

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):  
April 3, 2008

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

Delaware	000-29245	20-4458244
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State of	Commission	IRS Employer
Incorporation	File Number	I.D. Number

1479 North Clinton Avenue, Bay Shore, NY 11706  
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Address of principal executive offices

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

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(Former Name or Former Address, if Changed Since Last Report)

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))

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

At a Special Meeting of Stockholders on April 3, 2008, our stockholders approved an amendment to our certificate of incorporation increasing to 250,000,000 the number of shares of common stock we are authorized to issue. We also are authorized to issue 8,003,716 shares of preferred stock, including 2,000,000 shares of series B convertible preferred stock, under our certificate of incorporation, as previously amended. At the Special Meeting, our stockholders also authorized our Board of Directors to effect, at its discretion at any time not later than December 31, 2008, if at all, a reverse stock split of our common stock at a ratio within the range from one-for-ten to one-for-thirty, with the ratio and timing to be selected and implemented by our Board. The reverse stock split is part of a plan intended to enable us to obtain a listing for our common stock on a national securities exchange. If the reverse stock split is effected, the number of our authorized shares of common stock would be reduced to 125,000,000 shares.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Amendment to Certificate of Incorporation re. increase in authorized capital stock.

SIGNATURES

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

Dated: April 7, 2008

AIR INDUSTRIES GROUP, INC.

By: /s/ Peter D. Rettaliata

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Peter D. Rettaliata  
President and Chief Executive Officer

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AIR INDUSTRIES GROUP, INC.

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(Pursuant to Section 242 of the Delaware General Corporation Law)

It is hereby certified that:

1. The name of the corporation is Air Industries Group, Inc. (the "Corporation").
2. The certificate of incorporation of the Corporation is hereby amended by striking out Article FOURTH in its entirety and by substituting in lieu of said Article the following new Article FOURTH:  
  
"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 258,003,716 shares, consisting of 250,000,000 shares of common stock, \$.001 par value per share (the "Common Stock"), and 8,003,716 shares of preferred stock, \$.001 par value per share (the "Preferred Stock")."
3. That the Amendment herein certified has been duly adopted in accordance with the provisions of Section 242 of the DGCL.
4. This Certificate of Amendment shall become effective upon the filing hereof in the Office of the Secretary of State of the State of Delaware.

Executed on this 3rd day of April, 2008.

Air Industries Group, Inc.

By: /s/ Peter D. Rettaliata

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Peter D. Rettaliata  
President and Chief Executive Officer