

TAGLICH ROBERT
Form 4
May 22, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 ROBERT

2. Issuer Name and Ticker or Trading Symbol
AIR INDUSTRIES GROUP [AIRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

790 NEW YORK AVENUE, SUITE 209

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2018

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HUNTINGTON, NY 11743

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Amount | | |
| | | | | (D) | Price | | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------|------------------------------|------------------|--|--------|------------------|-----------------|--------------|----------------------------|
| | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code V | | | | |
| Warrants | \$ 3 | 12/22/2016 | P | 15,029 | 12/22/2016 | 11/30/2021 | Common Stock | 15,029 |
| Warrants | \$ 3.71 | 02/07/2017 | P | 19,230 | 02/07/2017 | 01/31/2022 | Common Stock | 19,230 |
| Warrants | \$ 3.3 | 03/15/2017 | P | 7,692 | 03/08/2017 | 01/31/2022 | Common Stock | 7,692 |
| Warrants | \$ 3 | 03/15/2017 | J ⁽²⁾ | 15,344 | 11/22/2016 | 11/30/2021 | Common Stock | 15,344 |
| Warrants | \$ 3 | 03/15/2017 | J ⁽²⁾ | 12,540 | 12/22/2016 | 11/30/2021 | Common Stock | 12,540 |
| Warrants | \$ 4.45 | 03/15/2017 | J ⁽²⁾ | 7,500 | 02/17/2017 | 01/31/2022 | Common Stock | 7,500 |
| Warrants | \$ 3.3 | 03/15/2017 | J ⁽²⁾ | 4,374 | 03/08/2017 | 01/31/2022 | Common Stock | 4,374 |
| Warrants | \$ 3.78 | 03/15/2017 | J ⁽²⁾ | 4,306 | 03/15/2017 | 01/31/2022 | Common Stock | 4,306 |
| Warrants | \$ 4 | 03/21/2017 | J ⁽²⁾ | 869 | 03/21/2017 | 01/31/2022 | Common Stock | 869 |
| Warrants | \$ 1.5 ⁽³⁾ | 05/12/2017 | P | 93,279 | 05/12/2017 | 05/12/2022 | Common Stock | 93,279 |
| Warrants | \$ 1.5 | 11/29/2017 | P | 24,000 | 11/29/2017 | 11/30/2022 | Common Stock | 24,000 |
| Warrants | \$ 5 | 08/19/2016 | P | 2,436 | 08/19/2016 | 07/31/2021 | Common Stock | 2,436 |
| Warrants | \$ 8.72 | 01/01/2014 | A | 10,000 | 04/01/2014 | 12/31/2019 | Common Stock | 10,000 |
| Warrants | \$ 3.3 | 03/15/2017 | J ⁽⁵⁾ | 3,416 | 03/08/2017 | 01/31/2022 | Common Stock | 3,416 |
| Warrants | \$ 3.78 | 03/15/2017 | J ⁽⁵⁾ | 3,354 | 03/15/2017 | 01/31/2022 | Common Stock | 3,354 |
| Warrants | \$ 4 | 03/21/2017 | J ⁽⁵⁾ | 615 | 03/21/2017 | 01/31/2022 | Common Stock | 615 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TAGLICH ROBERT 790 NEW YORK AVENUE, SUITE 209 HUNTINGTON, NY 11743 | X | X | | |

Signatures

/s/ Robert F.
Taglich

05/22/2018

**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) Custodian for children under NY UGMA.
- (2) Assignment of a portion of Placement Agent Warrants originally issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director.
- (3) Exercise price was reduced from \$2.49 to \$1.50 per share, the public offering price of the Issuer's common stock in the Issuer's public offering which closed on July 12, 2017, pursuant to the terms of the warrant.
- (4) Represents warrants received by Taglich Brothers, Inc., of which the Reporting Person is Managing Director, pursuant to Capital Markets Advisory Agreement.
- (5) Represents warrants received by Taglich Brothers, Inc., of which the Reporting Person is Managing Director, which acted as placement agent for the sale of Issuer's 2019 Notes in March 2017, in lieu of cash payment of commissions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.