,513
Total Liabilities	$ —	$ —	$ 13,513	$ 13,513

Inventories, net (Details) (USD $)	Nov. 30, 2012	May 31, 2012
Inventories, net		
Raw materials	$ 3,237,000	$ 3,054,000
Work in process	2,342,000	2,232,000
Finished goods	3,615,000	4,287,000
Supplies	2,348,000	2,919,000
Total	11,542,000	12,492,000
Inventory reserves	$ 1,400,000	$ 1,200,000

Consolidated Balance Sheets (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Current Assets		
Cash and cash equivalents	$ 7,985	$ 8,410
Accounts receivable, net	105,901	104,515
Inventories, net	11,542	12,492
Deferred income taxes	1,876	1,885
Prepaid expenses and other current assets	7,650	6,321
Total current assets	134,954	133,623
Property, plant and equipment, net	69,796	63,527
Intangible assets, net	58,201	34,469
Goodwill	117,326	96,819
Other assets	750	1,378
Total assets	381,027	329,816
Current Liabilities		
Current portion of long-term debt	7,948	5,971
Current portion of capital lease obligations	6,893	5,951
Accounts payable	8,937	11,944
Accrued expenses and other current liabilities	41,591	39,334
Income taxes payable	4,570	1,119
Total current liabilities	69,939	64,319
Long-term debt, net of current portion	51,717	34,258
Obligations under capital leases, net of current portion	12,763	13,094
Deferred income taxes	13,902	4,901
Other long-term liabilities	23,350	19,996
Total liabilities	171,671	136,568
Commitments and contingencies		
Preferred stock, 10,000,000 shares authorized		
Equity		
Common stock, $0.01 par value, 200,000,000 shares authorized, 28,161,857 and 28,025,507 shares issued and outstanding as of November 30, 2012 and May 31, 2012, respectively	282	280
Additional paid-in capital	191,586	188,443
Retained earnings	20,780	7,336
Accumulated other comprehensive loss	(3,561)	(3,047)
Total Mistras Group, Inc. stockholders' equity	209,087	193,012
Noncontrolling interest	269	236
Total equity	209,356	193,248
Total liabilities, preferred stock and equity	$ 381,027	$ 329,816

Commitments and Contingencies (Details) (Acquisition-related contingencies, USD $) In Millions, unless otherwise specified	6 Months Ended Nov. 30, 2012
Acquisition-related contingencies	
Litigation	
Potential acquisition-related contingent consideration, high end of range	$ 30.2
Period over which potential acquisition-related contingent consideration would be payable	5 years

Consolidated Statements of Changes in Stockholders' Equity (USD $) In Thousands, unless otherwise specified	Total	Total Mistras Group, Inc. Stockholders' Equity	Common Stock	Additional paid-in capital	Retained earnings (accumulated deficit)	Accumulated other comprehensive income (loss)	Noncontrolling Interest
Balance at May. 31, 2011	$ 167,486	$ 167,157	$ 277	$ 180,594	$ (14,017)	$ 303	$ 329
Balance (in shares) at May. 31, 2011			27,667				
Increase (Decrease) in Stockholders' Equity							
Net income	11,112	11,184			11,184		(72)
Other comprehensive income, net of tax	(1,375)	(1,368)				(1,368)	(7)
Stock compensation	2,547	2,547		2,547			
Stock compensation (in shares)			14				
Net settlement on vesting of restricted stock units	(281)	(281)		(281)			
Net settlement on vesting of restricted stock units (in shares)			36				
Excess tax benefit from stock compensation	370	370		370			
Exercise of stock options	1,325	1,325	2	1,323			
Exercise of stock options (in shares)			199				
Balance at Nov. 30, 2011	181,184	180,934	279	184,553	(2,833)	(1,065)	250
Balance (in shares) at Nov. 30, 2011			27,916				
Balance at May. 31, 2012	193,248	193,012	280	188,443	7,336	(3,047)	236
Balance (in shares) at May. 31, 2012			28,026				
Increase (Decrease) in Stockholders' Equity							
Net income	13,477	13,444			13,444		33
Other comprehensive income, net of tax	(514)	(514)				(514)	
Stock compensation	3,206	3,206		3,206			
Stock compensation (in shares)			13				
Net settlement on vesting of restricted stock units	(806)	(806)	1	(807)			
Net settlement on vesting of restricted stock units (in shares)			85				
Excess tax benefit from stock compensation	393	393		393			
Exercise of stock options	352	352	1	351			

Exercise of stock options (in shares)			38				
Balance at Nov. 30, 2012	$ 209,356	$ 209,087	$ 282	$ 191,586	$ 20,780	$ (3,561)	$ 269
Balance (in shares) at Nov. 30, 2012			28,162				

Capitalization (Details)	6 Months Ended Nov. 30, 2012 item
Capitalization	
Number of votes per share	1

Description of Business & Basis of Presentation (Policies)	6 Months Ended Nov. 30, 2012
Description of Business & Basis of Presentation	
Principles of consolidation	***Principles of Consolidation*** The accompanying consolidated financial statements include the accounts of Mistras Group, Inc. and its wholly or majority-owned subsidiaries. Where 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 interest in net income, net of tax, is classified separately in the accompanying consolidated statements of operations. 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 companies in the International segment, which end on April 30. The effect of this difference in timing of reporting foreign operations on the consolidated results of operations and consolidated financial position is not significant.
Reclassification	***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.

Capitalization (Details 2) (USD $)	6 Months Ended		1 Months Ended		3 Months Ended		6 Months Ended		3 Months Ended		6 Months Ended					
	Nov. 30, 2012 item	Nov. 30, 2011	Jun. 30, 2012 Non-employee directors item	Oct. 31, 2011 Non-employee directors item	Nov. 30, 2012 Stock option awards	Nov. 30, 2011 Stock option awards	Nov. 30, 2012 Stock option awards	Nov. 30, 2011 Stock option awards	Nov. 30, 2012 Restricted stock unit awards	Nov. 30, 2011 Restricted stock unit awards	Nov. 30, 2012 Restricted stock unit awards	Nov. 30, 2011 Restricted stock unit awards	Nov. 30, 2012 Incentive stock options	Nov. 30, 2012 Non-qualified stock options	Nov. 30, 2012 2009 Plan	Dec. 01, 2012 2009 Plan
Equity awards																
Expiration term													10 years	10 years		
Vesting period															4 years	
Number of shares authorized for grants																2,286,000
Number of fully vested common stock granted			13,000	9,000												
Number of non-employee directors to whom fully vested common stock is granted			5	5												
Fair value of shares vested			$ 300,000	$ 200,000							$ 1,900,000	$ 500,000				
Number of shares available for future grants																1,440,000
Number of plans prior to company's IPO	2															
Stock options outstanding (in shares)					2,504,000		2,504,000									
Unvested restricted stock units outstanding (in shares)									566,000		566,000					
Additional disclosures																
Recognized stock-based compensation expense					800,000	900,000	1,600,000	1,700,000	800,000	500,000	1,400,000	700,000				
Unrecognized compensation cost, net of estimated forfeitures, related to stock option awards					2,200,000		2,200,000									
Weighted-average period over which unrecognized compensation cost is expected to be recognized							8 months 12 days				3 years					
Cash proceeds from options exercised					252,000	1,268,000	351,000	1,325,000								
Aggregate intrinsic value of options exercised					359,000	3,026,000	485,000	3,062,000								
Unrecognized compensation cost, net of estimated forfeitures, related to restricted stock unit awards									9,500,000		9,500,000					
Shares vested											123,000	52,000				
Shares withheld by company for employees' tax obligations											37,000	16,000				
Payments for employees' tax obligations	$ 807,000	$ 281,000														

Capitalization (Tables)

6 Months Ended Nov. 30, 2012

Capitalization

Schedule of cash proceeds from and the aggregate intrinsic value of stock options exercised

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Cash proceeds from options exercised	$ 252	$ 1,268	$ 351	$ 1,325
Aggregate intrinsic value of options exercised	$ 359	$ 3,026	$ 485	$ 3,062

Consolidated Statements of Cash Flows (USD $) In Thousands, unless otherwise specified	6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Cash flows from operating activities		
Net income attributable to Mistras Group, Inc.	$ 13,444	$ 11,184
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	12,501	10,224
Deferred income taxes	713	141
Provision for doubtful accounts	133	256
Loss (gain) on sale of assets	28	(82)
Amortization of deferred financing costs	62	85
Stock compensation expense	3,206	2,547
Noncontrolling interest	33	(72)
Foreign currency loss (gain)	(61)	235
Changes in operating assets and liabilities, net of effect of acquisitions of businesses		
Accounts receivable	6,207	(20,392)
Inventories	1,460	(922)
Prepaid expenses and other current assets	(651)	(1,224)
Other assets	655	(44)
Accounts payable	(4,535)	(1,292)
Income taxes payable	1,829	(864)
Accrued expenses and other current liabilities	(7,628)	641
Net cash provided by operating activities	27,396	421
Cash flows from investing activities		
Purchase of property, plant and equipment	(5,223)	(3,840)
Purchase of intangible assets	(482)	(265)
Acquisition of businesses, net of cash acquired	(27,033)	(10,695)
Change in restricted cash		(3,700)
Proceeds from sale of equipment	435	301
Net cash used in investing activities	(32,303)	(18,199)
Cash flows from financing activities		
Repayment of capital lease obligations	(3,381)	(3,391)
Repayment of notes payable and other long-term debt	(3,093)	(2,819)
Net borrowings from current revolver	12,349	
Net borrowings from former revolver		18,950
Net repayments of other short-term borrowings		(1,868)
Proceeds from borrowings of long-term debt	127	
Payment of contingent consideration for business acquisitions	(1,295)	
Taxes paid related to net share settlement of equity awards	(807)	(281)
Excess tax benefit from stock compensation	393	370
Proceeds from the exercise of stock options	351	1,325
Net cash provided by financing activities	4,644	12,286

Effect of exchange rate changes on cash and cash equivalents	(162)	(68)
Net change in cash and cash equivalents	(425)	(5,560)
Cash and cash equivalents		
Beginning of period	8,410	10,879
End of period	7,985	5,319
Supplemental disclosure of cash paid		
Interest	1,361	1,335
Income taxes	4,673	7,571
Noncash investing and financing		
Equipment acquired through capital lease obligations	2,460	6,464
Issuance of notes payable and other debt obligations primarily related to acquisitions	$ 7,715	

Consolidated Balance Sheets (Parenthetical) (USD $)	Nov. 30, 2012	May 31, 2012
Consolidated Balance Sheets		
Preferred stock, shares authorized	10,000,000	10,000,000
Common stock, par value (in dollars per share)	$ 0.01	$ 0.01
Common stock, shares authorized	200,000,000	200,000,000
Common stock, shares issued	28,161,857	28,025,507
Common stock, shares outstanding	28,161,857	28,025,507

Long-Term Debt

Long-Term Debt

Long-Term Debt

6 Months Ended
Nov. 30, 2012

10. Long-Term Debt

Long-term debt consists of the following:

	November 30, 2012	May 31, 2012
Senior credit facility:		
Revolver	$ 37,349	$ 25,000
Notes payable	18,184	12,532
Other	4,132	2,697
	59,665	40,229
Less: Current maturities	(7,948)	(5,971)
Long-term debt, net of current maturities	$ 51,717	$ 34,258

Senior Credit Facility

In December 2011, the Company entered into a 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 with a $125.0 million revolving line of credit, which, under certain circumstances, can be increased to $150.0 million. The Credit Agreement has a maturity date of December 20, 2016. The Company may borrow up to $30.0 million in non-U.S. dollar currencies and use up to $10.0 million of the credit limit for the issuance of letters of credit. As of November 30, 2012, there were outstanding borrowings of $37.3 million and a total of $3.0 million of outstanding letters of credit under the current revolving credit facility.

Loans under the Credit Agreement bear interest, at the option of the Company, at LIBOR, plus an applicable margin ranging from 1% to 2%, or base rate less a margin ranging from 0.25% to 1.25%, based upon its 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, as defined in the Credit Agreement, (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 2.5 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 if the Funded Debt Leverage Ratio exceeds 3.0 to 1. 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 less than 3.0 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, as defined in the Credit Agreement, 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 its 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, 2012, the Company was in compliance with the terms of the credit agreement, and it will continuously monitor its compliance with the covenants contained in the new credit agreement.

Notes Payable and Other

In connection with certain of the acquisitions the Company has completed, it has, at various times, issued subordinated notes payable to the sellers. The maturity of these notes range from three to five years from the date of acquisition with interest rates ranging from 0% to 7%. The Company has discounted these obligations to reflect a 3.5% to 10% imputed interest rate. Unamortized discount on these notes was de minimis as of November 30, 2012 and totaled approximately $0.1 million as of May 31, 2012. Amortization is recorded as interest expense in the consolidated statement of operations. The Company also has payment obligations to the sellers or the shareholders of the sellers pursuant to non-compete agreements which require the sellers and shareholders of the sellers not to compete with the Company. The payment obligations under these agreements range from 3 to 5 years.

In December 2011, the Company amended its credit agreement bringing the Company's interest rate to current market rates. 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 issues of debt.

Document and Entity Information	6 Months Ended	
	Nov. 30, 2012	Jan. 01, 2013
Document and Entity Information		
Entity Registrant Name	Mistras Group, Inc.	
Entity Central Index Key	0001436126	
Document Type	10-Q	
Document Period End Date	Nov. 30, 2012	
Amendment Flag	false	
Current Fiscal Year End Date	--05-31	
Entity Current Reporting Status	Yes	
Entity Filer Category	Accelerated Filer	
Entity Common Stock, Shares Outstanding		28,161,857
Document Fiscal Year Focus	2013	
Document Fiscal Period Focus	Q2	

Fair Value Measurements

6 Months Ended Nov. 30, 2012

Fair Value Measurements

Fair Value Measurements

11. 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:

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:

	As of November 30, 2012			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent considération	$ —	$ —	$ 18,382	$ 18,382
Total Liabilities	$ —	$ —	$ 18,382	$ 18,382

	As of May 31, 2012			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Contingent considération	$ —	$ —	$ 13,513	$ 13,513
Total Liabilities	$ —	$ —	$ 13,513	$ 13,513

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 acquisition agreements.

Consolidated Statements of Operations (USD $) In Thousands, except Per Share data, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Revenues:				
Services	$ 127,731	$ 103,942	$ 226,956	$ 186,844
Products	9,998	10,278	24,160	18,823
Total revenues	137,729	114,220	251,116	205,667
Cost of revenues:				
Cost of services	87,044	71,047	157,560	127,934
Cost of products sold	4,485	4,216	9,495	7,856
Depreciation related to services	4,124	3,556	8,100	6,879
Depreciation related to products	171	186	339	363
Total cost of revenues	95,824	79,005	175,494	143,032
Gross profit	41,905	35,215	75,622	62,635
Selling, general and administrative expenses	23,362	19,378	46,854	38,759
Research and engineering	530	602	1,047	1,191
Depreciation and amortization	2,167	1,503	4,062	2,982
Acquisition-related expense (See Note 5)	(160)	(339)	(339)	(339)
Income from operations	16,006	14,071	23,998	20,042
Other expenses				
Interest expense	1,075	1,145	2,121	1,806
Income before provision for income taxes	14,931	12,926	21,877	18,236
Provision for income taxes	5,745	5,008	8,400	7,124
Net income	9,186	7,918	13,477	11,112
Net (income) loss attributable to noncontrolling interests, net of taxes	(23)	38	(33)	72
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Earnings per common share (see Note 4):				
Basic (in dollars per share)	$ 0.33	$ 0.29	$ 0.48	$ 0.40
Diluted (in dollars per share)	$ 0.32	$ 0.28	$ 0.46	$ 0.39
Weighted average common shares outstanding:				
Basic (in shares)	28,144	27,786	28,094	27,731
Diluted (in shares)	29,008	28,600	29,036	28,417

Acquisitions	6 Months Ended Nov. 30, 2012
Acquisitions	
Acquisitions	

5. Acquisitions

In September 2012, the Company completed an acquisition of an asset protection company in Germany specializing in destructive and non-destructive services and inspection. The company was acquired to complement the service offerings within the International segment and to expand Mistras' footprint in Europe. The Company acquired 100% of the common stock of the acquiree in exchange for approximately $28.3 million in cash (excluding cash acquired) and $7.7 million in notes payable over three years. In addition to the cash and debt consideration related to this acquisition, the Company accrued a liability of approximately $7.5 million as of November 30, 2012, which represents the estimated fair value of contingent consideration expected to be payable in the event that the acquired company achieves specific performance metrics over the next five years of operations. The total potential contingent consideration for this acquisition ranges from zero to $12.9 million as of November 30, 2012.

The assets and liabilities of the acquired business were included in the consolidated balance sheet as of November 30, 2012 based on their estimated fair value on the date of acquisition as determined in a 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 acquired, both tangible and intangible, and liabilities assumed, as well as the contingent consideration and deferred tax assets/liabilities. This valuation and the related purchase price allocation is expected to be finalized prior to the end of the Company's third quarter of fiscal 2013. The results of operations for this acquisition are included in the International segment's results of operations from the date of acquisition. The Company's preliminary allocation of purchase price for this acquisition is included in the table below. The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition for the Company's fiscal 2013 acquisitions:

Number of entities	1
Cash paid	$ 28,289
Subordinated notes issued	7,715
Contingent consideration	7,501
Purchase price	$ 43,505
Current liabilities assumed, net	$ (104)
Debt and other long-term liabilities	(4,004)
Property, plant and equipment	8,161
Deferred tax liability	(8,375)
Intangibles, primarily customer relationships	27,000
Goodwill	20,827
Net assets acquired	$ 43,505

The amortization period of intangible assets acquired ranges from two to twelve years. The Company has preliminarily recorded approximately $20.8 million of goodwill in connection with its fiscal 2013 acquisition, reflecting the strategic fit and revenue and earnings growth potential of these businesses. Substantially all of the goodwill recognized is expected to be deductible for tax purposes.

The Company also has four acquisitions that were completed in fiscal 2012 for which it is still in the process of completing the allocation of the consideration transferred, including the valuation of the intangible assets acquired. These valuations and related purchase price allocations are expected to be finalized prior to the end of the Company's third quarter of fiscal 2013. The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition for the Company's fiscal 2012 acquisitions that have not yet been finalized:

Number of entities	4
Cash paid	$ 9,171
Subordinated notes issued	904
Contingent consideration	1,197
Purchase price	$ 11,272
Current assets acquired, net	$ 1,025
Debt and other long-term liabilities	(35)
Property, plant and equipment	1,204
Deferred tax liability	(529)
Intangibles, primarily customer relationships	3,446
Goodwill	6,161
Net assets acquired	$ 11,272

There have been no significant changes during fiscal 2013 to the initial purchase price allocations for which the final purchase price allocation is not yet complete.

Revenues for the acquisition completed in fiscal 2013 for the period subsequent to the closing of the transaction were approximately $6.4 million for both of the three and six months ended November 30, 2012. Income from operations for this acquisition for the period subsequent to the closing of the transaction was approximately $0.6 million for both of the three and six months ended November 30, 2012.

The unaudited pro forma information for the periods set forth below gives effect to the fiscal 2013 and fiscal 2012 acquisitions as if they had occurred at the beginning of the earliest period presented. The pro forma information is presented for informational purposes only and is not necessarily indicative of the results of operations that actually would have been achieved had the acquisition been consummated as of that time (unaudited, in thousands):

	Three months ended November 30,		Six months ended November 30,	
	2012	**2011**	**2012**	**2011**

Revenues	$	156,289	$	143,429	$	281,241	$	264,715
Income from operations	$	16,939	$	12,784	$	24,631	$	16,941

During the three and six month periods ended November 30, 2012, the Company incurred costs of $0.2 million and $0.9 million, respectively, in connection with due diligence, professional fees, and other expenses for its acquisition activity. Additionally, the Company adjusted the fair value of certain acquisition-related contingent consideration liabilities. For the three month and six month periods ended November 30, 2012, the adjustments resulted in a net decrease of approximately $0.4 million and $1.2 million, respectively, to the Company's acquisition-related contingent consideration liabilities, which were approximately $18.4 million as of November 30, 2012 and recorded on the balance sheet in accrued expenses and other long-term liabilities. These adjustments also resulted in a corresponding net increase to income from operations of approximately $0.4 million and $1.2 million for the three and six month periods ended November 30, 2012, respectively. Both the fair value adjustments to acquisition-related contingent consideration liabilities and the acquisition-related costs have been classified as acquisition-related expense in the statement of operations for the three and six months ended November 30, 2012.

During the three and six month periods ended November 30, 2011, the Company adjusted the fair value of certain acquisition-related contingent consideration liabilities. The adjustments resulted in a net decrease of $0.7 million to the Company's acquisition-related contingent consideration liabilities, which were approximately $4.8 million as of November 30, 2011 and recorded on the balance sheet in accrued expenses and other long-term liabilities. These adjustments also resulted in a corresponding net increase to income from operations of $0.7 million. Additionally, the Company incurred costs of $0.4 million in connection with due diligence, professional fees, and other expenses for its fiscal 2012 acquisition activity. Both the fair value adjustments to acquisition-related contingent consideration liabilities and the acquisition-related costs have been classified as acquisition-related expense in the statement of operations for the three and six months ended November 30, 2011.

Earnings per Share	6 Months Ended Nov. 30, 2012

[Earnings per Share](#)

[Earnings per Share](#)

4. 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,		Six months ended November 30,	
	2012	2011	2012	2011
Basic earnings per share				
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Basic earnings per share	$ 0.33	$ 0.29	$ 0.48	$ 0.40
Diluted earnings per share:				
Numerator:				
Net income attributable to Mistras Group, Inc.	$ 9,163	$ 7,956	$ 13,444	$ 11,184
Denominator:				
Weighted average common shares outstanding	28,144	27,786	28,094	27,731
Dilutive effect of stock options outstanding	789	741	798	622
Dilutive effect of restricted stock units outstanding	75	73	144	64
	29,008	28,600	29,036	28,417
Diluted earnings per share	$ 0.32	$ 0.28	$ 0.46	$ 0.39

Summary of Significant Accounting Policies (Policies)	6 Months Ended Nov. 30, 2012
Summary of Significant Accounting Policies	
Revenue Recognition	***Revenue Recognition*** Revenue recognition policies for the various sources of revenues are as follows: *Services* The Company predominantly derives revenues by providing its services on a time and material basis and recognizes revenues when services are rendered. At the end of any reporting period, there may be earned but unbilled revenues that are accrued. Payments received in advance of revenue recognition are reflected as deferred revenues. *Software* Revenues from the sale of perpetual licenses are recognized upon the delivery and acceptance of the software. Revenues from term licenses are recognized ratably over the period of the license. Revenues from maintenance, unspecified upgrades and technical support are recognized ratably over the period such items are delivered. For multiple-element arrangement software contracts that include non-software elements, and where the software is essential to the functionality of the non-software elements (collectively referred to as software multiple-element arrangements), the Company applies the rules as noted below. *Products* Revenues from product sales are recognized when risk of loss and title passes to the customer. The exceptions to this accounting treatment would be for multiple-element arrangements (described below) or those situations where specialized installation or customer acceptance is required. Payments received in advance of revenue recognition are reflected as deferred revenues. *Percentage of Completion* A portion of the Company's revenues are generated from engineering and manufacturing of custom products under long-term contracts that may last from several months to several years, depending on the contract. Revenues from long-term contracts are recognized on the percentage-of-completion method of accounting. Under the percentage-of-completion method of accounting revenues are recognized as work is performed. The percentage of completion at any point in time is based on total costs or total labor dollars incurred to date in relation to the total estimated costs or total labor dollars estimated at completion. The percentage of completion is then applied to the total contract revenue to determine the amount of revenue to be recognized in the period. Application of the percentage-of-completion method of accounting requires the use of estimates of costs to be incurred for the performance of the contract. Contract costs include all direct materials, direct labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, and all costs associated with operation of equipment. The cost estimation process is based upon the professional knowledge and experience of the

Company's engineers, project managers and financial professionals. Factors that are considered in estimating the work to be completed include the availability and productivity of labor, the nature and complexity of the work to be performed, the effect of change orders, the availability of materials, the effect of any delays in project performance and the recoverability of any claims. Whenever revisions of estimated contract costs and contract values indicate that the contract costs will exceed estimated revenues, thus creating a loss, a provision for the total estimated loss is recorded in that period.

Multiple-element Arrangements

The Company occasionally enters into transactions that represent multiple-element arrangements, which may include any combination of services, software, and hardware. When a sales arrangement contains multiple elements, such as hardware and services and/or software products, the Company allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor specific objective evidence (VSOE) if available, third party evidence (TPE) if VSOE is not available, or estimated selling price (ESP) if neither VSOE nor TPE is available. The Company has historically utilized the VSOE due to the nature of its products. In software multiple element arrangements where more-than-incidental software deliverables are included, revenue is allocated to each separate unit of accounting for each of the non-software deliverables and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy.

Use of Estimates

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the accompanying consolidated financial statements. The more significant estimates include valuation of goodwill and intangible assets, useful lives of long-lived assets, allowances for doubtful accounts, inventory valuation, reserves for self-insured workers compensation and health benefits, contingent consideration liabilities, and provision for income taxes. Actual results could differ from those estimates.

Goodwill and Intangible Assets

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets of the acquired business at the date of acquisition. The Company tests for impairment annually, in its fiscal fourth quarter. The most recent annual test for impairment performed for fiscal 2012 did not identify any instances of impairment and there were no events through November 30, 2012 that warranted a reconsideration of the impairment test results.

Intangible assets are recorded at cost. Intangible assets with finite lives are amortized on a straight-line basis over their estimated useful lives.

Concentration of Credit Risk

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. At times, cash deposits may exceed the limits insured by the Federal Deposit Insurance Corporation. The Company believes it is not exposed to any significant credit risk or risk of nonperformance of financial institutions.

The Company sells primarily to large companies, extends reasonably short collection terms, performs credit evaluations and does not require collateral. The Company maintains reserves for potential credit losses.

The Company has one customer, BP plc. (BP), which accounted for 10% and 17% of revenues for the three months ended November 30, 2012 and 2011, respectively, and 11% and 16% of revenues for the six months ended November 30, 2012 and 2011, respectively. Accounts receivable from this customer were approximately 9% of total accounts receivable, net as of November 30, 2012 and May 31, 2012. The relationship with BP is comprised of separate contracts for non-destructive testing and inspection services with multiple affiliated entities within the broad BP organization. The Company conducts business with various divisions or affiliates of the BP organization through numerous contracts covering many segments of BP's business including downstream (refinery), midstream (pipelines) and upstream (exploration). These contracts are typically negotiated locally with the specific BP division or affiliate, are of varying lengths, have different start and end dates and differ in terms of the scope of work and nature of services provided. Most contracts are based on time and materials.

Equity-based Compensation

Equity-based Compensation

The Company measures the cost of employee services received in exchange for an award of equity instruments based upon the grant-date fair value of the award. The Company uses the "straight-line" attribution method for allocating compensation costs and recognizes the fair value of each equity award on a straight-line basis over the vesting period of the related awards.

The Company uses the Black-Scholes option-pricing model to estimate the fair value of the stock option awards as of the grant date. The Black-Scholes model, by its design, is highly complex and dependent upon key data inputs estimated by management. The primary data inputs with the greatest degree of judgment are the expected term of stock option awards and the estimated volatility of the Company's common stock price. The Black-Scholes model is sensitive to changes in these two variables. Since the Company's initial public offering (IPO), the expected term of the Company's stock options is generally determined using the mid-point between the vesting period and the end of the contractual term. Expected stock price volatility is typically based on the daily historical trading data for a period equal to the expected term. Because the Company's historical trading data only dates back to October 8, 2009, the first trading date after its IPO, the Company has estimated expected volatility using an analysis of the stock price volatility of comparable peer companies. Prior to the Company's IPO, the exercise price equaled the estimated fair market value of the Company's common stock, as determined by its board of directors. Since the Company's IPO, the exercise price of stock option grants is determined using the closing market price of the Company's common stock on the date of grant.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

In July 2012, the FASB issued ASU 2012-02, Intangibles — Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment, that is intended to reduce the cost and complexity of the impairment test for indefinite-lived intangible assets by providing an entity with the option to first assess qualitatively whether it is necessary to perform the quantitative impairment test that is currently in place. An entity would not be required to quantitatively calculate the fair value of an indefinite-lived intangible asset unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. ASU 2012-02 is effective for annual and interim impairment tests beginning after September 15, 2012. Early adoption is permitted. The Company does not expect that the adoption of this pronouncement will have a material impact on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05 allows an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This authoritative guidance eliminates the option to present the components of other comprehensive income as part of the statement of equity. ASU 2011-05 does not change the items that must be reported in other comprehensive income, when an item of other comprehensive income must be reclassified to net income, or the Company's option to present components of other comprehensive income either net of related tax effects or before related tax effects, nor does it affect how earnings per share is calculated or presented. Effective June 1, 2012, the Company adopted the provisions of this updated accounting standard related to comprehensive income. The adoption of this pronouncement did not have a material impact on the Company's consolidated financial statements.

Commitments and Contingencies	6 Months Ended Nov. 30, 2012
Commitments and Contingencies	
Commitments and Contingencies	**12. Commitments and Contingencies**

12. Commitments and Contingencies

Litigation

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. The costs of defense and amounts that may be recovered in such matters may be covered by insurance.

Acquisition-related contingencies

The Company is liable for contingent consideration in connection with certain of its acquisitions. As of November 30, 2012, total potential acquisition-related contingent consideration ranged from zero to approximately $30.2 million and would be payable upon the achievement of specific performance metrics by certain of the acquired companies over the next five years of operations. See Note 5 to these consolidated financial statements for further discussion of the Company's acquisitions.

Property, Plant and Equipment, net	6 Months Ended Nov. 30, 2012
Property, Plant and Equipment, net	
Property, Plant and Equipment, net	**8. Property, Plant and Equipment, net**

Property, plant and equipment consist of the following:

	Useful Life (Years)	November 30, 2012	May 31, 2012
Land		$ 2,097	$ 1,892
Building and improvements	30-40	21,633	16,950
Office furniture and equipment	5-8	7,460	6,760
Machinery and equipment	5-7	114,146	105,096
		145,336	130,698
Accumulated depreciation and amortization		(75,540)	(67,171)
Property, plant and equipment, net		$ 69,796	$ 63,527

Depreciation expense for the three months ended November 30, 2012 and 2011 was approximately $4.6 million and $3.9 million, respectively. Depreciation expense for the six months ended November 30, 2012 and 2011 was approximately $9.0 million and $7.5 million, respectively.

Accounts Receivable, net	6 Months Ended Nov. 30, 2012

Accounts Receivable, net

Accounts Receivable, net

6. Accounts Receivable, net

Accounts receivable consist of the following:

	November 30, 2012	May 31, 2012
Trade accounts receivable	$ 108,332	$ 106,821
Allowance for doubtful accounts	(2,431)	(2,306)
Total	$ 105,901	$ 104,515

Inventories, net	6 Months Ended Nov. 30, 2012

Inventories, net

Inventories, net

7. Inventories, net

Inventories consist of the following:

	November 30, 2012	May 31, 2012
Raw materials	$ 3,237	$ 3,054
Work in process	2,342	2,232
Finished goods	3,615	4,287
Supplies	2,348	2,919
Total	$ 11,542	$ 12,492

Inventories are net of reserves for slow-moving and obsolete inventory of approximately $1.4 million and $1.2 million as of November 30, 2012 and May 31, 2012, respectively.

Accrued Expenses and Other Current Liabilities	6 Months Ended Nov. 30, 2012

Accrued Expenses and Other Current Liabilities

Accrued Expenses and Other Current Liabilities

9. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

	November 30, 2012	May 31, 2012
Accrued salaries, wages and related employee benefits	$ 21,206	$ 17,195
Contingent consideration, current portion	3,615	2,371
Accrued worker compensation and health benefits	3,165	3,678
Deferred revenues	2,864	5,390
Other accrued expenses	10,741	10,700
Total	$ 41,591	$ 39,334

Summary of Significant Accounting Policies (Details) (Customer concentration risk)	6 Months Ended	3 Months Ended		6 Months Ended			12 Months Ended
	Nov. 30, 2012 item	Nov. 30, 2012 Revenues BP	Nov. 30, 2011 Revenues BP	Nov. 30, 2012 Revenues BP	Nov. 30, 2011 Revenues BP	Nov. 30, 2012 Accounts receivable, net BP	May 31, 2012 Accounts receivable, net BP
Concentration of Credit Risk							
Number of customers	1						
Percentage of concentration risk		10.00%	17.00%	11.00%	16.00%	9.00%	9.00%

Segment Disclosure	6 Months Ended Nov. 30, 2012
Segment Disclosure	
Segment Disclosure	**14. Segment Disclosure**

14. Segment Disclosure

The Company's three segments are:

Services. This segment provides asset protection solutions primarily in North America with the largest concentration in the United States, consisting primarily of non-destructive testing and inspection 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 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.

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.

Costs incurred 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.

Segment income from operations is determined based on internal performance measures used by the Chief Executive Officer, who is the chief operating decision maker, to assess the performance of each business in a given period and to make decisions as to resource allocations. In connection with that assessment, the Chief Executive Officer may exclude matters such as charges for stock-based compensation and certain other acquisition-related charges and balances, technology and product development costs, certain gains and losses from dispositions, and litigation settlements or other charges. Certain general and administrative costs such as human resources, information technology, marketing and training are allocated to the segments. Segment income from operations also excludes interest and other financial charges and income taxes. Corporate and other assets are comprised principally of cash, deposits, property, plant and equipment, domestic deferred taxes, deferred charges and other assets. Corporate loss from operations consists of depreciation on the corporate office facilities and equipment, administrative charges related to corporate personnel and other charges that cannot be readily identified for allocation to a particular segment.

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

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011

Revenues				
Services	$ 105,213	$ 96,909	$ 187,610	$ 172,598
International	26,777	11,857	51,206	21,630
Products and Systems	8,439	9,092	17,973	16,605
Corporate and eliminations	(2,700)	(3,638)	(5,673)	(5,166)
	$ 137,729	$ 114,220	$ 251,116	$ 205,667

Revenues by segment include intercompany transactions, which are eliminated in Corporate and eliminations. The Services segment had sales to other operating segments of $1.1 million and $1.6 million for the three months ended November 30, 2012 and 2011, respectively. For the six months ended November 30, 2012 and 2011, the Services segment sales to other operating segments totaled $2.2 million and $1.8 million, respectively.

The International segment had sales to other operating segments of $0.1 million and $0.2 million for the three months ended November 30, 2012 and 2011. For the six months ended November 30, 2012 and 2011, the International segment sales to other operating segments totaled $0.3 million and $0.3 million, respectively.

The Products and Systems segment had sales to other operating segments of $1.4 million and $2.1 million for the three months ended November 30, 2012 and 2011, respectively. For the six months ended November 30, 2012 and 2011, the Products and Systems segment sales to other operating segments totaled $3.1 million and $3.4 million, respectively.

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Gross profit				
Services	$ 30,692	$ 27,053	$ 51,632	$ 47,361
International	7,299	4,246	14,380	7,677
Products and Systems	3,975	4,263	9,220	8,014
Corporate and eliminations	(61)	(347)	390	(417)
	$ 41,905	$ 35,215	$ 75,622	$ 62,635

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Income from operations				
Services	$ 15,861	$ 13,616	$ 22,684	$ 20,776
International	1,287	1,354	2,882	2,090
Products and Systems	1,771	2,551	4,936	3,562
Corporate and eliminations	(2,913)	(3,450)	(6,504)	(6,386)
	$ 16,006	$ 14,071	$ 23,998	$ 20,042

Operating income by operating segment includes intercompany transactions, which are eliminated in Corporate and eliminations.

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Depreciation and amortization				

Services	$ 4,579	$ 4,298	$ 9,103	$ 8,401
International	1,412	444	2,459	804
Products and Systems	488	480	979	951
Corporate and eliminations	(17)	23	(40)	68
	$ 6,462	$ 5,245	$ 12,501	$ 10,224

	November 30, 2012	May 31, 2012
Intangible assets, net		
Services	$ 15,294	$ 17,180
International	32,288	6,390
Products and Systems	9,831	10,095
Corporate and eliminations	788	804
	$ 58,201	$ 34,469

	November 30, 2012	May 31, 2012
Goodwill		
Services	$ 59,001	$ 58,746
International	44,733	24,481
Products and Systems	13,592	13,592
	$ 117,326	$ 96,819

	November 30, 2012	May 31, 2012
Long-lived assets		
Services	$ 118,301	$ 120,846
International	101,763	47,825
Products and Systems	23,929	24,242
Corporate and eliminations	1,330	1,902
	$ 245,323	$ 194,815

	November 30, 2012	May 31, 2012
Total assets		
Services	$ 201,121	$ 204,209
International	143,609	82,579
Products and Systems	35,568	43,914
Corporate and eliminations	729	(886)
	$ 381,027	$ 329,816

Revenues by geographic area for the three and six months ended November 30, 2012 and 2011, respectively, were as follows:

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Revenues				
United States	$ 91,506	$ 91,323	$ 166,644	$ 162,799
Other Americas	20,195	11,059	33,120	20,857
Europe	22,231	8,476	38,908	14,076
Asia-Pacific	3,797	3,362	12,444	7,935

	$ 137,729	$ 114,220	$ 251,116	$ 205,667

Acquisitions (Tables)	6 Months Ended Nov. 30, 2012

Acquisitions

Summary of estimated fair value of assets acquired and liabilities assumed at the date of acquisition

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition for the Company's fiscal 2013 acquisitions:

Number of entities		1
Cash paid	$	28,289
Subordinated notes issued		7,715
Contingent consideration		7,501
Purchase price	$	43,505
Current liabilities assumed, net	$	(104)
Debt and other long-term liabilities		(4,004)
Property, plant and equipment		8,161
Deferred tax liability		(8,375)
Intangibles, primarily customer relationships		27,000
Goodwill		20,827
Net assets acquired	$	43,505

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition for the Company's fiscal 2012 acquisitions that have not yet been finalized:

Number of entities		4
Cash paid	$	9,171
Subordinated notes issued		904
Contingent consideration		1,197
Purchase price	$	11,272
Current assets acquired, net	$	1,025
Debt and other long-term liabilities		(35)
Property, plant and equipment		1,204
Deferred tax liability		(529)
Intangibles, primarily customer relationships		3,446
Goodwill		6,161
Net assets acquired	$	11,272

Schedule of pro forma information of the results of operations

The pro forma information is presented for informational purposes only and is not necessarily indicative of the results of operations that actually would have been achieved had the acquisition been consummated as of that time (unaudited, in thousands):

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Revenues	$ 156,289	$ 143,429	$ 281,241	$ 264,715
Income from operations	$ 16,939	$ 12,784	$ 24,631	$ 16,941

Property, Plant and Equipment, net (Details) (USD $)	3 Months Ended		6 Months Ended		
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012
Property, Plant and Equipment, net					
Property, plant and equipment, gross	$ 145,336,000		$ 145,336,000		$ 130,698,000
Accumulated depreciation and amortization	(75,540,000)		(75,540,000)		(67,171,000)
Property, plant and equipment, net	69,796,000		69,796,000		63,527,000
Depreciation expense	4,600,000	3,900,000	9,000,000	7,500,000	
Land					
Property, Plant and Equipment, net					
Property, plant and equipment, gross	2,097,000		2,097,000		1,892,000
Building and improvements					
Property, Plant and Equipment, net					
Property, plant and equipment, gross	21,633,000		21,633,000		16,950,000
Building and improvements | Minimum					
Property, Plant and Equipment, net					
Useful Life			30 years		
Building and improvements | Maximum					
Property, Plant and Equipment, net					
Useful Life			40 years		
Office furniture and equipment					
Property, Plant and Equipment, net					
Property, plant and equipment, gross	7,460,000		7,460,000		6,760,000
Office furniture and equipment | Minimum					
Property, Plant and Equipment, net					
Useful Life			5 years		
Office furniture and equipment | Maximum					
Property, Plant and Equipment, net					
Useful Life			8 years		
Machinery and equipment					
Property, Plant and Equipment, net					
Property, plant and equipment, gross	$ 114,146,000		$ 114,146,000		$ 105,096,000
Machinery and equipment | Minimum					
Property, Plant and Equipment, net					
Useful Life			5 years		
Machinery and equipment | Maximum					
Property, Plant and Equipment, net					
Useful Life			7 years		

Consolidated Statements of Comprehensive Income (USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Consolidated Statements of Comprehensive Income				
Net income	$ 9,186	$ 7,918	$ 13,477	$ 11,112
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	1,517	(1,062)	(514)	(1,375)
Other comprehensive income (loss)	1,517	(1,062)	(514)	(1,375)
Comprehensive income	10,703	6,856	12,963	9,737
Comprehensive (income) loss attributable to noncontrolling interests	(23)	38	(33)	72
Foreign currency translation adjustments		4		7
Comprehensive income attributable to Mistras Group, Inc.	$ 10,680	$ 6,898	$ 12,930	$ 9,816

Capitalization	6 Months Ended Nov. 30, 2012

Capitalization

Capitalization

3. Capitalization

Common Stock

Dividends on common stock will be paid when, and if, declared by the board of directors. Each holder of common stock is entitled to vote on all matters and is entitled to one vote for each share held.

Equity Awards

In September 2009, the Company's board of directors and shareholders adopted and approved the 2009 Long-Term Incentive Plan (the 2009 Plan), which became effective upon the closing of the IPO. Awards may be in the form of stock options, restricted stock units and other forms of stock-based incentives, including stock appreciation rights and deferred stock rights. The term of each incentive and non-qualified stock option is ten years. Vesting generally occurs over a period of four years, the expense for which is recorded on a straight-line basis over the requisite service period. The 2009 Plan allows for the grant of awards of up to approximately 2,286,000 shares of common stock, of which 1,440,000 shares were available for future grants as of November 30, 2012. Prior to the Company's IPO in October 2009, the Company had two stock option plans: (i) the 1995 Incentive Stock Option and Restricted Stock Purchase Plan (the 1995 Plan), and (ii) the 2007 Stock Option Plan (the 2007 Plan). No additional awards may be granted from these two plans. As of November 30, 2012, there was an aggregate of approximately 2,504,000 stock options outstanding and approximately 566,000 unvested restricted stock units outstanding under the 2009 Plan, the 2007 Plan, and the 1995 Plan.

No stock options were granted during the three or six month periods ended November 30, 2012 or 2011.

The Company recognized stock-based compensation expense related to stock option awards of approximately $0.8 million and $0.9 million for the three months ended November 30, 2012 and 2011. For the six months ended November 30, 2012 and 2011, the Company recognized stock-based compensation expense related to stock options of $1.6 million and $1.7 million, respectively. As of November 30, 2012, there was approximately $2.2 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 approximately 0.7 years. Cash proceeds from and the aggregate intrinsic value of stock options exercised during the three and six months ended November 30, 2012 and 2011 were as follows:

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Cash proceeds from options exercised	$ 252	$ 1,268	$ 351	$ 1,325

Aggregate intrinsic value of options exercised	$ 359	$ 3,026	$ 485	$ 3,062

The Company also recognized approximately $0.8 million and $0.5 million during the three months ended November 30, 2012 and 2011, respectively, in stock-based compensation expense related to restricted stock unit awards. For the six months ended November 30, 2012 and 2011, the Company recognized stock-based compensation expense related to restricted stock unit awards of $1.4 million and $0.7 million, respectively. As of November 30, 2012, there was approximately $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 3.0 years.

In June 2012, the Company granted approximately 13,000 shares of fully-vested common stock to its five non-employee directors, in connection with its non-employee director compensation plan. These shares had a grant date fair value of approximately $0.3 million, which was recorded as stock-based compensation expense during the six months ended November 30, 2012. In October 2011, the Company granted approximately 9,000 shares of fully-vested common stock to its five non-employee directors, in connection with its non-employee director compensation plan. These shares had a grant date fair value of approximately $0.2 million, which was recorded as stock-based compensation expense during the three and six months ended November 30, 2011.

During the six months ended November 30, 2012 and 2011, approximately 123,000 and 52,000 restricted stock units vested, respectively. The fair value of these units was $1.9 million and $0.5 million, respectively. Upon vesting, restricted stock units are generally net share-settled to cover the required withholding tax and the remaining amount is converted into an equivalent number of shares of common stock. The restricted stock units that vested in the first six months of fiscal 2013 and 2012 were net-share settled such that the Company withheld shares with value equivalent to the employees’ minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. The Company withheld approximately 37,000 and 16,000 shares in the first six months of fiscal 2013 and 2012, respectively. The shares withheld were based on the value of the restricted stock units on their vesting date as determined by the Company’s closing stock price. Total payments for the employees’ tax obligations to the taxing authorities were $0.8 million and $0.3 million and are reflected as a financing activity within the consolidated statements of cash flows for the six months ended November 30, 2012 and 2011, respectively. These net-share settlements had the effect of share repurchases by the Company as they reduced and retired the number of shares that would have otherwise been issued as a result of the vesting and did not represent an expense to the Company.

Accounts Receivable, net (Tables)	6 Months Ended Nov. 30, 2012
Accounts Receivable, net	
Schedule of accounts receivable	

	November 30, 2012	May 31, 2012
Trade accounts receivable	$ 108,332	$ 106,821
Allowance for doubtful accounts	(2,431)	(2,306)
Total	$ 105,901	$ 104,515

Acquisitions (Details) (USD $)	1 Months Ended	3 Months Ended		6 Months Ended		12 Months Ended
	Sep. 30, 2012	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012 item	Nov. 30, 2011	May 31, 2012 item
Estimated fair value of the assets acquired and liabilities assumed						
Contingent consideration		$ 3,615,000		$ 3,615,000		$ 2,371,000
Other acquisition information						
Acquisition-related costs		(160,000)	(339,000)	(339,000)	(339,000)	
Series of Individually Immaterial Business Acquisitions						
Acquisitions						
Term over which the subordinated notes are payable	3 years					
Number of businesses acquired that met the definition of "acquisitions of businesses" under the provisions of FASB Accounting Standards Codification (ASC) 805-10-20						4
Percentage of common stock acquired	100.00%	100.00%		100.00%		
Period over which potential acquisition-related contingent consideration would be payable				5 years		
Potential acquisition-related contingent consideration, high end of range		12,900,000		12,900,000		
Estimated fair value of the assets acquired and liabilities assumed						
Number of entities				1		4
Cash paid	28,300,000	28,289,000		28,289,000		9,171,000
Subordinated notes issued	7,700,000	7,715,000		7,715,000		904,000
Contingent consideration	7,500,000	7,501,000		7,501,000		1,197,000
Purchase price		43,505,000		43,505,000		11,272,000
Current liabilities assumed, net		(104,000)		(104,000)		1,025,000
Debt and other long-term liabilities		(4,004,000)		(4,004,000)		(35,000)
Property, plant and equipment		8,161,000		8,161,000		1,204,000
Deferred tax liability		(8,375,000)		(8,375,000)		(529,000)
Intangibles, primarily customer relationships		27,000,000		27,000,000		3,446,000
Goodwill		20,827,000		20,827,000		6,161,000
Net assets acquired		43,505,000		43,505,000		11,272,000

Revenues and income from operations included in the consolidated statement of operations				
Revenues	6,400,000		6,400,000	
Income from operations	600,000		600,000	
Pro forma information of the results of operations				
Revenues	156,289,000	143,429,000	281,241,000	264,715,000
Income from operations	16,939,000	12,784,000	24,631,000	16,941,000
Other acquisition information				
Acquisition-related costs	200,000	400,000	900,000	400,000
Net decrease in acquisition-related contingent consideration liabilities	400,000	700,000	1,200,000	700,000
Fair value of contingent consideration liabilities	18,400,000	4,800,000	18,400,000	4,800,000
Net increase in income from operations	$ 400,000	$ 700,000	$ 1,200,000	$ 700,000
Series of Individually Immaterial Business Acquisitions | Minimum				
Estimated fair value of the assets acquired and liabilities assumed				
Amortization period of intangible assets acquired			2 years	
Series of Individually Immaterial Business Acquisitions | Maximum				
Estimated fair value of the assets acquired and liabilities assumed				
Amortization period of intangible assets acquired			12 years	

Subsequent Event	6 Months Ended Nov. 30, 2012

Subsequent Event

Subsequent Event

13. Subsequent Event

Subsequent to November 30, 2012, the Company completed acquisitions of two asset protection businesses, one located in France and one in Canada, to continue its market expansion strategy. The Company's cash outlay for these two acquisitions was approximately $6.6 million. In addition to the cash consideration, the agreement for one of the acquisitions allows for contingent consideration to be earned based upon the acquired company achieving specific performance metrics over the next three years of operation. The Company is in the process of completing the preliminary purchase price allocation. These acquisitions were not individually or in the aggregate significant and no pro forma information has been included.