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

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**Air Industries Group**  
(Exact Name of Registrant as Specified in Its Charter)

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**Nevada**

(State or Other Jurisdiction of  
Incorporation or Organization)

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**80-0948413**

(I.R.S. Employer  
Identification No.)

**1460 Fifth Avenue, Bay Shore, New York 11706**  
(Address of Principal Executive Offices)

**2022 Equity Incentive Plan**  
(Full Title of the Plan)

**Luciano Melluzzo**  
**President and Chief Executive Officer**  
**Air Industries Group**  
**1460 Fifth Avenue**  
**Bay Shore, New York 11706**  
**(631) 968-5000**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

*Copy to:*

**Vincent J. McGill, Esq.**  
**Ellenoff Grossman & Schole LLP**  
**1345 Avenue of the Americas**  
**New York, New York 10105**  
**(516) 220-6569**

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.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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#### EXPLANATORY NOTE

At the 2023 annual meeting of shareholders of Air Industries Group (the “Registrant”), the Company’s shareholders approved an amendment to the Air Industries Group 2022 Equity Incentive Plan (the “Plan”) which, among other things, increased the number of shares of the Company’s common stock, par value \$.001 per share, available for issuance under the Plan from 100,000 to 350,000 shares. This Registration Statement on Form S-8 relates to the additional 250,000 shares of common stock available for issuance under the Plan. The Company hereby incorporates by reference into this Registration Statement the contents of the prior registration statements on Form S-8 relating to the Plan, filed with the Securities and Exchange Commission (the “SEC”) on May 6, 2022 (File No. 333-264738).

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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information required by this Part I is omitted from this registration statement in accordance with rules and regulations under the Securities Act of 1933, as amended ("Securities Act"), and the Note to Part I of Form S-8. The documents containing the information specified in this Part I will be sent or given to employees, officers, directors, or others as specified by Rule 428(b)(1) under the Securities Act. Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

Air Industries Group (the “Registrant”) hereby incorporates by reference in this Registration Statement the following documents filed with the Commission:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed on May 15, 2023;
- (b) Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023 (filed on [August 11, 2023](#)), June 30, 2023 (filed on [August 18, 2023](#)) and September 30, 2023 (filed on [December 6, 2023](#));
- (c) Current Reports on Form 8-K filed on [February 27, 2023](#) (Items 7.01 and 9.01); [April 3, 2023](#) (Items 7.01 and 9.01); [April 4, 2023](#) (Item 7.01); [April 20, 2023](#) (Items 2.02 and 9.01); [April 25, 2023](#) (Items 3.01, 7.01 and 9.01); [April 27, 2023](#) (Items 7.01 and 9.01); [May 2, 2023](#) (Items 7.01 and 9.01); [May 18, 2023](#) (Items 7.01 and 9.01); [May 30, 2023](#) (Items 3.01, 7.01 and 9.01); [July 10, 2023](#) (Items 2.02 and 9.01); [July 12, 2023](#) (Items 7.01 and 9.01); [August 8, 2023](#) (Items 2.02 and 9.01); [August 10, 2023](#) (Items 1.01 and 9.01); [September 8, 2023](#) (Items 7.01 and 9.01); [September 18, 2023](#) (Item 5.07); [October 19, 2023](#), (Items 5.02 and 9.01), [November 27, 2023](#) (Items 1.01 and 9.01); [November 29, 2023](#) (Items 3.01, 7.01 and 9.01); and [December 7, 2023](#) (Items 2.02 and 9.01);
- (d) Definitive Proxy Statement filed on [Schedule 14A](#) on August 4, 2023;
- (e) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since December 31, 2022; and
- (f) The description of the Registrant’s Common Stock contained in its Registration Statement on [Form 10](#) filed with the Commission on October 2, 2012, and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof (excluding any portions of such documents that are furnished under Item 2.02 or Item 7.01 of a current report on Form 8-K and any exhibits included with such Items), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities offered hereby then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. DESCRIPTION OF SECURITIES

Not applicable.

#### Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

## Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 78.138 of the Nevada Revised Statutes (“NRS”) provides that a director or officer will not be individually liable unless it is proven that (i) the director's or officer's acts or omissions constituted a breach of his or her fiduciary duties, and (ii) such breach involved intentional misconduct, fraud or a knowing violation of the law.

Article 9 of our Articles of Incorporation (“Limitation on Liability”) provides as follows:

“Unless otherwise provided by law, a director or officer is not individually liable to the Corporation or its stockholders or creditors for any damages as a result of any act or failure to act in his individual capacity as a director or officer unless it is proven that his act or failure to act constituted a breach of his fiduciary duties as a director or officer and his breach of those duties involved intentional misconduct, fraud, or a knowing violation of law. If the NRS is amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the NRS as so amended from time to time. Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director or officer of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.”

Section 78.752 of the NRS permits a company to indemnify its directors and officers against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with a threatened, pending or completed action, suit or proceeding if the officer or director (i) is not liable pursuant to NRS 78.138 or (ii) acted in good faith and in a manner the officer or director reasonably believed to be in or not opposed to the best interests of the corporation and, if a criminal action or proceeding, had no reasonable cause to believe the conduct of the officer or director was unlawful.

Section 78.751 of NRS permits a Nevada company to indemnify its officers and directors against expenses incurred by them in defending a civil or criminal action, suit or proceeding as they are incurred and in advance of final disposition thereof, upon receipt of an undertaking by or on behalf of the officer or director to repay the amount if it is ultimately determined by a court of competent jurisdiction that such officer or director is not entitled to be indemnified by the company. Section 78.751 of NRS further permits the company to grant its directors and officers additional rights of indemnification under its articles of incorporation or bylaws or otherwise.

Section 78.752 of NRS provides that a Nevada company may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the company, or is or was serving at the request of the company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the company has the authority to indemnify him against such liability and expenses.

Article 10 of our Articles of Incorporation (“Indemnification”) provides as follows:

“Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by the reason of the fact that he or she, or a person with whom he or she is a legal representative, is or was a director or officer of the Corporation, or who is serving at the request of the Corporation as a director or officer of another corporation, or is a representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in a settlement) reasonably incurred or suffered by him or her in connection therewith. The right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil suit or proceeding must be paid by the Corporation as incurred and in advance of the final disposition of the action, suit, or proceeding, under receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right of such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this article.

Without limiting the application of the foregoing, the Board of Directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase or maintain insurance on behalf of any person who is or was a director or officer of the corporation or who is serving at the request of the corporation as an officer, director or representative of any other entity or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

Any repeal or modification of the above provisions of this Article, approved by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer of the corporation existing as of the time of such repeal or modification. In the event of any conflict between the above indemnification provisions, and any other Article of the Articles, the terms and provisions of this Article shall control.”

The Company maintains a director and officer insurance policy on behalf of any person who is or was a director or officer of the Company. Under such insurance policy, the directors and officers of the Company are insured, within the limits and subject to the limitations of the policy, against certain expenses in connection with the defense of certain claims, actions, suits or proceedings, and certain liabilities which might be imposed as a result of such claims, actions, suits or proceedings, which may be brought against them by reason of being or having been such directors or officers.

Insofar as indemnification by us for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling the company pursuant to provisions of our articles of incorporation and bylaws, or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification by such director, officer or controlling person of us in the successful defense of any action, suit or proceeding is asserted by such director, officer or controlling person in connection with the securities being offered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

#### Item 8. EXHIBITS

<b>Exhibit No.</b>	<b>Description</b>
5.1*	<a href="#">Opinion of Ellenoff Grossman &amp; Schole LLP</a>
10.1**	<a href="#">2022 Equity Incentive Plan (As amended and Restated as of May 23, 2023)</a>
23.1*	<a href="#">Consent of Rotenberg Meril Solomon Bertiger &amp; Guttilla, P.C., independent registered public accounting firm</a>
23.2*	<a href="#">Consent of Marcum LLP, independent registered public accounting firm</a>
23.3	<a href="#">Consent of Ellenoff Grossman &amp; Schole LLP (included in Exhibit 5.1).</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith

\*\* Incorporated by reference to Definitive Proxy Statement filed on Schedule 14A on August 4, 2023.

Item 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the Plan not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Bay Shore, New York, on December 13, 2023.

### AIR INDUSTRIES GROUP

By: /s/ Luciano Melluzzo  
Luciano Melluzzo  
President and Chief Executive Officer  
(principal executive officer)

By: /s/ Scott Glassman  
Scott Glassman  
Chief Financial Officer  
(principal financial and accounting officer)

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Luciano Melluzzo and Scott Glassman, jointly and severally, as his or her true and lawful attorneys-in-fact, each with full power of substitution and re-substitution, for him or her, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that each of said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.



Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons on December 13, 2023 in the capacities indicated.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Luciano Melluzzo</u> Luciano Melluzzo	President and CEO (principal executive officer)
<u>/s/ Scott Glassman</u> Scott Glassman	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Michael N. Taglich</u> Michael N. Taglich	Director
<u>/s/ Michael Porcelain</u> Michael Porcelain	Director
<u>/s/ Robert F. Taglich</u> Robert F. Taglich	Director
<u>/s/ David J. Buonanno</u> David J. Buonanno	Director
<u>/s/ Peter Rettaliata</u> Peter Rettaliata	Director
<u>/s/ Michael Brand</u> Michael Brand	Director



1345 Avenue of the Americas  
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Telephone: (212) 370-1300  
Facsimile: (212) 370-7889  
www.egslp.com

December 13, 2023

Air Industries Group  
1460 Fifth Avenue  
Bay Shore, New York 11706

Re: Air Industries Group  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Air Industries Group, a Nevada corporation ("AIG"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of AIG's Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act") relating to the registration of 250,000 additional shares (the "Shares") of AIG's common stock, par value \$0.001 per share, issuable pursuant to the Air Industries Group 2022 Equity Incentive Plan (As amended and Restated) (the "Plan").

In connection with this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Articles of Incorporation of AIG, as amended to date, (ii) the Bylaws of AIG, (iii) the Plan, (iv) the Registration Statement, and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of AIG, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of AIG and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plan, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Nevada and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

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We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ellenoff Grossman & Schole LLP

Ellenoff Grossman & Schole LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 25, 2022 on our audit of the consolidated financial statements of Air Industries Group and Subsidiaries (the “Company”) as of and for the year ended December 31, 2021, which was included in the Annual Report on Form 10-K of the Company filed May 16, 2023, in this Registration Statement on Form S-8.

Our report on the 2021 consolidated financial statements indicates that we were not engaged to audit, review, or apply any procedures to the adjustments for the correction of the errors described in Note 16 to the financial statements, and accordingly, we do not express an opinion or any other form of assurance about whether such adjustments are appropriate and have been properly applied. Those adjustments were audited by Marcum LLP.

/S/ Rotenberg Meril Solomon Bertiger & Guttilla, P.C.  
Rotenberg Meril Solomon Bertiger & Guttilla, P. C.  
Certified Public Accountants  
Saddle Brook, New Jersey  
December 13, 2023

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of Air Industries Group and Subsidiaries (the “Company”) on Form S-8 of our report dated May 16, 2023 with respect to our audit of the consolidated financial statements of the Company as of December 31, 2022 and for the year then ended, which report was included in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022 filed May 16, 2023.

Our report on the consolidated financial statements contains an explanatory paragraph regarding adjustments described in Note 16 to the consolidated financial statements that were applied to restate the 2021 financial statements to correct errors. We were not engaged to audit, review, or apply any procedures to the 2021 financial statements of the Company other than with respect to the adjustments and, accordingly, we do not express an opinion or any other form of assurance on the 2021 financial statements taken as a whole.

/S/ Marcum LLP  
Marcum LLP  
Saddle Brook, New Jersey  
December 13, 2023

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)AIR INDUSTRIES GROUP  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Other	250,000 <sup>(2)</sup>	\$ 2.97 <sup>(3)</sup>	\$ 742,500	0.00014760	\$ 109.59
	Total Offering Amounts				\$ 742,500		\$ 109.59
	Total Fees Previously Paid						\$ —
	Total Fee Offsets						\$ —
	Net Fee Due						\$ 109.59

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the registration statement on Form S-8 to which this exhibit relates shall also cover any additional shares of the common stock, \$0.001 par value (“Common Stock”), of Air Industries Group that become issuable with respect to the securities identified in the above table, by reason of any stock dividend, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Represents shares of Common Stock to be issued pursuant to the grant, vesting or exercise of awards under the Air Industries Group 2022 Equity Incentive Plan, as amended and restated.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, based on \$2.97, the closing sales price of a share of Common Stock as reported on the NYSE American on December 8, 2023.