

AIR INDUSTRIES GROUP

Form 4

February 13, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAGLICH ROBERT

(Last) (First) (Middle)

**790 NEW YORK AVENUE, SUITE
209**

(Street)

HUNTINGTON, NY 11743

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AIR INDUSTRIES GROUP [AIRI]

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

02/07/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/29/2016		M	3,000	A \$ 2.95	377,903	D
Common Stock					17,990	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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information contained in this form are not
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SEC 1474
(9-02)

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number.

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 Underlying (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (right to purchase)	\$ 4.64	06/02/2016		A		750		02/01/2016	06/01/2021	Common Stock
Warrants	\$ 5	08/19/2016		P		2,436		08/19/2016	07/31/2021	Common Stock
Convertible Notes	\$ 2.25	11/23/2016		P		\$ 100,000		11/23/2016	11/30/2018	Common Stock
Convertible Note	<u>(4)</u>	11/30/2016		C		\$ 204,183		08/19/2016	12/31/2017	Common Stock ⁽⁴⁾
Convertible Note	<u>(4)</u>	11/30/2016		C		\$ 60,000		08/19/2016	12/31/2017	Common Stock ⁽⁴⁾
Series A Preferred Stock	\$ 4.92	11/30/2016		C		23,291 <u>(5)</u>		11/30/2016	<u>(6)</u>	Common Stock
Series A Preferred Stock	\$ 4.92	11/30/2016		C		6,036 ⁽⁵⁾		11/30/2016	<u>(6)</u>	Common Stock
Convertible Notes	\$ 2.63	12/22/2016		P		\$ 200,000		12/22/2016	11/30/2018	Common Stock
Warrants	\$ 3	12/22/2016		P		15,210		12/22/2016	11/30/2021	Common Stock
Warrants	\$ 3	12/22/2016		P		44,677		12/22/2016	11/30/2021	Common Stock
Convertible Notes	\$ 3.71	02/07/2017		P		\$ 250,000		02/07/2017	01/31/2019	Common Stock
Warrants	\$ 3.71	02/07/2017		P		19,230		02/07/2017	01/31/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAGLICH ROBERT 790 NEW YORK AVENUE, SUITE 209 HUNTINGTON, NY 11743			X	

Signatures

/s/ Robert F.
Taglich

02/13/2017

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 Managing Director.
- (2) Owned by Tag/Kent Partners, of which Reporting Person is a General Partner.
- (3) Custodian for children under NY UGMA.
- (4) Converted into shares of Series A Convertible Preferred Stock ("Series A Preferred Stock") at \$10 per share upon filing of Certificate of Amendment increasing number of authorized shares of Preferred Stock. Until automatically converted into shares of Series A Preferred Stock, the Note had been convertible into shares of Common Stock at an exercise price of \$4.92 per share, the conversion price of the Series A Preferred Stock.
- (5) Includes shares received in lieu of cash dividends on December 15, 2016.
- (6) There is no expiration date.
- (7) Represents Placement Agent Warrants received by Taglich Brothers, Inc., of which the Reporting Person is Managing Director, which acted as placement agent for the sale of Issuer's 8% Subordinated Convertible Notes in December 2016.

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.