

AIR INDUSTRIES GROUP  
Form 4  
April 12, 2017

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TAGLICH MICHAEL N

(Last) (First) (Middle)

C/O TAGLICH BROTHERS,  
INC., 790 NEW YORK AVENUE,  
SUITE 209

(Street)

HUNTINGTON, NY 11743

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AIR INDUSTRIES GROUP [AIRI]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 06/29/2016                           |  | M                              |   | 3,000   | A  | \$ 2.95                           |
| Common Stock                    |                                      |  |                                |   |   |  | 360,497                           |
| Common Stock                    |                                      |  |                                |   |   |  | 17,990                            |
| Common Stock                    |                                      |  |                                |   |   |  | 12,746                            |
|                                 |                                      |  |                                |   |   |  | D                                 |
|                                 |                                      |  |                                |   |   |  | I                                 |
|                                 |                                      |  |                                |   |   |  | I                                 |
|                                 |                                      |  |                                |   |   |  | See Note (1)                      |
|                                 |                                      |  |                                |   |   |  | See Note (2)                      |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date |   |                            |
| Stock Options                              | \$ 6   | 09/10/2012                           |  | A                              | 3,000   | 09/10/2012   | 09/10/2017      | Common Stock  | 3,000                      |
| Stock Options                              | \$ 6   | 04/23/2013                           |  | A                              | 750   | 04/23/2013   | 04/23/2018      | Common Stock  | 750                        |
| Stock Options                              | \$ 7.86  | 09/30/2013                           |  | A                              | 750   | 09/30/2013   | 09/30/2018      | Common Stock  | 750                        |
| Stock Options                              | \$ 8.98  | 12/31/2013                           |  | A                              | 750   | 12/31/2013   | 12/31/2018      | Common Stock  | 750                        |
| Stock Options                              | \$ 9.38  | 03/31/2014                           |  | A                              | 750   | 03/31/2014   | 03/31/2019      | Common Stock  | 750                        |
| Stock Options                              | \$ 11.73   | 05/16/2014                           |  | A                              | 750   | 05/16/2014   | 05/15/2019      | Common Stock  | 750                        |
| Stock Options                              | \$ 9.24  | 08/21/2014                           |  | A                              | 750   | 08/21/2014   | 08/20/2019      | Common Stock  | 750                        |
| Stock Options                              | \$ 10.26   | 11/24/2014                           |  | A                              | 1,750   | 11/24/2014   | 11/23/2019      | Common Stock  | 1,750                      |
| Stock Options                              | \$ 10.05   | 04/06/2015                           |  | A                              | 3,000   | (3)  | 04/05/2020      | Common Stock  | 3,000                      |
| Stock Options                              | \$ 4.64  | 06/02/2016                           |  | A                              | 3,000   | (4)  | 06/01/2021      | Common Stock  | 3,000                      |
| Convertible Notes                          | \$ 2.25  | 02/28/2017                           |  | J <sup>(5)</sup>               | \$ 21,480   | 11/23/2016   | 11/30/2018      | Common Stock  | 9,500                      |
| Convertible Notes                          | \$ 2.63  | 02/28/2017                           |  | J <sup>(5)</sup>               | \$ 6,805  | 12/22/2016   | 11/30/2018      | Common Stock  | 2,500                      |
| Series A Preferred Stock                   | \$ 4.92  | 03/15/2017                           |  | J <sup>(6)</sup>               | 10,414  | 05/26/2016   | (7)             | Common Stock  | 5,100                      |
| Convertible Notes                          | \$ 2.25  | 11/23/2016                           |  | J <sup>(8)</sup>               | \$ 112,000  | 11/23/2016   | 11/30/2018      | Common Stock  | 49,700                     |

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|                   |             |            |                   |           |            |            |              |      |
|-------------------|-------------|------------|-------------------|-----------|------------|------------|--------------|------|
| Convertible Notes | \$ 2.63     | 12/22/2016 | J <sup>(9)</sup>  | \$ 94,000 | 12/22/2016 | 11/30/2018 | Common Stock | 35,7 |
| Convertible Notes | <u>(10)</u> | 02/28/2017 | J <sup>(11)</sup> | \$ 4,538  | 11/23/2016 | 11/30/2018 | Common Stock | 1,8  |
| Convertible Notes | \$ 3.71     | 02/07/2017 | J <sup>(12)</sup> | \$ 20,000 | 02/07/2017 | 01/31/2019 | Common Stock | 5,3  |
| Convertible Notes | \$ 3.25     | 02/17/2017 | J <sup>(13)</sup> | \$ 60,000 | 02/17/2017 | 01/31/2019 | Common Stock | 18,4 |
| Convertible Notes | \$ 3.3      | 03/08/2017 | J <sup>(14)</sup> | \$ 44,400 | 03/08/2017 | 01/31/2019 | Common Stock | 13,4 |
| Convertible Notes | \$ 3.78     | 03/15/2017 | J <sup>(15)</sup> | \$ 43,600 | 03/15/2017 | 01/31/2019 | Common Stock | 11,5 |
| Convertible Notes | \$ 4        | 03/22/2017 | J <sup>(16)</sup> | \$ 8,000  | 03/22/2017 | 01/31/2019 | Common Stock | 2,0  |
| Warrants          | \$ 6.3      | 06/22/2012 | J <sup>(17)</sup> | 31,190    | 06/22/2012 | 06/22/2017 | Common Stock | 31,1 |
| Warrants          | \$ 8.72     | 01/01/2014 | A                 | 10,000    | 04/01/2014 | 12/31/2019 | Common Stock | 10,0 |
| Warrants          | \$ 5        | 08/19/2016 | P                 | 61,817    | 08/19/2016 | 07/31/2021 | Common Stock | 61,8 |
| Warrants          | \$ 6.15     | 10/13/2016 | J <sup>(17)</sup> | 16,500    | 11/27/2016 | 05/26/2021 | Common Stock | 16,5 |
| Warrants          | \$ 6.15     | 10/13/2016 | J <sup>(17)</sup> | 19,300    | 09/01/2016 | 07/31/2021 | Common Stock | 19,3 |
| Warrants          | \$ 3        | 11/23/2016 | P                 | 88,889    | 11/23/2016 | 11/30/2021 | Common Stock | 88,8 |
| Warrants          | \$ 3        | 12/22/2016 | P                 | 22,814    | 12/22/2016 | 11/30/2021 | Common Stock | 22,8 |
| Warrants          | \$ 3        | 03/15/2017 | J <sup>(17)</sup> | 19,000    | 11/22/2016 | 11/30/2021 | Common Stock | 19,0 |
| Warrants          | \$ 3        | 03/15/2017 | J <sup>(17)</sup> | 13,000    | 12/22/2016 | 11/30/2021 | Common Stock | 13,0 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TAGLICH MICHAEL N<br>C/O TAGLICH BROTHERS, INC.<br>790 NEW YORK AVENUE, SUITE 209<br>HUNTINGTON, NY 11743 | X             | X         |         |       |

## Signatures

/s/ Michael N.  
Taglich

04/12/2017

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

(1) Represents shares owned by Taglich Brothers, Inc., of which the Reporting Person is Chairman and President.

(2) Owned by Tag/Kent Partners, of which Reporting Person is a General Partner.

(3) Fully vested as of 11/01/2016.

(4) Fully vested as of 01/01/2017.

(5) Represents convertible notes received in lieu of cash payment of accrued interest on February 28, 2017.

(6) Represents shares received in lieu of cash dividends on March 15, 2017.

(7) There is no expiration date.

(8) Represents Issuer's 8% Subordinated Convertible Notes due November 20, 2018 ("2018 Notes") issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2018 Notes in November 2016.

(9) Represents 2018 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2018 Notes in December 2016.

(10) Exercise price is \$2.25 per share as to \$2,430 principal amount of 2018 Notes and \$2.63 per share as \$2,132 principal amount of 2018 Notes issued in lieu of cash payment of accrued interest on the 2018 Notes issued in November and December 2016, respectively.

(11) Represents 2018 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of accrued interest on the 2018 Notes.

(12) Represents Issuer's 8% Subordinated Convertible Notes due January 31, 2019 (the "2019 Notes") issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on February 7, 2017.

(13) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on February 17, 2017.

(14) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on March 8, 2017.

(15) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on March 15, 2017.

(16) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on March 21, 2017.

(17) Assignment of a portion of Placement Agent Warrants, originally issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President.

(18) Represents warrants received by Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, pursuant to Capital Markets Advisory Agreement.

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

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