SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): November 10, 2026

AIR INDUSTRIES GROUP
(Exact Name of Registrant as Specified in its Charter)

Nevada	**001-35927**	**80-0948413**
State of Incorporation	Commission File Number	IRS Employer I.D. Number

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

Registrant's telephone number: (631) 968-5000

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 communications 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $0.001	AIRI	NYSE American

Indicate by check mark whether the registrant is an emerging growth company 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. ☐

Item 3.03 Material Modification to Rights of Security Holders.

On November 10, 2026, Air Industries Group ("AIR"), announced a reverse stock split (the "Reverse Stock Split") of its authorized, issued and outstanding shares of common stock, par value $0.001 per share, at a ratio of 1-for-5. AIR anticipates that the Reverse Stock Split will be effective at 12:01 a.m., Eastern Time, on November 20, 2026 and that its common stock will begin trading on a split-adjusted basis when the market opens on November 20, 2026. A copy of the press release is filed herewith as Exhibit 99.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Reverse Split

AIR, Tenax Aerospace Acquisition, LLC, a Delaware limited liability company ("Tenax"), and Transitory Air Sub LLC, a Delaware limited liability company and a wholly owned subsidiary of AIR ("Merger Sub"), have entered into an Amended and Restated Agreement and Plan of Merger, dated as of July 2, 2026 (as amended by the Amendment to the Amended and Restated Agreement and Plan of Merger, dated as of July 31, 2026, the "Merger Agreement"). Under Section 341 of the NYSE American Company Guide, if a listed issuer engages in a reverse merger, it will be eligible for continued listing on the NYSE American only if the post-transaction entity meets the standards for initial listing. Companies listed on the NYSE American are subject to initial listing standards that require, among other things, a minimum share price of $4.00 per share under Section 101 of the NYSE American Company Guide. As of July 2, 2026, the trading price of AIR's common stock on the NYSE American was less than $4.00 per share. As a result, AIR agreed that prior to the closing but, assuming the authorized shares proposal provided for in the Merger Agreement is approved at the special meeting of stockholders to be held on November 18, 2026, after the related amendment to the articles of incorporation of AIR to increase the number of authorized shares of AIR common stock from 20 million to 200 million becomes effective, AIR will file a certificate of change with the Nevada Secretary of State to effect, pursuant to NRS 78.207, a reverse stock split of the issued and outstanding shares of AIR common stock at a ratio of one (1) post-split share of AIR common stock for every five (5) pre-split shares of AIR common stock, while simultaneously reducing the number of then authorized shares of AIR common stock under the articles of incorporation of AIR by a corresponding factor, from 200 million to 40 million, with any fractional share of AIR common stock otherwise resulting from the split rounded up to the nearest whole share. Pursuant to NRS 78.207, the AIR Board has the authority to effect such a reverse stock split without stockholder approval. As a result of the reverse stock split, no fractional shares will be issued and any AIR stockholder otherwise entitled to a fractional share will be rounded up to the nearest whole share.

Treatment of Fractional Shares

As a result of the Reverse Stock Split, each five (5) pre-split shares of common stock outstanding will automatically combine into one (1) new share of common stock without any action on the part of the holders, and the number of outstanding shares common stock will be reduced from 4,856,181 shares to 971,237 shares (subject to rounding of fractional shares) prior to the issuance of any shares pursuant to the Merger Agreement.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-reverse stock split shares of the Company's common stock not evenly divisible by 5, will, in lieu of a fractional share, be entitled to have the number of shares rounded up to the nearest whole share. As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split.

Trading Symbol; New CUSIP

After the Reverse Stock Split, the trading symbol for the Company's common stock will continue to be "AIRI." The new CUSIP number for the Company's common stock following the Reverse Stock Split is 00912N 502.

Item 7.01 Regulation FD Disclosure.

On November 10, 2026, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Text of press release dated November 10, 2026, issued by Air Industries Group.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Dated: November 10, 2026

AIR INDUSTRIES GROUP

By: /s/ Scott Glassman
Scott Glassman
Acting Chief Executive Officer
And President

Exhibit 99.1



November 10, 2026 Eastern Standard Time

Air Industries Group Announces 1-for-5 Reverse Stock Split

Bay Shore, N.Y.--(BUSINESS WIRE)--**Air Industries Group (NYSE American: AIRI)**, an integrated Tier 1 manufacturer of precision assemblies and components for mission-critical aerospace and defense applications, and a prime contractor to the U.S. Department of Defense, today announced a reverse stock split of its issued and outstanding common stock, par value $0.001 per share, at a ratio of one (1) post-split share of common stock for every five (5) pre-split shares of common stock, effective as of 12:01 a.m. (Eastern Time) on November 20, 2026 (the "Effective Date").

While the Company noted that forward and reverse stock splits do not change the actual ownership percentages nor have a net effect on the usual valuation yardsticks used by investors, under Section 341 of the NYSE American Company Guide, if a listed issuer engages in a reverse merger, it will be eligible for continued listing on the NYSE American only if the post-transaction entity meets the standards for initial listing. Companies listed on the NYSE American are subject to initial listing standards that require, among other things, a minimum share price of $4.00 per share under Section 101 of the NYSE American Company Guide. The Company noted that the trading price of its common stock on the NYSE American, the exchange on which its common stock is currently listed, is less than $4.00 per share, and there is no assurance it will not be below $4.00 per share at the effective time of the Company's previously announced merger with Tenax Aerospace Acquisition, LLC ("Tenax"), meaning the combined company would fail to meet the standards for initial listing on the NYSE American.

The Company's common stock will begin trading on a split-adjusted basis when the market opens on November 20, 2026. The reverse stock split was authorized by the Company's Board of Directors on November 3, 2026. Pursuant to the laws of the State of Nevada, the Company's state of incorporation, the Company's Board of Directors has the authority to effect a reverse stock split without shareholder approval if the number of authorized shares of common stock and the number of outstanding shares of common stock are proportionally reduced. Prior to the closing of the merger but, assuming the proposal to increase the number of authorized shares of the Company's common stock from 20 million to 200 million is approved at the special meeting of stockholders to be held on November 18, 2026, after the related amendment to the articles of incorporation of the Company becomes effective, the Company will file a certificate of change to its articles of incorporation, as amended, with the Secretary of State of Nevada to effect, pursuant to NRS 78.207, the reverse stock split, while simultaneously reducing the number of then authorized shares of common stock under the articles of incorporation of the Company by a corresponding factor, from 200 million to 40 million.

As a result of the reverse split, each five (5) pre-split shares of common stock outstanding will automatically combine into one (1) new share of common stock without any action on the part of the holders, and the number of outstanding common shares will be reduced from 4,856,181 shares to approximately 971,237 shares.

No fractional shares will be issued as a result of the reverse stock split. Shareholders who otherwise would be entitled to a fractional share because they hold a number of shares not evenly divisible by the 1 (one) for five (5) reverse split ratio, will automatically be entitled to receive an additional fractional share of the Company's common stock to round up to the next whole share.

The Company's transfer agent, Broadridge Corporate Issuer Solutions, LLC, which is also acting as the exchange agent for the reverse split, will send instructions to stockholders of record who hold stock certificates regarding the exchange of their old certificates for new certificates, should they wish to do so. Stockholders who hold their shares in brokerage accounts or "street name" are not required to take action to effect the exchange of their shares.

ABOUT AIR INDUSTRIES GROUP

Air Industries Group (NYSE American: AIRI) is an integrated manufacturer of precision assemblies and components for leading aerospace and defense prime contractors and original equipment manufacturers. The Company is a Tier 1 supplier to aircraft Original Equipment Manufacturers, a Tier 2 subcontractor to major Tier 1 manufacturers, and a Prime Contractor to the U.S. Department of Defense, highly regarded for its expertise in designing and manufacturing parts and assemblies that are vital for flight safety and performance.

Additional information about the Company can be found in its filings with the SEC.

Additional Information and Where to Find It

In connection with the proposed merger with Tenax, the Company has filed with the SEC a registration statement on Form S-4 (File No. 333-297628), which was declared effective on November 4, 2026, and a definitive proxy statement/prospectus, which was first mailed to the Company's stockholders on or about November 6, 2026. Stockholders are urged to read the proxy statement/prospectus and the other relevant documents filed with the SEC because they contain important information about the Company, Tenax and the proposed merger. These documents are available free of charge at www.sec.gov. The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies in connection with the proposed merger; information about them is set forth in the proxy statement/prospectus. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval.

Forward Looking Statements

Certain matters discussed in this press release are 'forward-looking statements' intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. In particular, the Company's statements regarding trends in the marketplace, the timing and effectiveness of the reverse stock split, the proposed merger with Tenax and the continued listing of the Company's common stock on the NYSE American, future revenues, earnings and Adjusted EBITDA, the ability to realize firm backlog and projected backlog, cost cutting measures, potential future results and acquisitions, are examples of such forward-looking statements. The forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the timing of projects due to variability in size, scope and duration, the inherent discrepancy in actual results from estimates, projections and forecasts made by management, regulatory delays, changes in government funding and budgets, and other factors, including general economic conditions, not within the Company's control. The factors discussed herein and expressed from time to time in the Company's filings with the Securities and Exchange Commission could cause actual results and developments to be materially different from those expressed in or implied by such statements. The forward-looking statements are made only as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Contact Information

Air Industries Group
Investor Relations
Scott Glassman – Interim CEO
631.328.7028
Michael Recca - Investor Relations
917.846.1917
ir@airindustriesgroup.com