

AIR INDUSTRIES GROUP
Form SC 13D
June 25, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No.)¹

Air Industries Group

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

00912N205

(CUSIP Number)

DAVID S. RICHMOND

richmond brothers, Inc.

3568 Wildwood Avenue

Jackson, Michigan 49202

(517) 435-4040

STEVE WOLOSKY

RYAN NEBEL

OLSHAN FROME WOLOSKY LLP

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1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 7, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 00912N205

1 NAME OF REPORTING PERSON

Richmond Brothers, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

MICHIGAN

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		- 0 -
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		4,183,258*
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON

	4,183,258*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	15.8%* TYPE OF REPORTING PERSON
	IA, CO

* Includes 312,000 Shares issuable upon the exercise of warrants.

CUSIP NO. 00912N205

1	NAME OF REPORTING PERSON	
	RBI Private Investment II, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		15,333
OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		15,333
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

15,333

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 00912N205

1	NAME OF REPORTING PERSON	
	RBI PI Manager, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		15,333
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		15,333
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

15,333

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 00912N205

1	NAME OF REPORTING PERSON	
		Richmond Brothers 401(k) Profit Sharing Plan
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	MICHIGAN
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		63,414
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		63,414
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

63,414

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

EP

CUSIP NO. 00912N205

1	NAME OF REPORTING PERSON	
	David S. Richmond	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		15,333
8		SHARED VOTING POWER
		63,414
9		SOLE DISPOSITIVE POWER
		15,333
10		SHARED DISPOSITIVE POWER
		4,246,672*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,262,005*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

16.1%*

14 TYPE OF REPORTING
PERSON

IN

* Includes 312,000 Shares issuable upon the exercise of warrants.

CUSIP NO. 00912N205

1 NAME OF REPORTING PERSON

Matthew J. Curfman

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		0
	8	SHARED VOTING POWER
		63,414
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		4,246,672*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

4,246,672*

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

16.0%*

14 TYPE OF REPORTING
PERSON

IN

* Includes 312,000 Shares issuable upon the exercise of warrants.

CUSIP NO. 00912N205

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D"). The Reporting Persons (as defined below) are passive investors in the Issuer (as defined below) and are filing the Schedule 13D as a result of previously acquiring over 20% of the outstanding Shares (as defined below) of the Issuer, which ownership percentage has since decreased as a result of an increase in the number of outstanding Shares of the Issuer.

Item 1.

Security and Issuer.

This statement relates to the common stock, \$0.001 par value per share (the "Shares"), of Air Industries Group, a Nevada corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 360 Motor Parkway, Suite 100, Hauppauge, New York 11788.

Item 2.

Identity and Background.

(a) This statement is filed by:

- (i) Richmond Brothers, Inc., a Michigan corporation ("Richmond Brothers"), which serves as the investment advisor to certain managed accounts (the "Separately Managed Accounts");
 - (ii) RBI Private Investment II, LLC, a Delaware limited liability company ("RBI PII");
- (iii) RBI PI Manager, LLC, a Delaware limited liability company ("RBI Manager"), which serves as the manager of RBI PII;
- (iv) Richmond Brothers 401(k) Profit Sharing Plan, an employee benefit plan organized under the laws of Michigan (the "RBI Plan");
- (v) David S. Richmond, who serves as Chairman of Richmond Brothers, manager of RBI Manager and a trustee of the RBI Plan; and
 - (vi) Matthew J. Curfman, who serves as President of Richmond Brothers and a trustee of the RBI Plan.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of the Reporting Persons is 3568 Wildwood Avenue, Jackson, Michigan 49202.

(c) The principal business of Richmond Brothers is serving as a registered investment advisor and the investment advisor to the Separately Managed Accounts. The principal business of RBI PII is investing in securities. The principal business of RBI Manager is serving as the manager of RBI PII. The principal business of the RBI Plan is investing in securities. The principal occupation of Mr. Richmond is serving as Chairman of Richmond Brothers, manager of RBI Manager and a trustee of the RBI Plan. The principal occupation of Mr. Curfman is serving as President of Richmond Brothers and a trustee of the RBI Plan.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

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(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Richmond and Curfman are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The securities of the Issuer held in the Separately Managed Accounts and purchased by each of RBI PII and the RBI Plan were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 3,871,258 Shares held by the Separately Managed Accounts is approximately \$5,487,764, excluding brokerage commissions. The aggregate purchase price of the 15,333 Shares owned directly by RBI PII is approximately \$22,766, excluding brokerage commissions. The aggregate purchase price of the 63,414 Shares owned directly by the RBI Plan is approximately \$102,261, excluding brokerage commissions.

On December 5, 2017, the Separately Managed Accounts received warrants exercisable into 312,000 Shares from the Issuer for participating in a private placement offering to accredited investors. Such warrants have an exercise price of \$1.50 per Share and will expire on November 30, 2022.

Item 4. Purpose of Transaction.

The Reporting Persons are passive investors in the Issuer and are filing the Schedule 13D as a result of previously acquiring over 20% of the outstanding Shares of the Issuer (which ownership percentage has since decreased as a result of an increase in the number of outstanding Shares). The Reporting Persons have not acquired the Shares with a purpose or effect of changing or influencing control of the Issuer and no Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D. The Reporting Persons may acquire or dispose of Shares in the future.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 26,205,341 Shares outstanding as of May 10, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 15, 2018.

A. Richmond Brothers

(a) As of the date hereof, 4,183,258 Shares were beneficially owned by the Separately Managed Accounts, including 312,000 Shares issuable upon the exercise of warrants. As the investment advisor to the Separately Managed Accounts, Richmond Brothers may be deemed the beneficial owner of the 4,183,258 Shares beneficially owned by the Separately Managed Accounts.

Percentage: Approximately 15.8%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 4,183,258
4. Shared power to dispose or direct the disposition: 0

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The transactions in the securities of the Issuer through the Separately Managed Accounts by Richmond Brothers (c) during the past sixty days are set forth in Schedule A and are incorporated herein by reference. Except as otherwise set forth in Schedule A, such transactions were effected in the open market.

B. RBI PII

(a) As of the date hereof, RBI PII beneficially owned 15,333 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 15,333
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 15,333
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the securities of the Issuer by RBI PII during the past sixty days are set forth in Schedule A and are incorporated herein by reference. All of such transactions were effected in the open market.

C. RBI Manager

(a) As the manager of RBI PII, RBI Manager may be deemed the beneficial owner of the 15,333 Shares owned by RBI PII.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 15,333
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 15,333
 4. Shared power to dispose or direct the disposition: 0

(c) RBI Manager has not entered into any transactions in the securities of the Issuer during the past sixty days.

D. RBI Plan

(a) As of the date hereof, the RBI Plan beneficially owned 63,414 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 63,414
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 63,414
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the securities of the Issuer by the RBI Plan during the past sixty days are set forth in Schedule A and are incorporated herein by reference. All of such transactions were effected in the open market.

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E. Mr. Richmond

(a) As the Chairman of Richmond Brothers, manager of RBI Manager and a trustee of the RBI Plan, Mr. Richmond may be deemed the beneficial owner of the (i) 4,183,258 Shares beneficially owned by the Separately Managed Accounts, (ii) 15,333 Shares owned by RBI PII and (iii) 63,414 Shares owned by the RBI Plan.

Percentage: Approximately 16.1%

- (b)
1. Sole power to vote or direct vote: 15,333
 2. Shared power to vote or direct vote: 63,414
 3. Sole power to dispose or direct the disposition: 15,333
 4. Shared power to dispose or direct the disposition: 4,246,672

(c) Mr. Richmond has not entered into any transactions in the securities of the Issuer during the past sixty days.

F. Mr. Curfman

(a) As the President of Richmond Brothers and a trustee of the RBI Plan, Mr. Curfman may be deemed the beneficial owner of the (i) 4,183,258 Shares beneficially owned by the Separately Managed Accounts and (ii) 63,414 Shares owned by the RBI Plan.

Percentage: Approximately 16.0%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 63,414
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 4,246,672

(c) Mr. Curfman has not entered into any transactions in the securities of the Issuer during the past sixty days. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities of the Issuer reported herein that he or it does not directly own.

(d) Other than the clients of the Separately Managed Accounts for which Richmond Brothers acts as the investment advisor, no person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the securities of the Issuer.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer. On June 25, 2018 the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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On December 5, 2017, the Separately Managed Accounts received warrants exercisable into 312,000 Shares from the Issuer for participating in a private placement offering to accredited investors. Such warrants have an exercise price of \$1.50 per Share and will expire on November 30, 2022.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7.
99.1

Material to be Filed as Exhibits.
Joint Filing Agreement, dated June 25, 2018.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 25, 2018

Richmond Brothers, Inc.

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Chairman

RBI Private Investment II,
LLC

By: RBI PI Manager, LLC
Manager

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Manager

By: RBI PI Manager, LLC

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Manager

By: Richmond Brothers 401(k)
Profit Sharing Plan

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Trustee

/s/ David S. Richmond
David S. Richmond

/s/ Matthew J. Curfman
Matthew J. Curfman

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SCHEDULE ATransactions in the Securities of the Issuer During the Past Sixty Days

<u>Nature of Transaction</u> Securities	<u>Price per Share (\$)</u>	<u>Date of Purchase/Sale</u>
---	-----------------------------	------------------------------

Purchased/SoldDate of Purchase/SaleRichmond Brothers, Inc.(Through the Separately Managed Accounts)Purchase of Common Stock¹ 1,996,557 1.5000 07/07/2017

Purchase of Common Stock 3,348 1.4994 07/10/2017

Purchase of Common Stock 3,378 1.4917 07/11/2017

Purchase of Common Stock 6,497 1.5358 07/11/2017

Purchase of Common Stock 3,378 1.4899 07/11/2017

Purchase of Common Stock 2,703 1.4709 07/13/2017

Purchase of Common Stock 1,990 1.4926 07/13/2017

Purchase of Common Stock 1,351 1.4854 07/13/2017

Purchase of Common Stock 50 1.4000 07/19/2017

Purchase of Common Stock 4,800 1.3600 07/19/2017

Purchase of Common Stock 2,600 1.3400 07/19/2017

Purchase of Common Stock 2,067 1.3500 07/19/2017

Purchase of Common Stock 8,071 1.4400 07/19/2017

Purchase of Common Stock 280 1.4300 07/19/2017

Purchase of Common Stock 370 1.4200 07/19/2017

Purchase of Common Stock 6,666 1.3990 07/20/2017

Purchase of Common Stock 1,181 1.4778 07/25/2017

Purchase of Common Stock 3,676 1.4269 07/27/2017

Purchase of Common Stock 7,143 1.4140 07/27/2017

Purchase of Common Stock 1,379 1.4595 07/27/2017

Purchase of Common Stock 3,472 1.4390 07/27/2017

Purchase of Common Stock 1,736 1.4369 07/28/2017

Purchase of Common Stock 1,392 1.4378 07/28/2017

Purchase of Common Stock 1,528 1.4207 07/28/2017

Purchase of Common Stock 1,449 1.3726 07/31/2017

Purchase of Common Stock 3,603 1.3890 08/01/2017

Purchase of Common Stock 3,731 1.3375 08/02/2017

Purchase of Common Stock 708 1.4069 08/03/2017

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Purchase of Common Stock 581 1.377408/03/2017
Purchase of Common Stock 543 1.377408/03/2017
Purchase of Common Stock 3,731 1.380408/03/2017
Purchase of Common Stock 3,676 1.377908/04/2017
Purchase of Common Stock 33,200 1.346708/07/2017
Purchase of Common Stock 2,222 1.351108/07/2017
Purchase of Common Stock 2,174 1.380408/07/2017
Purchase of Common Stock 5,594 1.416708/08/2017
Purchase of Common Stock 30,000 1.443708/08/2017
Purchase of Common Stock 3,497 1.469008/08/2017
Purchase of Common Stock 2,124 1.469008/08/2017

¹Acquired pursuant to the Issuer's July 2017 underwritten public offering.

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Purchase of Common Stock 6,993 1.424508/08/2017
 Purchase of Common Stock 3,521 1.446808/09/2017
 Purchase of Common Stock 3,650 1.387708/10/2017
 Purchase of Common Stock 690 1.460008/10/2017
 Purchase of Common Stock 24,138 1.450008/10/2017
 Purchase of Common Stock 651 1.457808/10/2017
 Purchase of Common Stock 3,430 1.455508/10/2017
 Purchase of Common Stock 1,389 1.438108/15/2017
 Purchase of Common Stock 3,759 1.358308/16/2017
 Purchase of Common Stock 752 1.421208/17/2017
 Purchase of Common Stock 1,493 1.426908/17/2017
 Purchase of Common Stock 3,968 1.431308/17/2017
 Purchase of Common Stock 3,968 1.240008/18/2017
 Purchase of Common Stock 470 1.334008/23/2017
 Purchase of Common Stock 2,239 1.331108/23/2017
 Purchase of Common Stock 729 1.379008/23/2017
 Purchase of Common Stock 2,143 1.395508/24/2017
 Purchase of Common Stock 3,497 1.426808/24/2017
 Purchase of Common Stock 7,246 1.388208/24/2017
 Purchase of Common Stock 7,252 1.383308/24/2017
 Purchase of Common Stock 7,092 1.402508/24/2017
 Purchase of Common Stock 2,158 1.392608/24/2017
 Purchase of Common Stock 5,714 1.399208/24/2017
 Purchase of Common Stock 2,192 1.369108/24/2017
 Purchase of Common Stock 3,623 1.399108/25/2017
 Purchase of Common Stock 978 1.397908/25/2017
 Purchase of Common Stock 3,571 1.428708/25/2017
 Purchase of Common Stock 3,546 1.420708/28/2017
 Purchase of Common Stock 1,439 1.399508/28/2017
 Purchase of Common Stock 3,571 1.416608/28/2017
 Purchase of Common Stock 735 1.368608/30/2017
 Purchase of Common Stock 1,316 1.360508/30/2017
 Purchase of Common Stock 3,648 1.402608/31/2017
 Purchase of Common Stock 5,050 1.405408/31/2017
 Purchase of Common Stock 704 1.417809/01/2017
 Purchase of Common Stock 2,941 1.376909/05/2017
 Purchase of Common Stock 3,704 1.369809/06/2017
 Purchase of Common Stock 2,190 1.386509/07/2017
 Purchase of Common Stock 3,542 1.417909/08/2017
 Purchase of Common Stock 1,449 1.409909/11/2017
 Purchase of Common Stock 2,778 1.445609/12/2017

Purchase of Common Stock 690 1.446109/12/2017
 Purchase of Common Stock 3,497 1.423409/14/2017
 Purchase of Common Stock 6,849 1.436209/14/2017
 Purchase of Common Stock 194 1.468609/18/2017
 Purchase of Common Stock 3,448 1.466109/18/2017
 Purchase of Common Stock 2,041 1.459909/20/2017
 Purchase of Common Stock 253 1.479509/20/2017

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Purchase of Common Stock 238 1.479509/20/2017

Purchase of Common Stock 3,571 1.436209/21/2017

Purchase of Common Stock 2,878 1.395609/21/2017

CUSIP NO. 00912N205

Purchase of Common Stock 7,143 1.4005 09/21/2017
Purchase of Common Stock 715 1.3972 09/22/2017
Purchase of Common Stock 3,623 1.4270 09/25/2017
Purchase of Common Stock 3,514 1.4406 09/27/2017
Purchase of Common Stock 3,497 1.4222 09/28/2017
Purchase of Common Stock 3,494 1.4484 09/28/2017
Purchase of Common Stock 3,497 1.4261 09/28/2017
Purchase of Common Stock 2,071 1.4521 09/29/2017
Purchase of Common Stock 2,045 1.4661 09/29/2017
Purchase of Common Stock 279 1.4400 10/03/2017
Purchase of Common Stock 4,069 1.4742 10/03/2017
Purchase of Common Stock 3,448 1.4626 10/03/2017
Purchase of Common Stock 2,920 1.3778 10/04/2017
Purchase of Common Stock 2,243 1.3363 10/04/2017
Purchase of Common Stock 731 1.3790 10/05/2017
Purchase of Common Stock 2,221 1.3689 10/05/2017
Purchase of Common Stock 1,328 1.3972 10/05/2017
Purchase of Common Stock 1,253 1.3956 10/05/2017
Purchase of Common Stock 1,433 1.3999 10/06/2017
Purchase of Common Stock 1,418 1.4162 10/06/2017
Purchase of Common Stock 2,143 1.3977 10/06/2017
Purchase of Common Stock 3,571 1.4124 10/06/2017
Purchase of Common Stock 7,157 1.3952 10/10/2017
Purchase of Common Stock 2,513 1.3972 10/10/2017
Purchase of Common Stock 3,571 1.4110 10/10/2017
Purchase of Common Stock 3,544 1.4025 10/10/2017
Purchase of Common Stock 1,399 1.4472 10/10/2017
Purchase of Common Stock 1,900 1.4471 10/10/2017
Purchase of Common Stock 3,546 1.4306 10/11/2017
Purchase of Common Stock 3,518 1.4299 10/11/2017
Purchase of Common Stock 1,429 1.4072 10/11/2017
Purchase of Common Stock 3,497 1.4240 10/11/2017
Purchase of Common Stock 6,993 1.4300 10/11/2017
Purchase of Common Stock 1,486 1.4000 10/12/2017
Purchase of Common Stock 2,159 1.3932 10/13/2017
Purchase of Common Stock 2,941 1.3898 10/13/2017
Purchase of Common Stock 3,650 1.3785 10/16/2017
Purchase of Common Stock 1,460 1.3794 10/16/2017
Purchase of Common Stock 1,449 1.3882 10/16/2017
Purchase of Common Stock 7,194 1.3981 10/17/2017
Purchase of Common Stock 2,899 1.3949 10/17/2017

Purchase of Common Stock 3,549 1.4170 10/17/2017
Purchase of Common Stock 714 1.4189 10/18/2017
Purchase of Common Stock 3,552 1.4200 10/18/2017
Purchase of Common Stock 1,937 1.4299 10/18/2017
Purchase of Common Stock 705 1.4130 10/18/2017
Purchase of Common Stock 7,042 1.4622 10/20/2017
Purchase of Common Stock 14,456 1.3907 10/23/2017

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Purchase of Common Stock 2,206 1.3599 10/25/2017
Purchase of Common Stock 1,471 1.3599 10/25/2017
Purchase of Common Stock 5,888 1.3599 10/25/2017

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Purchase of Common Stock	1,471	1.3688	10/25/2017
Purchase of Common Stock	1,471	1.3587	10/25/2017
Purchase of Common Stock	7,502	1.3509	10/26/2017
Purchase of Common Stock	3,653	1.4200	10/26/2017
Purchase of Common Stock	3,704	1.3589	10/26/2017
Purchase of Common Stock	2,239	1.3514	10/26/2017
Purchase of Common Stock	1,493	1.3459	10/31/2017
Purchase of Common Stock	435	1.3450	10/31/2017
Purchase of Common Stock	429	1.3461	10/31/2017
Purchase of Common Stock	2,235	1.3490	10/31/2017
Purchase of Common Stock	5,303	1.3295	10/31/2017
Purchase of Common Stock	2,385	1.3324	10/31/2017
Purchase of Common Stock	1,503	1.3399	10/31/2017
Purchase of Common Stock	1,483	1.3423	10/31/2017
Purchase of Common Stock	3,731	1.3490	10/31/2017
Purchase of Common Stock	2,290	1.3124	11/01/2017
Purchase of Common Stock	752	1.3252	11/03/2017
Purchase of Common Stock	1,524	1.3198	11/06/2017
Purchase of Common Stock	1,504	1.3533	11/06/2017
Purchase of Common Stock	1,515	1.3324	11/07/2017
Purchase of Common Stock	752	1.3411	11/07/2017
Purchase of Common Stock	760	1.3234	11/08/2017
Purchase of Common Stock	1,527	1.3259	11/08/2017
Purchase of Common Stock	1,471	1.3699	11/08/2017
Purchase of Common Stock	6,034	1.3290	11/08/2017
Purchase of Common Stock	1,449	1.3931	11/10/2017
Purchase of Common Stock	2,143	1.4090	11/13/2017
Purchase of Common Stock	1,512	1.3234	11/14/2017
Purchase of Common Stock	526	1.3234	11/14/2017
Purchase of Common Stock	2,256	1.3363	11/14/2017
Purchase of Common Stock	382	1.3296	11/15/2017
Purchase of Common Stock	3,720	1.3492	11/16/2017
Purchase of Common Stock	5,970	1.3472	11/16/2017
Purchase of Common Stock	3,704	1.3693	11/16/2017
Purchase of Common Stock	3,731	1.3499	11/16/2017
Purchase of Common Stock	1,493	1.3481	11/16/2017
Purchase of Common Stock	2,974	1.3433	11/16/2017
Purchase of Common Stock	1,429	1.3952	11/21/2017
Purchase of Common Stock	730	1.3851	11/22/2017
Sale of Common Stock	(5,672)	1.3667	11/27/2017
Purchase of Common Stock	3,623	1.3763	11/28/2017
Purchase of Common Stock	3,546	1.4074	11/28/2017
Purchase of Common Stock	1,449	1.3722	11/28/2017
Purchase of Common Stock	3,623	1.3765	11/28/2017
Purchase of Common Stock	2,206	1.3590	11/30/2017
Purchase of Common Stock	2,941	1.3565	11/30/2017
Purchase of Common Stock ²	1,040,000	1.2500	12/05/2017
Purchase of Common Stock	1,471	1.3553	12/07/2017

² Acquired pursuant to a private placement by Taglich Brothers, Inc., as placement agent, on behalf of the Issuer.

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Purchase of Common Stock	727	1.3659	12/07/2017
Purchase of Common Stock	3,625	1.3339	12/12/2017
Purchase of Common Stock	1,498	1.3330	12/12/2017
Purchase of Common Stock	3,745	1.3396	12/12/2017
Purchase of Common Stock	1,908	1.3067	12/14/2017
Purchase of Common Stock	3,101	1.2899	12/15/2017
Purchase of Common Stock	750	1.3323	12/18/2017
Purchase of Common Stock	6,185	1.6100	12/21/2017
Purchase of Common Stock	7,519	1.3200	02/06/2018
Purchase of Common Stock	7,519	1.3200	02/06/2018
Sale of Common Stock	(1,646)	1.3648	02/23/2018
Sale of Common Stock	(1,672)	1.6009	03/16/2018
Sale of Common Stock	(5,267)	1.6170	03/19/2018
Sale of Common Stock	(4,567)	1.6100	03/21/2018
Purchase of Common Stock	1,564	1.5900	03/21/2018
Purchase of Common Stock	2,000	1.5863	03/21/2018
Sale of Common Stock	(1,815)	1.5075	05/01/2018
Purchase of Common Stock	2,727	1.6500	05/18/2018
Purchase of Common Stock	1,878	1.6500	05/18/2018
Purchase of Common Stock	696	1.6500	05/18/2018
Purchase of Common Stock	2,509	1.6000	05/23/2018
Purchase of Common Stock	6,289	1.5944	05/23/2018
Purchase of Common Stock	2,424	1.6401	05/29/2018
Purchase of Common Stock	1,212	1.6401	05/29/2018
Purchase of Common Stock	3,030	1.6401	05/29/2018
Purchase of Common Stock	9,696	1.6401	05/29/2018
Purchase of Common Stock	1,607	1.6401	05/29/2018
Purchase of Common Stock	2,121	1.6401	05/29/2018
Purchase of Common Stock	1,212	1.6401	05/29/2018
Purchase of Common Stock	2,269	1.6401	05/29/2018
Purchase of Common Stock	3,030	1.6401	05/29/2018
Purchase of Common Stock	4,848	1.6401	05/29/2018
Purchase of Common Stock	3,030	1.6406	06/01/2018
Purchase of Common Stock	606	1.6406	06/01/2018
Purchase of Common Stock	2,572	1.6406	06/01/2018
Purchase of Common Stock	1,212	1.6406	06/01/2018
Purchase of Common Stock	4,242	1.6406	06/01/2018
Purchase of Common Stock	4,242	1.6406	06/01/2018
Purchase of Common Stock	3,030	1.6406	06/01/2018
Purchase of Common Stock	9,090	1.6406	06/01/2018
Purchase of Common Stock	2,121	1.6406	06/01/2018
Purchase of Common Stock	155	1.6406	06/01/2018
Sale of Common Stock	(867)	1.7698	06/08/2018
Purchase of Common Stock	5,879	1.6955	06/14/2018
Purchase of Common Stock	1,761	1.6955	06/14/2018

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Purchase of Common Stock 4,114 1.695506/14/2018
Purchase of Common Stock 3,992 1.695506/14/2018
Purchase of Common Stock 8,232 1.695506/14/2018
Purchase of Common Stock 11,761 1.695506/14/2018
Purchase of Common Stock 1,761 1.695506/14/2018
Purchase of Common Stock 1,173 1.695506/14/2018
Purchase of Common Stock 458 1.695506/14/2018
Purchase of Common Stock 1,173 1.695506/14/2018
Purchase of Common Stock 1,761 1.695506/14/2018
Purchase of Common Stock 2,349 1.695506/14/2018
Purchase of Common Stock 2,938 1.695506/14/2018
Purchase of Common Stock 17,645 1.695506/14/2018
Purchase of Common Stock 4,117 1.695506/14/2018
Purchase of Common Stock 5,879 1.695506/14/2018
Purchase of Common Stock 8,820 1.695506/14/2018
Purchase of Common Stock 6,467 1.695506/14/2018
Purchase of Common Stock 5,879 1.695506/14/2018
Purchase of Common Stock 2,055 1.695506/14/2018
Purchase of Common Stock 8,820 1.695506/14/2018
Purchase of Common Stock 2,350 1.695506/14/2018
Purchase of Common Stock 2,644 1.695506/14/2018
Purchase of Common Stock 2,349 1.695506/14/2018
Purchase of Common Stock 2,349 1.695506/14/2018
Purchase of Common Stock 879 1.695506/14/2018
Purchase of Common Stock 2,938 1.695506/14/2018
Purchase of Common Stock 1,761 1.695506/14/2018
Purchase of Common Stock 4,702 1.695506/14/2018
Purchase of Common Stock 2,938 1.695506/14/2018
Purchase of Common Stock 1,761 1.695506/14/2018
Purchase of Common Stock 6,464 1.695506/14/2018
Purchase of Common Stock 2,349 1.695506/14/2018
Purchase of Common Stock 1,761 1.695506/14/2018
Purchase of Common Stock 1,761 1.695506/14/2018
Purchase of Common Stock 2,938 1.695506/14/2018
Purchase of Common Stock 705 1.695506/14/2018
Purchase of Common Stock 1,764 1.695506/14/2018
Purchase of Common Stock 4,702 1.695506/14/2018
Purchase of Common Stock 1,526 1.695506/14/2018
Purchase of Common Stock 5,879 1.695506/14/2018
Purchase of Common Stock 1,702 1.695506/14/2018
Purchase of Common Stock 1,761 1.695506/14/2018
Purchase of Common Stock 702 1.695506/14/2018
Purchase of Common Stock 2,349 1.695506/14/2018
Purchase of Common Stock 3,820 1.695506/14/2018
Purchase of Common Stock 3,527 1.695506/14/2018
Purchase of Common Stock 2,938 1.695506/14/2018
Purchase of Common Stock 17,644 1.695506/14/2018

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Purchase of Common Stock 8,820 1.695506/14/2018
Purchase of Common Stock 820 1.695506/14/2018
Purchase of Common Stock 8,820 1.695506/14/2018
Purchase of Common Stock 2,938 1.695506/14/2018

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Purchase of Common Stock 5,879 1.695506/14/2018
 Purchase of Common Stock 5,291 1.695506/14/2018
 Purchase of Common Stock 9,408 1.695506/14/2018
 Purchase of Common Stock 4,114 1.695506/14/2018
 Purchase of Common Stock 11,762 1.695506/14/2018
 Purchase of Common Stock 7,644 1.695506/14/2018
 Purchase of Common Stock 5,291 1.695506/14/2018
 Purchase of Common Stock 3,232 1.695506/14/2018
 Purchase of Common Stock 8,821 1.695506/14/2018
 Purchase of Common Stock 11,761 1.695506/14/2018
 Purchase of Common Stock 2,938 1.695506/14/2018
 Purchase of Common Stock 1,761 1.695506/14/2018
 Purchase of Common Stock 588 1.695506/14/2018
 Purchase of Common Stock 1,761 1.695506/14/2018
 Purchase of Common Stock 5,879 1.695506/14/2018
 Purchase of Common Stock 4,114 1.695506/14/2018
 Purchase of Common Stock 2,938 1.695506/14/2018
 Purchase of Common Stock 5,879 1.695506/14/2018
 Purchase of Common Stock 2,994 1.679906/18/2018
 Purchase of Common Stock 3,000 1.658506/18/2018
 Purchase of Common Stock 581 1.710606/21/2018
 Purchase of Common Stock 2,906 1.737906/21/2018
 Purchase of Common Stock 3,529 1.720506/21/2018
 Purchase of Common Stock 4,131 1.724406/21/2018

RBI Private Investment II, LLC

Purchase of Common Stock 15,333 1.481007/24/2017

Richmond Brothers 401(k) Profit Sharing Plan

Purchase of Common Stock 1,497 1.468007/24/2017
 Purchase of Common Stock 1,633 1.487807/24/2017
 Purchase of Common Stock 321 1.468609/18/2017
 Purchase of Common Stock 385 1.468609/18/2017
 Purchase of Common Stock 517 1.440009/21/2017
 Purchase of Common Stock 620 1.440009/21/2017
 Purchase of Common Stock 1,886 1.440009/21/2017
 Purchase of Common Stock 2,464 1.440009/21/2017
 Purchase of Common Stock 1,732 1.440009/21/2017
 Purchase of Common Stock 1,746 1.440009/21/2017
 Purchase of Common Stock 76 1.322411/01/2017
 Purchase of Common Stock 95 1.322211/01/2017
 Purchase of Common Stock 1,685 1.379811/27/2017
 Purchase of Common Stock 2,190 1.379811/27/2017

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Purchase of Common Stock	936	1.3798	11/27/2017
Purchase of Common Stock	915	1.3798	11/27/2017
Purchase of Common Stock	636	1.3995	11/28/2017
Purchase of Common Stock	246	1.2850	12/15/2017
Purchase of Common Stock	290	1.2850	12/15/2017

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Purchase of Common Stock	10,944	1.695506/14/2018
Purchase of Common Stock	9,547	1.695506/14/2018
Purchase of Common Stock	1,261	1.695506/14/2018
Purchase of Common Stock	800	1.695506/14/2018
Purchase of Common Stock	2,350	1.695506/14/2018
Purchase of Common Stock	1,174	1.695506/14/2018
Purchase of Common Stock	7,281	1.695506/14/2018
Purchase of Common Stock	9,732	1.695506/14/2018
Purchase of Common Stock	250	1.695506/14/2018
Purchase of Common Stock	205	1.695506/14/2018