

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					17,990	I	
Common Stock					12,746	I	

See Note (1)  
See Note (2)

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

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