

AIR INDUSTRIES GROUP
Form 4
May 31, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAGLICH MICHAEL N

(Last) (First) (Middle)
98 BAY STREET
(Street)
SAG HARBOR, NY 10174
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AIR INDUSTRIES GROUP [AIRI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/24/2015 | | P | | 500 | A | \$ 8.15 |
| Common Stock | | | | | 45,980 | I | See Note (1) |
| Common Stock | | | | | 12,746 | I | See Note (2) |

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Options (right to purchase) | \$ 2.95 | 07/11/2011 | | A | 3,000 | | 07/11/2011 | 07/11/2016 | Common Stock | 3,000 |
| Stock Options (right to purchase) | \$ 6 | 09/10/2012 | | A | 3,000 | | 09/10/2012 | 09/10/2017 | Common Stock | 3,000 |
| Stock Options (right to purchase) | \$ 6 | 04/23/2013 | | A | 750 | | 04/23/2013 | 04/23/2018 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 7.86 | 09/30/2013 | | A | 750 | | 09/30/2013 | 09/30/2018 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 8.98 | 12/31/2013 | | A | 750 | | 12/31/2013 | 12/31/2018 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 9.38 | 03/31/2014 | | A | 750 | | 03/31/2014 | 03/31/2019 | Common Stock | 750 |
| Warrants (1) (right to purchase) | \$ 6.3 | 06/22/2012 | | A | 31,190 | | 06/22/2012 | 06/22/2017 | Common Stock | 31,190 |
| Warrants (1) (right to purchase) | \$ 8.72 | 01/01/2014 | | A | 10,000 | | 04/01/2014 | 12/31/2019 | Common Stock | 10,000 |
| Stock Options (right to purchase) | \$ 11.73 | 05/16/2014 | | A | 750 | | 05/16/2014 | 05/15/2019 | Common Stock | 750 |

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| | | | | | | | | |
|--------------------------------------|----------|------------|---|---------|------------|------------|--------------|--------|
| Stock Options (right to purchase) | \$ 9.24 | 08/21/2014 | A | 750 | 08/21/2014 | 08/20/2019 | Common Stock | 75 |
| Stock Options (right to purchase) | \$ 10.26 | 11/24/2014 | A | 1,750 | 11/24/2014 | 11/23/2019 | Common Stock | 1,750 |
| Stock Options (right to purchase) | \$ 10.05 | 04/06/2015 | A | 750 | 04/06/2015 | 04/05/2020 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 10.05 | 04/06/2015 | A | 750 | 07/01/2015 | 04/05/2020 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 10.05 | 04/06/2015 | A | 750 | 10/01/2015 | 04/05/2020 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 10.05 | 04/06/2015 | A | 750 | 01/01/2016 | 04/05/2020 | Common Stock | 750 |
| Series A Convertible Preferred Stock | \$ 4.92 | 05/26/2016 | P | 110,000 | 05/26/2016 | <u>(6)</u> | Common Stock | 223 |
| Warrants (5) (right to purchase) | \$ 6.15 | 05/26/2016 | P | 50,996 | 11/27/2016 | 05/26/2021 | Common Stock | 50,996 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TAGLICH MICHAEL N 98 BAY STREET SAG HARBOR, NY 10174 | X | | | |

Signatures

/s/ Michael N.
Taglich 05/31/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents shares owned by Taglich Brothers, Inc., of which the Reporting Person is Chairman and President.
- (2) Owned by Tag/Kent Partners, of which Reporting Person is a General Partner.
- (3) Reporting Person's portion of a total 118,585 Placement Agent Warrants received by Taglich Brothers, Inc., which acted as placement agent for the sale of Issuer's common stock in June and July of 2012.
- (4) Represents warrants issued to Taglich Brothers, Inc., of which the Reporting Person is Chairman and President, pursuant to Capital Markets Advisory Agreement.
- (5) Placement Agent 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 Series A Convertible Preferred Stock in May 2016.
- (6) There is no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.