

AIR T INC
Form 8-K/A
November 20, 2018
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 4, 2018

Air T, Inc.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---------------------------------------------------------------|-------------------------------------------|-------------------------------------------------------|
| Delaware (State or Other Jurisdiction of Incorporation) | 001-35476 (Commission File Number) | 52-1206400 (I.R.S. Employer Identification No.) |
|---------------------------------------------------------------|-------------------------------------------|-------------------------------------------------------|

5930 Balsom Ridge Road

Denver, North Carolina 28037
(Address of Principal Executive Offices)

(Zip Code)

(828) 464-8741
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former name or former address, if changed from last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This Form 8-K/A is being filed as an amendment (“Amendment No. 2”) to the Current Report on Form 8-K filed by Air T, Inc. (the “Company”) on May 9, 2018 (the “Original Filing”) and the amendment filed on July 18, 2018 (“Amendment No. 1”). The Original Filing reported, among other things, the completion by the Company of its acquisition of substantially all of the assets and assumed certain liabilities of Worthington Aviation Parts, Inc. (“Worthington”) on May 4, 2018. Amendment No. 1 amended the Original Filing to include the financial statements and pro forma financial information required under Item 9.01 of Form 8-K. This Amendment No. 2 amends the Original Filing and Amendment No. 1 to include additional pro forma financial information required under Item 9.01 of Form 8-K.

Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined statement of income (loss) for the six-months ended September 30, 2018, and the accompanying notes thereto, are filed as Exhibit 99.2 to this Amendment No. 2 and incorporated herein by reference.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.2 | <u>Unaudited pro forma condensed combined statement of income (loss) for the six-months ended September 30, 2018, and the accompanying notes thereto</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 20, 2018 **AIR T, INC.**

By: /s/ Brett Reynolds
Name: Brett Reynolds
Title: Chief Financial Officer

AIR T, INC.

CURRENT REPORT ON FORM 8-K

EXHIBIT INDEX

| Exhibit No. | Description | Method of Filing |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 99.2 | Unaudited pro forma condensed combined statement of income (loss) for the six-months ended September 30, 2018, and the accompanying notes thereto | Filed electronically herewith |

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