

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TAGLICH MICHAEL N</u> (Last) (First) (Middle) <u>C/O TAGLICH BROTHERS, INC.</u> <u>790 NEW YORK AVENUE, SUITE 209</u> (Street) <u>HUNTINGTON NY 11743</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AIR INDUSTRIES GROUP [AIRI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								3,576,090 ⁽¹⁾	D	
Common Stock								27,891	I	See Note ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$1.28	02/13/2019		A		10,000		03/31/2019 ⁽³⁾	12/31/2025	Common Stock	10,000	\$0	10,000	D	
Stock Options	\$1.59	05/14/2018		A		13,000		05/14/2018 ⁽⁴⁾	05/31/2023	Common Stock	13,000	\$0	13,000	D	
Stock Options	\$9.38	03/31/2014		A		750		03/31/2014	03/31/2019	Common Stock	750	\$0	750	D	
Stock Options	\$11.73	05/16/2014		A		750		05/16/2014	05/15/2019	Common Stock	750	\$0	750	D	
Stock Options	\$9.24	08/21/2014		A		750		08/21/2014	08/20/2019	Common Stock	750	\$0	750	D	
Stock Options	\$10.26	11/24/2014		A		1,750		11/24/2014	11/23/2019	Common Stock	1,750	\$0	1,750	D	
Stock Options	\$10.05	04/16/2015		A		3,000		(5)	04/05/2020	Common Stock	3,000	\$0	3,000	D	
Stock Options	\$4.64	06/02/2016		A		3,000		(6)	06/01/2021	Common Stock	3,000	\$0	3,000	D	
Stock Options (right to purchase)	\$1.69	01/02/2018		A		3,000		01/02/2018	12/31/2022	Common Stock	3,000	\$0	3,000	D	
Convertible Notes	\$1.5	09/30/2018		J ⁽⁷⁾		\$1,300,000		09/30/2018	12/31/2020	Common Stock	866,666 ⁽⁹⁾	\$1,300,000	\$1,300,000	D	
Convertible Notes	\$0.93	01/15/2019		P		\$1,000,000		01/15/2019	12/31/2020	Common Stock	107,526 ⁽⁸⁾	\$1,000,000	\$1,000,000	D	
Convertible Notes	\$1.5	09/30/2018		J ⁽⁹⁾		\$382,000		09/30/2018	12/31/2020	Common Stock	254,666 ⁽⁸⁾	\$382,000	\$382,000	I	See Note ⁽⁹⁾
Convertible Notes	\$0.93	01/15/2019		J ⁽¹⁰⁾		\$80,000		01/15/2019	12/31/2020	Common Stock	86,021 ⁽⁸⁾	\$80,000	\$80,000	I	See Note ⁽¹⁰⁾
Warrants	\$1.4	10/01/2018		J ⁽¹¹⁾		17,500		10/01/2018	09/30/2023	Common Stock	17,500	\$0	17,500	I	See Note ⁽¹¹⁾
Warrants	\$8.72	01/01/2014		A		10,000		04/01/2014	12/31/2019	Common Stock	10,000	\$0	10,000	I	See Note ⁽¹²⁾
Warrants	\$5	08/19/2016		P		61,817		08/19/2016	07/31/2021	Common Stock	61,817	\$0	61,817	D	
Warrants	\$6.15	10/13/2016		J ⁽¹³⁾		16,500		11/27/2016	05/26/2021	Common Stock	16,500	\$0	16,500	I	See Note ⁽¹³⁾
Warrants	\$6.15	10/13/2016		J		19,300		09/01/2016	07/31/2021	Common Stock	19,300	\$0	19,300	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$3	11/23/2016		P		88,889		11/23/2016	11/30/2021	Common Stock	88,889	\$0	88,889	D	
Warrants	\$3	12/22/2016		P		22,814		12/22/2016	11/30/2021	Common Stock	22,814	\$0	111,703	D	
Warrants	\$3	03/15/2017		J		19,000		11/22/2016	11/30/2021	Common Stock	19,000	\$0	130,703	D	
Warrants	\$1.5	11/29/2017		P		48,000		01/29/2017	11/30/2022	Common Stock	48,000	\$0	48,000	D	
Warrants	\$3	03/15/2017		J ⁽¹⁴⁾		13,000		12/22/2016	11/30/2021	Common Stock	13,000	\$0	143,703	D	
Warrants	\$4.45	03/15/2017		J ⁽¹⁴⁾		7,880		02/17/2017	01/31/2022	Common Stock	7,880	\$0	7,880	D	
Warrants	\$3.3	03/15/2017		J ⁽¹⁴⁾		4,850		03/08/2017	01/31/2022	Common Stock	4,850	\$0	4,850	D	
Warrants	\$3.78	03/15/2017		J ⁽¹⁴⁾		4,775		03/15/2017	01/31/2022	Common Stock	4,775	\$0	4,775	D	
Warrants	\$4	03/21/2017		J ⁽¹⁴⁾		964		03/21/2017	01/31/2022	Common Stock	964	\$0	964	D	
Warrants	\$1.5 ⁽¹⁵⁾	05/12/2017		P		93,279		05/12/2017	05/12/2022	Common Stock	93,279	\$0	93,279	D	
Warrants	\$3.78	03/15/2017		J ⁽¹⁶⁾		3,354		03/15/2017	01/31/2022	Common Stock	3,354	\$0	3,354	I	See Note ⁽¹⁶⁾
Warrants	\$3.78	03/15/2017		J ⁽¹⁶⁾		3,354		03/15/2017	01/31/2022	Common Stock	3,354	\$0	3,354	I	See Note ⁽¹⁶⁾

Explanation of Responses:

- Includes shares previously owned by a partnership of which Reporting Person was a General Partner, received upon liquidation at the end of 2018.
- Represents shares owned by Taglich Brothers, Inc., of which the Reporting Person is Chairman and President.
- Vests as to 2,500 shares on March 31, 2019, and an additional 2,500 shares on each of June 30, 2019, September 31, 2019 and December 31, 2019.
- Fully vested as of 12/31/2018.
- Fully vested as of 11/01/2016.
- Fully vested as of 01/01/2017.
- Represents Issuer's 6% convertible notes received pursuant to amendment to Issuer's 8% convertible notes.
- Does not include shares issued upon conversion for accrued interest on the Notes.
- Represents 6% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, pursuant to amendment to Issuer's 8% convertible notes originally issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 8% convertible notes.
- Represents 7% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 7% convertible notes in January 2019.
- Represents warrants issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, for acting as placement agent for the sale of Issuer's shares of common stock in October 2018.
- Represents warrants received by Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, pursuant to Capital Markets Advisory Agreement.
- Represents warrants issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, for acting as placement agent for the sale of Issuer's 8% convertible notes.
- Assignment of a portion of Placement Agent Warrants originally issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President.
- Exercise price was reduced from \$2.49 to \$1.50 per share, the public offering price of the Issuer's common stock in the Issuer's public offering which closed on July 12, 2017, pursuant to the terms of the warrant.
- Represents warrants received by Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, which acted as placement agent for the sale of Issuer's 8% convertible notes, in lieu of cash payment of commissions.

/s/ Michael N. Taglich

02/14/2019

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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