

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): December 20, 2024

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

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	ARI	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 7.01 Regulation FD Disclosure

On December 20, 2024, Air Industries Group (the “Company”) issued a press release announcing that it had secured a long term contract valued at \$33.0 million to manufacture and supply complex components for the CH-53K King Stallion Heavy-Lift helicopter. The seven year agreement strengthens Air’s pivotal role in supporting one of the U. S. Department of Defense’s most important procurement programs..

The information in 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 Air Industries 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 No.	Description
99.1	Text of press release issued December 20, 2024, 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: December 20, 2024

AIR INDUSTRIES GROUP

By: /s/ Scott Glassman
Scott Glassman
Chief Financial Officer



December 20, 2024 07:00 AM Eastern Standard Time

Air Industries Group Secures \$33 Million Contract for the CH-53K King Stallion Heavy-Lift Helicopter Components

BAY SHORE, N.Y.--(BUSINESS WIRE)-- **Air Industries Group** (“**Air Industries**”) (NYSE American: **AIRI**), a leading manufacturer of precision components and assemblies for large aerospace and defense prime contractors, today announced that it has secured a long-term contract valued at more than \$33.0 million to manufacture and supply complex components for the CH-53K King Stallion helicopter program. The seven-year agreement strengthens Air Industries’ pivotal role in supporting one of the U.S. Department of Defense’s most important procurement programs.

The CH-53K helicopter is the latest and most advanced iteration of the CH-53 series of helicopters. The aircraft plays a critical role in deploying and supporting troops in island and coastal environments. As the US Military – particularly the Marine Corps – focuses on enhancing readiness for potential conflicts, the CH-53K program stands as one of the Department of Defense’s highest-priority initiatives.

Lou Melluzzo, Chief Executive Officer of Air Industries Group commented: “This contract marks a significant milestone for our company. We have an impeccable record of proudly producing military aircraft parts for over 80 years, and this contract is a testament to our legacy of excellence, and our unwavering commitment to quality. We are honored to be a trusted partner increasing production to meet the Department of Defense’s build-rate for CH-53K helicopters.”

Mr. Melluzzo added: “Over the past two years, we have been developing and refining the manufacturing plans for these components. This contract will enable us to quickly and significantly ramp up production. The anticipated increase in production and deliveries is expected to increase revenue and enhance profitability by increasing manufacturing hours and absorbing overhead costs.

“We will be investing in several pieces of new equipment necessary to manufacture the projected volume of product. These investments will create additional capacity and increase efficiency and preserve the capacity to accommodate additional organic growth. As part of our forward-looking business strategy, we remain committed to competing for and securing contracts that support profitable growth.

“All components under this agreement will be manufactured at our Sterling Engineering Division in Connecticut. The continued investment in Connecticut will ensure that we keep ahead of customer demands and create a state-of-the-art facility.”

ABOUT AIR INDUSTRIES GROUP

Air Industries Group is a leading manufacturer of precision components and assemblies for large aerospace and defense prime contractors. Its products include landing gears, flight controls, engine mounts and components for aircraft jet engines, ground turbines and other complex machines. Whether it is a small individual component or complete assembly, its high quality and extremely reliable products are used in mission critical operations that are essential for the safety of military personnel and civilians.

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, 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.

NON-GAAP FINANCIAL MEASURES

The Company uses Adjusted EBITDA, a Non-GAAP financial measure as defined by the SEC, as a supplemental profitability measure because management finds it useful to understand and evaluate results, excluding the impact of non-cash depreciation and amortization charges, stock based compensation expenses, and nonrecurring expenses and outlays, prior to consideration of the impact of other potential sources and uses of cash, such as working capital items. This calculation may differ in method of calculation from similarly titled measures used by other companies and may be different than the EBITDA calculation used by our lenders for purposes of determining compliance with our financial covenants. This Non-GAAP measure may have limitations when understanding performance as it excludes the financial impact of transactions such as interest expense necessary to conduct the Company's business and therefore are not intended to be an alternative to financial measure prepared in accordance with GAAP. The Company has not quantitatively reconciled its forward looking Adjusted EBITDA target to the most directly comparable GAAP measure because items such as amortization of stock-based compensation and interest expense, which are specific items that impact these measures, have not yet occurred, are out of the Company's control, or cannot be predicted. For example, quantification of stock-based compensation is not possible as it requires inputs such as future grants and stock prices which are not currently ascertainable.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20240401999918/en/>

Contacts

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Anyone wishing to contact us or send a message can also do so by visiting: www.airindustriestgroup.com/contact-us/
