

**United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-3/A
(Amendment No. 1)**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AIR INDUSTRIES GROUP

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

80-0948413
(I.R.S. Employer Identification Number)

**1479 North Clinton Avenue
Bay Shore, NY 11706
(631) 968-5000**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Peter D. Rettaliata
President and Chief Executive Officer
Air Industries Group
1479 North Clinton Avenue
Bay Shore, NY 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.
Eaton & Van Winkle LLP
3 Park Avenue, 16th Floor
New York, New York 10016
(212) 561-3604**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 (check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a) of the Securities Act, may determine.

Explanatory Note

This amendment is being filed to file Exhibit 5.1 to the Registration Statement which has been revised in response to a letter of comment from the staff of the SEC.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit Number	Description of Document
1.1*	Form of underwriting agreement with respect to common stock, preferred stock, warrants, units or debt securities.
4.1**	Form of specimen common stock certificate, if any
4.2*	Form of specimen certificate for preferred stock of registrant, if any.
4.3*	Certificate of designation for preferred stock, if any.
4.4**	Form of indenture with respect to senior debt securities, to be entered into between registrant and a trustee acceptable to the registrant, if any.
4.5**	Form of indenture with respect to subordinated debt securities, to be entered into between registrant and a trustee acceptable to the registrant, if any.
4.6*	Form of debt securities, if any.
4.7*	Form of warrant agreement and warrant certificate, if any.
4.8*	Form of unit agreement and unit certificate, if any.
5.1	Opinion of Eaton & Van Winkle LLP covering certain legal matters with respect to the validity of certain of the offered securities being registered.
23.1**	Consent of Rotenberg Meril Solomon Bertiger & Guttilla, P.C., an independent registered public accounting firm.
23.2	Consent of Eaton & Van Winkle LLP (included in Exhibit 5.1).
24.1**	Power of Attorney (included on signature pages to the registration statement).

* To the extent applicable, to be filed by a post-effective amendment or as an exhibit to a document filed under the Securities Exchange Act, as amended, and incorporated by reference herein.

** Filed as an exhibit to the registration statement as filed on August 26, 2014.

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-3 and has duly caused this amendment to the registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized in Bay Shore, New York on September 24, 2014.

AIR INDUSTRIES GROUP

By: /s/ Peter D. Rettaliata
Peter D. Rettaliata
President and Chief Executive Officer (Principal Executive Officer)

By: /s/ Scott A. Glassman
Scott A. Glassman
Chief Accounting Officer (Principal Financial and Accounting Officer)

In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement was signed by the following persons on September 24, 2014 in the capacities indicated.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Peter D. Rettaliata</u> Peter D. Rettaliata	President, CEO and a Director President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Scott A. Glassman</u> Scott A. Glassman	Chief Accounting Officer (Principal Financial and Accounting Officer)
<u>*</u> Michael N. Taglich	Chairman of the Board
<u>*</u> Seymour G. Siegel	Director
<u>*</u> Robert F. Taglich	Director
<u>*</u> David J. Buonanno	Director
<u>*</u> Robert Schroeder	Director
<u>*</u> Michael Brand	Director

* By: /s/ Scott A. Glassman
Scott A. Glassman
Attorney-in-fact

Vincent J. McGill
Partner

EATON & VAN WINKLE LLP
3 PARK AVENUE
NEW YORK, NEW YORK 10016

TELEPHONE: (212) 779-9910
FAX: (212) 779-9928
Direct Dial: (212) 561-3604

September 24, 2014

Board of Directors
Air Industries Group
1479 North Clinton Avenue
Bay Shore, NY 11706

Re: Registration Statement on Form S-3

Gentlemen:

We have acted as counsel to Air Industries Group, a Nevada corporation (the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-3 (including the prospectus which is a part thereof, the "Registration Statement"), with the Securities and Exchange Commission (the "Commission") for the registration under the Securities Act of 1933 as amended (the "Act") of an indeterminate amount and number of the following securities of the Company, which may be offered and sold from time to time on a delayed or continuous basis pursuant to Rule 415 under the Act for an aggregate initial offering price of up to \$12,138,286: (i) shares of common stock of the Company, par value \$0.001 per share (the "Common Stock"); (ii) shares of preferred stock of the Company, par value \$0.001 per share (the "Preferred Stock"); (iii) debt securities which may be issued in one or more series (the "Debt Securities"); (iv) warrants to purchase shares of the Common Stock, the Preferred Stock, and Debt Securities or any combination of such securities (the "Warrants"); and (v) units consisting of Common Stock, Preferred Stock, Debt Securities and Warrants or a combination thereof (the "Units"). The Common Stock, Preferred Stock, Debt Securities, Warrants, and Units are each referred to herein as a "Security" and collectively as the "Securities." This opinion letter is being rendered pursuant to Item 16 of Form S-3 and Item 601(b)(5) of Regulation S-K.

In connection with this opinion, we have examined such documents and considered such legal matters deemed by us to be relevant to this opinion letter and the Registration Statement, including the applicable statutory provisions and related rules and regulations of Chapter 76 of the Nevada Revised Statutes and the reported judicial decisions interpreting those laws, the Articles of Incorporation of the Company, as amended through the date hereof (the "Articles of Incorporation"), Bylaws of the Company (the "Bylaws"), certain resolutions of the Board of Directors of the Company relating to the issuance, sale and registration of the Securities and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. With respect to such examination, we have assumed 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 reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon, without independent verification or investigation of the accuracy or completeness thereof, certain representations of certain officers of the Company.

We have assumed that any warrant agreements relating to the Warrants, any unit agreements relating to the Units, any agreements/indentures relating to the Debt Securities and any other agreements/offering documents relating to the issuance and sale of the Securities by the Company will not, in each case, violate or constitute a default or breach under: (i) any agreement or instrument to which the Company or its properties is subject; (ii) any law, rule or regulation to which the Company is subject; (iii) any judicial or regulatory order or decree of any governmental authority; or (iv) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority.

We have further assumed that: (i) the Registration Statement and any amendments thereto will have become effective under the Act and comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement; (ii) an appropriate prospectus supplement, free writing prospectus or term sheet relating to the Securities offered thereby will be prepared and filed with the Commission in compliance with the Act and will comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement; (iii) all Securities will be issued and sold in compliance with the applicable provisions of the Act, the Trust Indenture Act of 1939, as applicable, and the securities or blue sky laws of various states and in the manner stated in the Registration Statement and the applicable prospectus supplement; (iv) that the trustee under any indenture shall have been qualified pursuant to the Trust Indenture Act of 1939 at the time the Securities are offered or issued (or such later time as may be permitted pursuant to the rules, regulations, interpretations or positions of the Commission) as contemplated by the Registration Statement; (v) a definitive and enforceable purchase, underwriting or similar agreement with respect to any Securities offered or issued will have been duly authorized and validly executed and delivered by the Company and the other parties thereto, and the consideration payable for the Securities sold thereunder shall have been paid to the Company in accordance with such underwriting, purchase or similar agreement; (vi) at the time of issuance of any shares of Common Stock or Preferred Stock (including any such shares issuable upon the conversion of another Security), the Company has a sufficient number of authorized but unissued shares of Common Stock or Preferred Stock, as the case may be, under its Certificate of Incorporation; and (vii) any Securities issuable upon conversion, exchange or exercise of any Security being offered or issued will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise.

We are attorneys licensed to practice in the State of New York and are familiar with Chapter 78 of the Revised Nevada Statutes which relates to corporations. Our opinion is limited to the laws of the State of New York, the Revised Nevada Statutes, and all relevant state constitutional and statutory provisions, as well as judicial interpretations, of the Nevada Revised Statutes, New York law and the federal laws of the United States of America to the extent referred to specifically herein. We express no opinion herein as to any other laws, statutes, regulations or ordinances. We have made such inquiries and review of matters of fact and law as we determined necessary to render the opinions contained herein. We assume no obligation to revise or supplement this opinion letter in the event of future changes in such laws or the interpretations thereof or such facts.

Based upon the foregoing, and in reliance thereon, we are of the opinion that:

1. With respect to shares of the Common Stock, once (A) the Board of Directors of the Company or a duly constituted and acting committee thereof (such Board of Directors or such committee thereof being hereinafter collectively referred to as the "Board") has taken all necessary corporate action in conformity with the Articles of Incorporation and Bylaws to approve the issuance of the Common Stock, the terms of the offering thereof and related matters, and (B) certificates representing shares of the Common Stock have been duly executed, registered and delivered either (i) in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board against payment of the consideration therefor (not less than the par value of the Common Stock) as provided therein; or (ii) upon conversion, exchange or exercise of any other Security in accordance with the terms of the Security or the instrument governing the Security providing for the conversion, exchange or exercise as approved by the Board, for the consideration approved by the Board (not less than the par value of the Common Stock), such shares of Common Stock will be validly issued, fully paid and non-assessable.

2. With respect to shares of the Preferred Stock, once (A) the Board has taken all necessary corporate action in conformity with the Articles of Incorporation and Bylaws to approve the issuance and terms of a particular class or series of shares of Preferred Stock, the terms of the offering thereof and related matters, including the adoption of a Certificate of Designation for such Preferred Stock in accordance with applicable law relating to such shares of Preferred Stock and the filing of such Certificate of Designation with the Secretary of State of the State of Nevada, and (B) if certificated, certificates representing shares of the Preferred Stock have been duly executed, registered and delivered either (i) in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board against payment of the consideration therefor (not less than the par value of the Preferred Stock) as provided therein; or (ii) upon conversion, exchange or exercise of any other Security in accordance with the terms of the Security or the instrument governing the Security providing for the conversion, exchange or exercise as approved by the Board, for the consideration approved by the Board (not less than the par value of the Preferred Stock), such shares of Preferred Stock will be validly issued, fully paid and non-assessable.

3. With respect to the Debt Securities, once (A) the indenture relating to the Debt Securities has been duly authorized, executed and delivered by the Company, (B) the Board has taken all necessary corporate action in conformity with the Articles of Incorporation and Bylaws to approve the issuance and terms of a particular series of such Debt Securities, the terms of the offering thereof and related matters, and (C) such Debt Securities have been duly-executed, authenticated, issued and delivered either (i) in accordance with the indenture, applicable definitive purchase, underwriting or similar agreement approved by the Board against payment of the consideration therefor as provided therein; or (ii) upon conversion, exchange or exercise of any other Security in accordance with the terms of the Security or the instrument governing the Security providing for the conversion, exchange or exercise as approved by the Board, for the consideration approved by the Board, such Debt Securities will constitute binding obligations of the Company, enforceable against the Company in accordance with their terms.

4. With respect to the Warrants, once (A) the Board has taken all necessary corporate action in conformity with the Articles of Incorporation and Bylaws to approve the form, terms, execution and delivery of a warrant agreement (including a form of certificate evidencing the Warrants), the issuance of the Warrants, the terms of the offering thereof and related matters, and (B) the certificates evidencing the Warrants with such terms are duly executed, attested, issued and delivered by duly authorized officers of the Company in accordance with the provisions of the applicable warrant agreement and the applicable definitive purchase, underwriting or similar agreement approved by the Board against payment of the consideration therefor as provided therein, such Warrants will be binding obligations of the Company, enforceable against the Company in accordance with their terms.

5. With respect to the Units, once (A) the Board has taken all necessary corporate action in conformity with the Articles of Incorporation and Bylaws to approve the form, terms, execution and delivery of a unit agreement (including a form of certificate evidencing the Units), the issuance of the Units, the terms of the offering thereof and related matters, and (B) the certificates evidencing Units with such terms are duly executed, attested, issued and delivered by duly authorized officers of the Company in accordance with the provisions of the applicable unit agreement and the applicable definitive purchase, underwriting or similar agreement approved by the Board against payment of the consideration therefor as provided therein, such Units will constitute binding obligations of the Company, enforceable against the Company in accordance with their terms.

Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinions expressed herein.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name under the heading "Legal Matters" in the prospectus constituting a part thereof. In giving such consent, we do not thereby admit that we are experts with the meaning of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Eaton & Van Winkle LLP
Eaton & Van Winkle LLP