
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):
July 7, 2017

AIR INDUSTRIES GROUP

(Exact Name of Registrant as Specified in its Charter)

Nevada
State of Incorporation

001-35927
Commission File Number

80-0948413
IRS Employer I.D. Number

360 Motor Parkway, Suite 100, Hauppauge, NY 11788
(Address of Principal Executive Offices)

Registrant's telephone number: (631) 881-4920

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))
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Item 7.01 Regulation FD Disclosure.

On July 7, 2017, Air Industries Group (the “Company”) issued a press release announcing the pricing of its offering of common stock. A copy of the press release is included as Exhibit 99.1 to this report.

The information in this Item 7.01 of this Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed as “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such Section, nor shall it be deemed incorporated by reference in any filing by us under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
<u>99.1</u>	Text of press release dated July 7, 2017 issued by Air Industries Group announcing pricing of the offering of its common stock.

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: July 7, 2017

AIR INDUSTRIES GROUP

By: /s/ Michael E. Recca
Michael E. Recca
Chief Financial Officer



Air Industries Group

Investor Relations Contacts:
Air Industries Group
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FOR IMMEDIATE RELEASE

AIR INDUSTRIES GROUP ANNOUNCES PRICING OF ITS COMMON STOCK

GlobeNewswire July 7, 2017

HAUPPAUGE, NY. – July 7, 2017 (Globe Newswire)– Air Industries Group (NYSE MKT: “Air Industries” or the “Company”), an integrated manufacturer of precision equipment assemblies and components for leading aerospace and defense prime contractors, today announced the pricing of an underwritten public offering of 4,500,000 newly issued shares of its common stock at a price to the public of \$1.50 per share. The gross proceeds to Air Industries from this offering are expected to be approximately \$6.75 million, before deducting underwriting discounts and commissions and other offering expenses payable by the Company. In connection with the offering, Air Industries has granted to the representative of the underwriters a 30-day over-allotment option to purchase up to an additional 675,000 shares of common stock. The offering is expected to close on or about July 12, 2017, subject to customary closing conditions.

Air Industries intends to use the net proceeds received from the sale of the common stock to pay a portion of its outstanding trade payables, redeem a portion of its outstanding convertible notes, and for general corporate purposes, including for working capital.

Roth Capital Partners is acting as the sole book-running manager for the offering. National Securities Corporation, a wholly owned subsidiary of National Holdings Corporation (NasdaqCM: NHLD), is acting as co-manager.



Air Industries Group

The shares of common stock are being offered by the Company pursuant to a registration statement on Form S-1 (File No. 333-217582), including a preliminary prospectus, previously filed with and declared effective by the Securities and Exchange Commission (SEC) on July 6, 2017. The preliminary prospectus is available on the SEC's website located at <http://www.sec.gov>. Copies of the preliminary prospectus may be obtained from Roth Capital Partners, 888 San Clemente Drive, Suite 400, Newport Beach, CA 92660, (800) 678-9147.

A final prospectus describing the terms of the offering will be filed with the SEC. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of Air Industries Group, and shall not constitute an offer, solicitation or sale of any security in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Air Industries Group

Air Industries Group (NYSE MKT: "Air Industries" or "the Company") is an integrated manufacturer of precision equipment assemblies and components for leading aerospace and defense prime contractors. Air Industries operates in three segments: Complex Machining of aircraft landing gear and flight controls, Aerostructures & Electronics, and Turbine & Engine products.

Forward-Looking Statements

This press release may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance or results and involve a number of risks and uncertainties. Examples of such statements include, but are not limited to, statements relating to the completion of the offering, the grant of an over-allotment option and use of proceed from the offering. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including any difficulty in obtaining additional financing to meet the Company's business requirements and service its debt, difficulty in developing, manufacturing, marketing or selling the Company's products, any failure to maintain and further establish relationships with distributors and other partners, competition in the market for pest management products, lack of understanding of bio-based pest management products by customers and growers, adverse decisions by regulatory agencies and other third parties and other factors described in the "Risk Factors" section of the prospectus and the Company's most recent Annual Report on Form 10-K. The Company undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release.