

AIR INDUSTRIES GROUP, INC.
Form 10-12G/A
October 17, 2012

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

FORM 10 /A
(Amendment No. 1)
GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

AIR INDUSTRIES GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4458244
(I.R.S. Employer Identification No.)

1479 North Clinton Avenue Bay Shore, New York
(Address of principal executive offices)

11706
(Zip Code)

Registrant's telephone number, including area code-(631) 968-5000

Securities to be registered pursuant to Section 12(b) of the Act: None

Title of each class To be so registered	Name of each exchange on which each class is to be registered
None	N/A

Securities to be registered pursuant to section 12(g) of the Act:
Common Stock, \$0.001 par value
(Title of class)

Indicate by check mark if 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 <input type="radio"/>	Accelerated Filer <input type="radio"/>
Non-accelerated Filer <input type="radio"/> (Do not check if a smaller reporting Company)	Smaller Reporting Company <input checked="" type="radio"/>

Explanatory Note

In October 2009, as part of our efforts to conserve cash, we filed a Form 15 voluntarily terminating the registration of our common stock under Section 12(g) of the Securities Exchange Act of 1934 (the “Exchange Act”), thereby terminating our obligation to file reports under the Exchange Act. Our board of directors has determined to file this registration statement on Form 10 to re-register our common stock under the Exchange Act which will obligate us, our directors and significant shareholders to comply with the reporting provisions of the Exchange Act.

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Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements. Certain of the matters discussed herein concerning, among other items, our operations, cash flows, financial position and economic performance including, in particular, future sales, product demand, competition and the effect of economic conditions, include forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act.

Forward-looking statements are predictive in nature and can be identified by the fact that they do not relate strictly to historical or current facts and generally include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates" and similar expressions. Although we believe that these statements are based upon reasonable assumptions, including projections of orders, sales, operating margins, earnings, cash flow, research and development costs, working capital, capital expenditures, distribution channels, profitability, new products, adequacy of funds from operations, and general economic conditions, these statements and other projections contained herein expressing opinions about future outcomes and non-historical information, are subject to uncertainties and, therefore, there is no assurance that the outcomes expressed in these statements will be achieved.

Investors are cautioned that forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from the expectations expressed in forward-looking statements contained herein. Given these uncertainties, you should not place any reliance on these forward-looking statements which speak only as of the date hereof. See "Risk factors" for a discussion of factors that could cause our actual results to differ from those expressed or implied by forward-looking statements.

We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws. You are advised, however, to consult any additional disclosures we make in our reports filed with the Securities and Exchange Commission ("SEC"). This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

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Item 1. Business

Introduction

As used in this report, unless otherwise stated or the context requires otherwise, the "Company" and terms such as "we," "us" "our," and "AIRI" refer to Air Industries Group, Inc., a Delaware corporation, and our directly and indirectly wholly-owned subsidiaries: Gales Acquisition Group, Inc., a Delaware corporation ("Merger Sub"), Air Industries Machining, Corp., a New York corporation ("AIM"), Welding Metallurgy, Inc., a New York corporation ("Welding Metallurgy," or "WMI"), Nassau Tool Works, Inc., a New York corporation ("Air-NTW"), and, for periods prior to its divestiture in December 2010, Sigma Metals, Inc. ("Sigma Metals" or "Sigma").

DESCRIPTION OF BUSINESS

We are an aerospace and defense company. We design and manufacture structural parts and assemblies that focus on flight safety, including landing gear, arresting gear, engine mounts, flight controls, throttle quadrants and other components. We also provide sheet metal fabrication of aerostructures, tube bending and welding services. Our products are currently deployed on a wide range of high profile military and commercial aircraft including Sikorsky's UH-60 Blackhawk helicopter, Lockheed Martin's F-35 Joint Strike Fighter, Northrop Grumman's E2D Hawkeye, Boeing's 777, Airbus' 380 commercial airliners, and the US Navy F-18 and USAF F-16 fighter aircraft. We believe that in terms of the number of components, we are the largest supplier of flight safety components to Sikorsky Aircraft Corp. ("Sikorsky") for its Blackhawk helicopters.

Air Industries Group, Inc. was formed in 2005 in connection with the "reverse-merger" of AIM into a publicly traded company with nominal assets. In June 2007, we changed our name to Air Industries Group, Inc. In addition to growing organically at AIM, we acquired Sigma Metals in April 2007, Welding Metallurgy in August 2007, and acquired the operations of Nassau Tool Works, Inc. (the "NTW Acquisition") through an asset acquisition in June 2012, at which time we changed the name of our subsidiary utilized to consummate the NTW Acquisition to "Nassau Tool Works, Inc.," which we refer to in this Report as "Air-NTW." In October 2008, we discontinued the operations of Sigma Metals, and liquidated or otherwise disposed of its assets. Consequently, we currently operate through three subsidiaries: AIM, WMI and Air-NTW.

AIM has manufactured components and subassemblies for the defense and commercial aerospace industry for over 40 years and has established long term relationships with leading defense and aerospace manufacturers such as Boeing, Goodrich Landing Gear, Lockheed Martin, and Northrop Grumman. AIM manufactures machined aircraft parts and subassemblies and other flight critical parts/assemblies for many of the major aircraft platforms in the industry. AIM's customers include original equipment manufacturers, or OEMs, and members of the defense and commercial aerospace industry supply chains, including Sikorsky, Goodrich Landing Gear, Lockheed Martin, Boeing, and Northrop Grumman. AIM is based in Bay Shore, Long Island, New York.

WMI has provided specialty welding services and metal fabrications to the defense and commercial aerospace industry since 1979. Its customers include GKN Corporation, Sikorsky, Lockheed Martin, Boeing and Northrop Grumman. WMI is based in Hauppauge, Long Island, New York.

The predecessor of Air-NTW was founded in 1959. Air-NTW's principal business is the fabrication and assembly of landing gear components and complete landing gear for fighter aircraft for the US and foreign governments. Air-NTW also performs sub-contract machining for other aerospace manufacturers, including Air Industries. Air-NTW is located in West Babylon, Long Island, New York.

Our principal offices are located at the offices of AIM at 1479 North Clinton Avenue, Bay Shore, New York 11706 and our telephone number is (631) 968-5000. All of our subsidiaries are located within a 10 mile radius from our headquarters.

Recent Stock Issuances and Financings

After giving effect to all shares issued in connection with the reverse merger of AIM in 2005 and assuming the exercise or conversion of all of the options, warrants and derivative securities then outstanding, as of June 30, 2006, we had outstanding an aggregate of approximately 67,448,585 shares of common stock, without giving effect to the reverse split discussed below.

In April 2007, we issued 802,300 shares of our series B Convertible Preferred Stock (the "Series B Preferred") to finance the acquisition of Sigma and to provide us with additional working capital. The shares of Series B Preferred were convertible into shares of our common stock at a variable conversion price determined in accordance with the terms set forth in the Certificate of Designation. In addition, the terms of the Series B Preferred provided for the payment of a 7% cumulative dividend, payable in cash or in shares of Series B Preferred in lieu of cash, valued at a price determined by reference to the fair market value of our common stock as of approximately the date of issuance of such dividends. Until the Series B Preferred was converted into common stock in the recapitalization described below, we issued an aggregate of 3,077,933 shares of Series B Preferred to the holders thereof in lieu of cash dividends.

In June 2008 we completed a private placement in which we issued \$2,950,000 principal amount of our Junior Subordinated Notes (the "Old Notes") and 983,324 shares of our common stock (before giving effect to the reverse split described below). In connection with this placement we also issued 500 shares of common stock (before giving effect to the reverse split described below) to the placement agent. From September 2008 to February 2009 we issued an aggregate of \$3,040,000 principal amount of our Junior Subordinated Notes with terms similar to the Old Notes but with a lesser interest rate (the "New Notes"), together with an aggregate of 243,200 shares of Series B Preferred in a private placement. We also issued 39,604 shares of Series B Preferred to the placement agent as a partial sales commission for this placement.

In October 2008, the holders of \$2,950,000 of our Old Notes exchanged their Old Notes for an equal principal amount of our New Notes and 236,000 shares of Series B Preferred. As of December 31, 2011, the balance owed on the Junior Subordinated Notes amounted to \$6,320,000.

In January 2009, as part of the sale of certain of the assets of Sigma to its former stockholders, we issued 58,500 shares of our Series B Preferred to the former stockholders of Sigma.

In March and June, 2009, we issued 4,211 and 10,000 shares of our Series B Preferred in settlement of disputes with third parties.

In January 2010, we issued 137,138 shares of our Series B Preferred upon exercise of warrants issued to the placement agent for the offering of the New Notes and Preferred Shares.

Recapitalization and Conversion of Junior Subordinated Notes

In July 2010, at a special meeting of our stockholders, our common and Series B Preferred stockholders approved (i) a 1-for-400 reverse split of our common stock and (ii) the automatic conversion of the then outstanding shares of our Series B Preferred, together with any dividends that may have become payable prior to the conversion date into 3,400,000 shares of our common stock. Upon completion of the reverse split and conversion of our common stock in October 2010, we had an aggregate of 3,579,114 shares of common stock outstanding, of which approximately 95% was owned by the former holders of the Series B Preferred.

At the time of completion of our reverse merger we were party to a credit facility with PNC Bank N.A., our senior lender. The credit facility provided for maximum borrowings of \$19,000,000 and was secured by a lien on substantially all of our assets. The \$19,000,000 was comprised of a \$14,000,000 revolving loan, a \$3,500,000 term loan and a \$1,500,000 equipment line.

In connection with the acquisition of WMI, in August 2007, we issued the sellers a promissory note in the principal amount of \$2,000,000 and received a \$4,500,000 term loan from Steel City Capital Funding ("SCCF"), the proceeds of which were used to fund a portion of the purchase price of WMI. In November 2010, we executed a renewal and

amendment to the credit facility with our senior lender which provided for a \$16,000,000 revolving loan and a \$3,000,000 term loan and which included WMI as one of the borrowers. A portion of the proceeds of the amended credit facility with our senior lender was used to satisfy the SCCF Term Loan. In August 2008 we restructured the WMI sellers' note into a note with a principal amount of \$2,050,000 bearing interest at the rate of 7% per annum and payable in installments with a final payment due March 31, 2014. In October 2010 we entered into a letter agreement with the sellers of WMI in which it was agreed that all accrued and unpaid interest under the restructured note would be added to the principal, making the new note balance \$2,397,967. Interest on this note accrues at 7% per annum and the note is payable in installments through January 2015.

In June 2012, we acquired the business now operated by Air-NTW from Nassau Tools Works, Inc., for a purchase price consisting of 66,666 shares of our common stock and \$12,118,000 in cash. Upon completion of the acquisition, Nassau Tool Works, Inc. changed its name to NTW Dissolution Corp. and it is referred to herein as "NTW Dissolution." In connection with the acquisition, we sold in a private offering an aggregate of 1,185,851 shares of common stock for \$6.00 per share, from which we derived net proceeds of approximately \$6,528,000, and issued 867,461 shares of common stock in exchange for approximately \$5,204,000 principal amount of our Junior Subordinated Notes, thereby increasing our equity by approximately \$11,700,000. As a result of the private placement and the conversion of Junior Subordinated Notes, the number of outstanding shares of our common stock increased from approximately 3,579,000 to 5,711,000.

Air Industries Machining Corp.

AIM manufactures aircraft structural parts and assemblies principally for prime defense contractors in the defense/aerospace industry including, Boeing, Goodrich Landing Gear, Sikorsky, Lockheed Martin, and Northrop Grumman. For the trailing twelve months ended June 30, 2012, approximately 85 % of AIM's revenues were derived from sales of parts and assemblies for military applications, although direct sales to the military (U.S. and NATO) constituted a small fraction of those sales. The remaining 15% of revenues for the June 30, 2012 trailing twelve months represented sales in the airframe manufacturing sector to major commercial aviation manufacturers. AIM is a provider of flight critical, technically complex structures. AIM's parts are installed onboard Sikorsky's U/MH - 60M/S Helicopters, generally known as The BlackHawk, Lockheed's F35 Joint Strike Fighter (JSF), Northrop Grumman's E2-C/D Hawkeye, the Airbus A-380 Super Jumbo airliner, and the C-17 Globemaster.

AIM has evolved from being a manufacturer of individual parts to a manufacturer of mechanical and electro-mechanical subassemblies and an engineering integrator. This evolution continues as AIM seeks to become a provider of larger and more complex subassemblies. AIM currently produces over 2,400 individual products (SKU's) that are assembled by a skilled labor force into electromechanical devices, mixer (primary flight control) assemblies, rotor-hub components for Blackhawk helicopters, arresting gear for the E2C/D Hawkeye, C2A Greyhound and US Navy Fighters, vibration absorbing assemblies for Sikorsky helicopters, landing gear components for the F-35 Joint Strike Fighter (JSF), and many other subassembly packages. In 2011 AIM was awarded a subcontract to fabricate and assemble complete landing gear for the new E-2D series Advanced Hawkeye aircraft.

AIM believes that in terms of the number of components supplied, it is the largest supplier of flight critical components to Sikorsky, and is considered the single or sole source for much of these parts. Sales of parts and services to Sikorsky and are subject to General Ordering Agreements which were recently renegotiated and extended through 2012.

Historically, Sikorsky has been AIM's single largest customer having accounted for more than 50% of its revenues in certain years. During 2011 and 2012, though sales to Sikorsky remained robust, AIM began to derive a significant portion of its revenues from Goodrich Landing Gear. Consequently, although sales to Sikorsky represented approximately 54% of AIM's net sales during 2011, sales to Sikorsky represented approximately 42% of AIM's net sales in the first six months of 2012. On a combined basis, these two customers accounted for approximately 78% of AIM's net revenues during each of 2011 and 2010, and 83% of AIM's net sales for the first six months of 2012.

AIM's achievements in manufacturing quality control have enabled it to receive various international certifications that distinguish it from less qualified manufacturers, as well as several highly technical, customer-based proprietary quality approvals. AIM has also been recognized with the supplier of the year awards from notable customers such as United Technologies (Sikorsky) and Northrop Grumman.

Nearly all of the parts and subassemblies produced by AIM are built to customer specifications and are not protected by patents, trademarks or other rights owned or licensed by AIM. AIM's investments have been for manufacturing engineering, process engineering and tooling, to achieve manufacturing efficiency certifications and customer approvals that provide entry barriers to competitors for follow-on procurements.

Welding Metallurgy, Inc.

Welding Metallurgy was originally founded as a provider of specialty welding services. Since its acquisition in August 2007, its product and service offerings have increased and now include tube bending and metal fabrications of aircraft structures. WMI's services and products are principally provided to prime contractors, aerospace engine manufacturers and to other subcontractors to aerospace manufacturers throughout the United States.

Welding Metallurgy is an important supplier on the Northrop Grumman E-2 C/D Hawkeye Program producing approximately 300 different parts annually. For the trailing twelve months ended June 30, 2012 nearly 100% of WMI's revenues were derived from sales of parts and assemblies for military applications, although direct sales to the military (US and NATO) were a small fraction. WMI produces the inlet housing and the auxiliary long and short beams for the Sikorsky BlackHawk helicopter and various welded door and panel assemblies for the Boeing CH-47 Chinook Helicopter. WMI also provides environmental tubing to Lockheed for the F-35 Joint Strike Fighter.

In 2011, WMI was awarded a design and build contract for engine exhaust tubing for the CH-53K heavy lift helicopter.

Nassau Tool Works, Inc.

Air-NTW is a manufacturer of complete landing gear and landing gear components for the F-16 Fighting Falcon and F-18 Hornet aircraft of the US Air Force and Navy. In addition Air-NTW specializes in deep hole gun-drilling and trepanning and performs sub-contract machining services for prime contractors in the defense and aerospace industries. In many ways Nassau Tool Works, from which we acquired the operations that now constitute Air-NTW, was very similar to AIM with perhaps a stronger focus on turning processes as opposed to milling processes.

The NTW Acquisition enhanced our position in aircraft landing gear. Not only did we expand our customer base and increase the number of aircraft platforms we support, we also decreased our dependence on any single customer.

Our Market

We operate in both the military and to a lesser degree commercial aviation industries. Defense revenues represent approximately 90% of our sales. The Department of Defense has announced plans to significantly reduce spending beginning in Fiscal 2013, regardless of the impact of the current budget impasse. Reductions in United States Government spending on defense or future changes in the kind of defense products required by United States Government agencies could limit demand for our products. Our products are incorporated into many aircraft platforms, the majority of which remain in production, and of which there are a substantial number of operating aircraft. We believe we are the largest supplier of flight critical parts to Sikorsky's Black Hawk helicopter. We also make products for the Northrop Grumman E-2C, and the new E-2D Advanced Hawkeye aircraft including complete landing gear, the F-16 Falcon and F-18 Hornet fighter aircraft, the Airbus 380 Super Jumbo, and Boeing's (formerly McDonnell Douglas) C17 Globemaster, and the Lockheed F-35 Joint Strike Fighter.

Many of our products are flight critical requiring advanced certification and for which we are the sole or one of a limited sources of supply. Many of these parts are subject to wear and tear or fatigue and are routinely replaced on aircraft on a time of service or flight cycle basis. Replacement demand for these products will continue, albeit at perhaps a lower rate, so long as an aircraft remains in service, which can be many years after production has stopped. We believe that this may lessen the effect of reductions in defense spending. Nevertheless, there can be no assurance that our financial conditions and results of operations will not be adversely impacted by reductions in defense spending or a change in the mix of products purchased by defense departments in the United States or other countries.

Sales and Marketing

Air Industries Machining

Our approach to sales and marketing can be best understood through the concept of customer alignment. The aerospace industry is dominated by a small number of large prime contractors and equipment manufacturers. These customers are increasingly seeking subcontractors who can supply and are qualified to integrate the fabrication of larger, more complex and more complete subassemblies. We seek to position ourselves within the supply chain of these contractors and manufacturers to be selected for subcontracted projects.

Successful positioning requires that we qualify to be a preferred supplier by achieving and maintaining independent third party quality approval certifications, specific customer quality system approvals and top supplier ratings through strong performance on existing contracts.

Initial contracts are usually obtained through competitive bidding against other qualified subcontractors, while follow-on contracts are usually obtained by successfully performing initial contracts. The long term business of each of our current subsidiaries, AIM, WMI and Air-NTW, generally benefits from barriers to entry resulting from investments, certifications, familiarization with the needs and systems of customers, and manufacturing techniques developed during the initial manufacturing phase.

As our business base grows with targeted customers, we endeavor to develop each of our relationships to one of a “partnership” where we become involved in the resolution of design and build issues and initial contracts are obtained as single source awards and follow-on pricing is negotiated on a cost plus rather than a competitive bid basis.

Welding Metallurgy

WMI has historically enjoyed ongoing relationships with some of the world's leading aerospace companies, including Northrop Grumman, Boeing and Middle River Aircraft Systems. These relationships were based on the company's ability to provide precision welding services, which are sought after in the aerospace industry. Since we acquired Welding Metallurgy, we have implemented a marketing effort that is aimed at growth, with a focus on the following strategic objectives:

- Favorable differentiation of Welding Metallurgy from the competition, and the securing of long-term customer commitments.
- Diversification of customer base.
 - Evolution from being a supplier of welding services to being a supplier of welded assemblies.
 - Development into a Product Integrator, focused on providing Structural Assemblies to the Industry.

Favorable differentiation

Since we acquired WMI in 2007, our focus has been on providing world class customer service and we have restructured WMI's pricing to improve its competitive position. Welding Metallurgy also has embarked on a face-to-face marketing campaign with established customers, using members of its top management team accompanied by the management of AIRI. We believe that this personal approach, combined with improved pricing and performance, has resulted in new opportunities for Welding Metallurgy with existing customers and customers of AIM that were not utilizing the services of WMI.

Diversification

Prior to our acquisition of WMI, Northrop Grumman represented 70-75% of its annual revenues. Through direct marketing efforts by executive management of WMI and AIRI, Welding Metallurgy has secured the approval of and is now a supplier to Sikorsky Aircraft, Lockheed, Piper Aircraft, GKN Aerospace, M7 Aerospace, Vought Aerospace and Ametek/Hughes-Treitler. GKN Aerospace has now become WMI's largest customer. Consequently, though it remains a significant customer, the amount received from Northrop Grumman represented a significantly lower portion of WMI's revenues for the trailing twelve months ended June 30, 2012.

Evolution from Welder to Turnkey Solution Provider:

Once considered only a supplier of welding services, WMI has recruited the personnel to fabricate complete, fully-assembled products, and, more recently, design products, and customers have now engaged WMI for these services. This has increased the WMI's penetration into the operations of certain customers resulting in more firmly embedded relationships.

Our long term marketing goal for Welding Metallurgy is to develop the company into a product integrator providing structural assemblies to the aerospace industry. We have employees with the talent and experience to manage the manufacture of sections of aircraft structures to be delivered to the final assembly phase of the aircraft manufacturing cycle. In 2011 we hired additional senior management personnel to bolster this capability. This strategy is very much in line with current prime contractor supply chain strategy. WMI combined with AIM and now Air-NTW, offers a cost competitive, low risk approach to customers for the outsourcing of subassembly manufacturing.

Nassau Tool Works

In recent years, the marketing effort at Nassau Tool Works has been minimal and consisted largely of re-competing for contracts from the US Government and foreign governments for the F-16 and F-18 aircraft. Historically, Nassau Tool was a supplier to Goodrich Landing Gear, Gulfstream Aviation and others.

Air-NTW has retained the qualifications which the former Nassau Tool Works had with its customers and the required tooling for parts for many other aircraft platforms. Air-NTW's machining capabilities are somewhat different from and complementary to those of AIM. We intend to leverage our relationship with Goodrich and other customers to broaden the range of customers and products produced at Air-NTW initially emphasizing those that it used to produce but de-emphasized as it focused on the F-16 and F-18. We have already identified several opportunities for AIM and WMI to bid on subcontracts utilizing the capabilities of Air-NTW.

Our Backlog

Our backlog is best understood by looking at our three operating subsidiaries independently.

AIM has a number of long-term multi-year General Purchase Agreements or GPA's with several customers. These agreements specify part numbers, specifications and prices of the covered products for a specified period, but do not authorize immediate production and shipment. Nevertheless, before a customer will award a GPA, we or any other potential supplier must demonstrate the ability to produce products meeting the customer's specifications and during the life of the contract maintain a strong quality performance rating and a consistent on-time delivery record, all at an acceptable price.

AIM's "firm backlog" includes only fully authorized orders received for products to be delivered within the forward 18-month period. The "projected backlog" includes the firm backlog and forecasted demand from our base of leading prime aerospace/defense contractors for product releases against GPAs. Although the forecasted releases against GPAs within the forward 18-month period are included in the "projected backlog", we may actually receive additional "follow-on" awards through the balance of a GPA period. As of June 30, 2012, AIM's 18-month "firm backlog" was approximately \$49 million and our "projected backlog" as of that date for the same 18-month period was approximately \$60 million.

Like AIM, WMI and Air-NTW also have long term agreements with customers agreements specify part numbers, specifications and prices of the covered products for a specified period, but do not authorize immediate production and shipment. Their "firm backlog" as reported by us includes only fully authorized orders received for products to be delivered within the forward 18-month period. As of June 30, 2012 WMI's 18 month firm backlog was approximately \$12 million. We are currently in the process of establishing operating procedures that will enable us to project the backlog of Air-NTW.

Competition

Winning a new contract is highly competitive. For the most part we manufacture to customer designs and specifications, and compete against companies that have similar manufacturing capabilities in a global marketplace. Consequently, the ability to obtain contracts requires providing quality products at competitive prices. To accomplish this requires that we make continuous improvements in our capabilities to assure our competitiveness and provide value to our customers. Our marketing strategy involves developing long-term ongoing working relationships with customers. These relationships enable us to develop entry barriers to would-be competitors by establishing and maintaining advanced quality approvals, certifications and tooling investments that are difficult and expensive to duplicate.

Despite these barriers to entry, many of our competitors are well-established subcontractors engaged in the supply of aircraft parts and components to prime military contractors and commercial aviation manufacturers. Among our competitors are Sterling Machine, Monitor Aerospace, a division of Stellex Aerospace, Hydromil, a division of Triumph Aerospace Group, Heroux Aerospace and Ellanef Manufacturing, a division of Magellan Corporation.

Many of our competitors are larger enterprises or divisions of significantly larger companies having greater financial and physical and technical resources, and the capabilities to more timely respond under much larger contracts.

Raw Materials and Replacement Parts

As product integrators, the manufacturing processes of both AIM and Air-NTW require significant purchases of raw materials, hardware and subcontracted details. As a result, much of their success in profitably meeting customer demand requires efficient and effective subcontract management. Price and availability of many raw materials utilized in the aerospace industry are subject to volatile global markets. Most suppliers of raw materials are unwilling to commit to long-term contracts at fixed prices. This is a substantial risk as our strategy often involves long term fixed price commitments to our customers.

Welding Metallurgy does not require significant amounts of materials to produce finished products. Supplies required for its operations are readily available and do not require significant inventories to be held on hand.

Future Expansion Strategy

Since the 1990s, the aerospace and defense industries have undergone radical consolidation. The largest prime contractors have merged or been acquired resulting in fewer, and much larger, entities. Some examples are Boeing which acquired McDonnell Douglas; Lockheed Martin, formed by Lockheed's acquisition of Martin Marietta, together with the aerospace divisions of General Dynamics; Northrop Grumman, which fused together Northrop, Grumman, Westinghouse and Litton Industries into one entity. Where once there were nine companies there are now just three. The recently proposed merger of the European companies EADS and BAE Systems indicates that this consolidation may be continuing.

The consolidation of the prime contractors has caused a similar consolidation of suppliers. Major contractors seek to streamline supply chains by buying both larger quantities and more complete sub-assemblies from fewer suppliers. This has led to increased competitive pressure on many smaller firms. To survive in this environment suppliers must invest in systems and infrastructures capable of interfacing with and meeting the needs of prime contractors. Suppliers with \$15-\$100 million in annual sales, referred to as the "Tier III and IV Manufacturing Sector," must become fully capable of working interactively in a computer aided three dimensional automated engineering environment and must have independent third party quality system certifications.

We believe this industry trend will increase pressure on smaller aerospace/defense critical component manufacturers, the Tier III and IV suppliers. These manufacturers will have no choice but to upgrade their systems and processes or seek to be acquired or acquire others to achieve the necessary scale or leave the industry.

Our acquisition of WMI and the NTW Acquisition are part of our strategy to react to this market environment. The NTW Acquisition creates a company with combined pro-forma sales for the trailing twelve months ended June 30, 2012 of approximately \$70 million. The addition of Nassau Tool places us in the upper quadrant of Tier III and IV manufacturers and enables the combined entity to compete more effectively for contracts and other outsourcing opportunities from prime contractors and the US Government.

We intend to continue to seek accretive acquisition candidates and internal growth opportunities for AIM, WMI and Air-NTW.

Employees

As of June 30, 2012, we employed approximately 250 people.

AIM is a party to a collective bargaining agreement (the "Agreement") with the United Service Workers, IUJAT, Local 355 (the "Union") with which we believe we maintain good relations. The Agreement, dated January 1, 2012, expires December 31, 2015, and covers all of AIM's production personnel. AIM is required to make a monthly contribution to each of the Union's United Welfare Fund and the United Services Worker's Security Fund. This is the only pension benefit required by the Agreement and the Company is not obligated for any future defined benefit to retirees. The Agreement contains a "no-strike" clause, whereby, during the term of the Agreement, the Union will not strike and AIM will not lockout its employees.

All employees of the Company are covered under a co-employment agreement with Insperity, Inc., formerly known as Administaff.

Regulations

Environmental Regulation; Employee Safety

We are subject to regulations administered by the United States Environmental Protection Agency, the Occupational Safety and Health Administration, various state agencies and county and local authorities acting in cooperation with federal and state authorities. Among other things, these regulatory bodies impose restrictions require us to control air, soil and water pollution, to protect against occupational exposure to chemicals, including health and safety risks, and to require notification or reporting of the storage, use and release of certain hazardous chemicals and substances. The extensive regulatory framework imposes compliance burdens and financial and operating risks on us. Governmental authorities have the power to enforce compliance with these regulations and to obtain injunctions or impose civil and criminal fines in the case of violations.

The Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA") imposes strict, joint and several liability on the present and former owners and operators of facilities that release hazardous substances into the environment. The Resource Conservation and Recovery Act of 1976 ("RCRA") regulates the generation, transportation, treatment, storage and disposal of hazardous waste. In New York, the handling, storage and disposal of hazardous substances are governed by the Environmental Conservation Law, which contains the New York counterparts of CERCLA and RCRA. In addition, the Occupational Safety and Health Act, which requires employers to provide a place of employment that is free from recognized and preventable hazards that are likely to cause serious physical harm to employees, obligates employers to provide notice to employees regarding the presence of hazardous chemicals and to train employees in the use of such substances.

Federal Aviation Administration

We are subject to regulation by the Federal Aviation Administration ("FAA") under the provisions of the Federal Aviation Act of 1958, as amended. The FAA prescribes standards and licensing requirements for aircraft and aircraft components. We are subject to inspections by the FAA and may be subjected to fines and other penalties (including orders to cease production) for noncompliance with FAA regulations. Our failure to comply with applicable regulations could result in the termination of or our disqualification from some of our contracts, which could have a material adverse effect on our operations.

Government Contract Compliance

Our government contracts and those of many of our customers are subject to the procurement rules and regulations of the United States government, including the Federal Acquisition Regulations ("FAR"). Many of the contract terms are dictated by these rules and regulations. During and after the fulfillment of a government contract, we may be audited in respect of the direct and allocated indirect costs attributed to the project. These audits may result in adjustments to our contract costs. Additionally, we may be subject to U.S. government inquiries and investigations because of our participation in government procurement. Any inquiry or investigation can result in fines or limitations on our ability to continue to bid for government contracts and fulfill existing contracts.

We believe that we are in compliance with all federal, state and local laws and regulations governing our operations and have obtained all material licenses and permits required for the operation of our business.

Reports to Security Holders

We intend to furnish our shareholders annual reports containing financial statements audited by our independent auditors and to make available quarterly reports containing unaudited financial statements for each of the first three quarters of each year.

The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is www.sec.gov.

Item 1A. Risk Factors

The purchase of our common stock involves a very high degree of risk.

In evaluating us and our business, you should carefully consider the risks and uncertainties described below and the other information and our consolidated financial statements and related notes included herein. The risks provided below may not be all the risks we face. If any of events described in the risks below actually occurs, our financial condition or operating results may be materially and adversely affected, the price of our common stock may decline, perhaps significantly, and you could lose all or a part of your investment.

The risks below can be characterized into three groups:

- 1) Risks related to our business, including risks specific to the defense and aerospace Industry;
- 2) Risks arising from our indebtedness; and
- 3) Risks related to our common stock and our status as a public company.

Risks Related to Our Business

A reduction in government spending on defense could materially adversely impact our revenues, results of operations and financial condition.

Approximately 90% of our revenue is derived from products for US military aviation. There are risks associated with programs that are subject to appropriation by Congress, which could be potential targets for reductions in funding for whatever reason. The Department of Defense has announced plans to significantly reduce spending beginning in Fiscal 2013. Reductions in United States Government spending on defense or future changes in the mix of defense products required by United States Government agencies could limit demand for our products, and may have a materially adverse effect on our operating results and financial condition.

While some of our products may experience greater demand as a result of increased US Government defense spending, various responses could realign US Government programs and affect the composition, funding or timing of our government programs and those of our customers.

US Government spending could shift to defense programs in which we and our customers do not participate. Increased defense spending does not necessarily correlate to increased business, because not all programs in which we participate or have current capabilities may be earmarked for increased funding.

We depend on revenues from a few significant relationships, in particular with Sikorsky, and any loss, cancellation, reduction, or interruption in these relationships could harm our business.

We expect that our customer concentration will not change significantly in the near future. We derive most of our revenues from a small number of customers. In 2011, two of our customers accounted for 64% of our net sales and three of our customers accounted for 75% of our net sales. The markets in which we sell our products are dominated by a relatively small number of customers which have contracts with United States governmental agencies, thereby limiting the number of potential customers. Our success depends on our ability to develop and manage relationships with significant customers. We cannot be sure that we will be able to retain our largest customers or that we will be able to attract additional customers, or that our customers will continue to buy our products in the same amounts as in prior years. The loss of one or more of our largest customers, any reduction or interruption in sales to these customers, our inability to successfully develop relationships with additional customers or future price concessions that we may have to make, could significantly harm our business.

We depend on revenues from components for a few aircraft platforms and the cancellation or reduction of either production or use of these aircraft platforms could harm our business.

AIM derives most of its revenues from components for a few aircraft platforms, specifically the Sikorsky BlackHawk helicopter, the Northrop Grumman E-2 Hawkeye naval aircraft and the McDonnell Douglas (Boeing) C-17 Globemaster. Air-NTW derives most of its revenues from the F-16 Falcon and the F-18 Hornet. These aircraft platforms constitute nearly 75% of the revenues of the NTW operations on a June 30 trailing twelve month basis. A reduction in demand for our products as a result of either a reduction in the production of new aircraft or a reduction in the use of existing aircraft in the fleet (reducing after-market demand) would have a material adverse effect on our

operating results and financial condition.

Intense competition in our markets may lead to a reduction in our revenues and market share.

The defense and aerospace component manufacturing market is highly competitive and we expect that competition will increase. Many competitors have significantly greater technical, manufacturing, financial and marketing resources than we do. We expect that more companies will enter the defense and aerospace component manufacturing market. We may not be able to compete successfully against either current or future competitors. Increased competition could result in reduced revenue, lower margins or loss of market share, any of which could significantly harm our business our operating results and financial condition.

We may lose sales if our suppliers fail to meet our needs.

Although we procure most of our parts and components from multiple sources or believe that these components are readily available from numerous sources, certain components are available only from sole sources or from a limited number of sources. While we believe that substitute components or assemblies could be obtained, use of substitutes would require development of new suppliers or would require us to re-engineer our products, or both, which could delay shipment of our products and could have a materially adverse effect on our operating results and financial condition.

There are risks associated with the bidding processes in which we compete.

We obtain many contracts through a competitive bidding process. We must devote substantial time and resources to prepare bids and proposals and may not have contracts awarded to us. Even if contracts are awarded to us, there can be no assurance that the prices we bid will be sufficient to allow us to generate a profit from any particular contract. There are significant costs involved with producing low run initial units of any product and it may not be possible to recoup such costs on later production runs.

Due to fixed contract pricing, increasing contract costs expose us to reduced profitability and the potential loss of future business.

The cost estimation process requires significant judgment and expertise. Reasons for cost growth may include unavailability and productivity of labor, the nature and complexity of the work to be performed, the effect of change orders, the availability of materials, the effect of any delays in performance, availability and timing of funding from the customer, natural disasters, and the inability to recover any claims included in the estimates to complete. A significant change in cost estimates on one or more programs could have a material effect on our consolidated financial position or results of operations.

There are risks associated with new programs.

New programs typically carry risks associated with design changes, acquisition of new production tools, funding commitments, imprecise or changing specifications, timing delays and the accuracy of cost estimates associated with such programs. In addition, any new program may experience delays for a variety of reasons after significant expenditures are made. If we were unable to perform under new programs to the customers' satisfaction or if a new program in which we had made a significant investment was terminated or experienced weak demand, delays or other problems, then our business, financial condition and results of operations could be materially adversely affected. This could result in low margin or forward loss contracts, and the risk of having to write-off costs and estimated earnings in excess of billings on uncompleted contracts if it were deemed to be unrecoverable over the life of the program.

To perform on new programs we may be required to expend up-front costs which may not have been separately negotiated. Additionally, we may have made assumptions related to the costs of any program which may be material and which may be incorrect, resulting in costs that are not recoverable. Such charges and the loss of up-front costs could have a material impact on our liquidity.

Our inability to successfully manage the growth of our business may have a material adverse effect on our business, results of operations and financial condition.

We expect to experience growth in the number of employees and the scope of our operations as a result of internal growth. In addition, we intend to seek to grow through acquisitions when we deem them to be economically advantageous. Internal growth or growth through acquisitions will result in increased responsibilities for management

and could strain our financial and other resources. There can be no assurance that we will successfully integrate any future business acquired through acquisition.

Our ability to manage and support our growth effectively is substantially dependent on our ability to implement adequate improvements to financial, inventory, management controls, reporting, union relationships, order entry systems and other procedures, and hire sufficient numbers of financial, accounting, administrative, and management personnel. We may not succeed in our efforts to identify, attract and retain experienced personnel.

The NTW Acquisition requires that we integrate the operations of Air-NTW into our management, reporting and operational systems. In 2007 we acquired two companies; Sigma Metals, Inc., and Welding Metallurgy Inc. In 2008, we experienced serious financial and operational difficulties at Sigma Metals and within the Company as a whole. Consequently, we determined to discontinue the operations of Sigma Metals in October 2008. As a result, for the year ended December 31, 2008, we recognized a loss of more than \$ 9.0 million related to the acquisition and disposition of Sigma Metals and write-offs of \$4.5 million for the impairment of goodwill of AIM and WMI.

There can be no assurance that we have the management expertise to successfully integrate the operations of Air-NTW or any company that we might acquire in the future.

Our future success also depends on our ability to address potential market opportunities and to manage expenses to match our ability to finance operations.

The need to control our expenses will place a significant strain on our management and operational resources. If we are unable to control our expenses effectively, our business, results of operations and financial condition may be adversely affected.

Attracting and retaining key personnel is an essential element of our future success.

Our future success depends to a significant extent upon the continued service of our executive officers and other key management and technical personnel and on our ability to continue to attract, retain and motivate executive and other key employees. Experienced management and technical, marketing and support personnel in the defense and aerospace industries are in demand and competition for their talents is intense. The loss of the services of one or more of our key employees or our failure to attract, retain and motivate qualified personnel could have a material adverse effect on our business, financial condition and results of operations.

Our business may suffer if suppliers fail to meet our needs.

Although we procure most of our parts and components from multiple sources and believe that these components are readily available from numerous sources, certain components are available only from sole or a limited number or sources. As our business has evolved we are now procuring more detailed parts and sub-assemblies. These products are more likely to be available from a sole or very limited number of sources.

With the recent addition of new contracts at AIM and the NTW Acquisition, the number of our suppliers has increased and will continue to increase. This increases the burden and the risk that one or more suppliers could fail or delay their deliveries to us. While we believe that substitute components or assemblies could be obtained, use of substitutes would require development of new suppliers or would require us to re-engineer our products, or both, which could delay shipment of our products and could have a materially adverse effect on our operating results and financial condition.

We are subject to strict governmental regulations relating to the environment, which could result in fines and remediation expense in the event of non-compliance.

We are required to comply with extensive and frequently changing environmental regulations at the federal, state and local levels. Among other things, these regulatory bodies impose restrictions to control air, soil and water pollution, to protect against occupational exposure to chemicals, including health and safety risks, and to require notification or reporting of the storage, use and release of certain hazardous substances into the environment. This extensive regulatory framework imposes significant compliance burdens and risks on us. In addition, these regulations may impose liability for the cost of removal or remediation of certain hazardous substances released on or in our facilities without regard to whether we knew of, or caused, the release of such substances. Furthermore, we are required to provide a place of employment that is free from recognized and preventable hazards that are likely to cause serious physical harm to employees, provide notice to employees regarding the presence of hazardous chemicals and to train employees in the use of such substances. Our operations require the use of chemicals and other materials for painting and cleaning that are classified under applicable laws as hazardous chemicals and substances. If we are found not to be in compliance with any of these rules, regulations or permits, we may be subject to fines, remediation expenses and the obligation to change our business practice, any of which could result in substantial costs that would adversely

impact our business operations and financial condition.

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We may be subject to fines and disqualification for non-compliance with Federal Aviation Administration regulations.

We are subject to regulation by the Federal Aviation Administration under the provisions of the Federal Aviation Act of 1958, as amended. The FAA prescribes standards and licensing requirements for aircraft and aircraft components. We are subject to inspections by the FAA and may be subjected to fines and other penalties (including orders to cease production) for noncompliance with FAA regulations. Our failure to comply with applicable regulations could result in the termination of or our disqualification from some of our contracts, which could have a material adverse effect on our operations.

Terrorist acts and acts of war may seriously harm our business, results of operations and financial condition.

United States and global responses to the Middle East conflict, terrorism, perceived nuclear, biological and chemical threats and other global crises increase uncertainties with respect to U.S. and other business and financial markets. Several factors associated, directly or indirectly, with the Middle East conflict, terrorism, perceived nuclear, biological and chemical threats, and other global crises and responses thereto, may adversely affect the Company.

Risks Related to Our Indebtedness

Our indebtedness may materially adversely affect our operations.

As is more fully described under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources", we have significant indebtedness. Our indebtedness is substantial in relation to our stockholders' equity. Our ability to make principal and interest payments will depend on future performance. In addition, our loan facility is secured by substantially all of our assets. In the case of a continuing default under our loan facility, the lender will have the right to foreclose on our assets, which would have a material adverse effect on our business. The terms of our loan facility restrict our ability to pay dividends without the consent of our lender. Future payments of principal and interest may limit our ability to pay cash dividends to our stockholders. Our leverage may adversely affect our ability to finance future operations and capital needs, may limit our ability to pursue business opportunities and may make our results of operations more susceptible to adverse economic conditions.

Restrictions imposed by our senior secured credit facility and our other outstanding indebtedness may limit our ability to operate our business and to finance our future operations or capital needs or to engage in other business activities.

The terms of our senior secured credit facility restrict us from engaging in specified types of transactions. These covenants restrict our and our subsidiaries' ability to:

- o incur additional indebtedness;
- o pay dividends on our capital stock or redeem, repurchase or retire our capital stock or indebtedness;
- o make investments, loans, advances and acquisitions;
- o create restrictions on the payment of dividends or other amounts to us from our subsidiaries;
- o sell assets, including capital stock of our subsidiaries;
- o consolidate or merge;
- o create liens; or;
- o enter into sale and lease-back transactions.

In the event of a default under our senior secured credit facility, the lender could elect to declare all amounts outstanding under the agreements governing our senior secured credit facilities to be immediately due and payable. If the indebtedness under our senior secured credit facility were to be accelerated, our assets may not be sufficient to

repay such indebtedness in full.

Our lender maintains a lock box whereby our receipts are deposited directly into an account controlled by the lender and applied against the amount due under our revolving credit line. If our lender were not to advance us new monies as payments were received, we would not have the cash to maintain our operations.

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Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures or to sell assets, seek additional capital or restructure or refinance our indebtedness. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives.

In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our senior secured credit facilities restrict our ability to dispose of assets and use the proceeds from the disposition. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them and these proceeds may not be adequate to meet any debt service obligations then due. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

Our high level of debt may make it more difficult to retain existing or to attract new customers.

Our existing customers and potential customers may be concerned that our high level of debt may impair our ability to satisfactorily perform on long-term contracts placing us at a disadvantage with competitors which have greater capital resources. A loss of any of our major customers would have a material adverse effect on our operating results and financial condition of our business.

Our high level of debt may make it more difficult to retain existing or to attract new suppliers and may cause us to have more stringent payment terms with suppliers.

Existing suppliers and potential suppliers of raw materials and subassemblies for our products may be concerned that our high level of debt may impair our ability to satisfactorily perform on long-term contracts. This may result in their refusing to supply product to us or imposing more onerous payment terms, limiting our flexibility in managing our business. Certain of our suppliers are the sole source or among a very limited number of sources for certain raw materials and products and the loss of any such supplier could have a material adverse effect on our business.

Risks Related to our Common Stock and our Status as a Public Company

There is only a very limited public market for our common stock.

Our common stock is currently quoted on OTC Pink under the symbol AIRI.PK, where trading volume has been limited. An active trading market for our common stock may not develop or, if developed, may not be sustained. The lack of an active market may impair a stockholder's ability to sell shares of our common stock. We cannot assure you that a more active trading market in our common stock will ever develop or if one does develop, that it will be sustained. In the absence of a more active trading market, any attempt to sell a substantial number of our shares could result in a decrease in the price of our stock. Specifically, you may not be able to resell your shares of common stock at or above the price you paid for such shares or at all.

Future sales of our common stock, or the perception that such sales could occur, could have an adverse effect on the market price of our common stock.

Future sales of our common stock pursuant Rule 144 under the Securities Act, or the perception that such sales could occur, could have an adverse effect on the market price of our common stock. Under Rule 144, shares of common stock issued or issuable upon conversion of securities sold in private offerings are eligible for resale by non-affiliates after six months, assuming we file reports under the Exchange Act containing current information about us, and after one year regardless of whether current information about us is available. The number of shares eligible for resale pursuant to Rule 144 is enormous relative to the trading volume of our common stock. In addition, we have agreed to register for resale the 1,185,851 shares of common stock sold in the private placement we completed in July 2012 in connection with the NTW Acquisition. Any attempt to sell a substantial number of our shares will severely depress the market price of our common stock. In addition, we may use our capital stock in the future to finance acquisitions and to compensate employees and management, which will further dilute the interests of our existing shareholders and could eventually significantly depress the trading price of our common stock.

The issuance of shares of our common stock, or the possible issuance of shares, under our stock option plan may limit the price that investors are willing to pay in the future for shares of our common stock and have the effect of delaying or preventing a change in control of our company, and the issuance of shares under the plan will decrease the amount of earnings and assets available for distribution to existing holders of our common stock and dilute their voting power.

Our 2010 Equity Incentive Plan allows for the issuance of up to 2,000,000 shares of common stock, either as stock grants or options, to employees, officers, directors, advisors and consultants of the company. As of December 31, 2011, we had outstanding under the Plan options to purchase 306,316 shares. The committee administering the Plan, which has sole authority and discretion to grant options under the Plan, may grant options which become immediately exercisable in the event of a change in control of our company and in the event of certain mergers and reorganizations. The issuance of shares of our common stock, or the possible issuance of shares, under our stock option plan may limit the price that investors are willing to pay in the future for shares of our common stock and have the effect of delaying or preventing a change in control of our company, and the issuance of shares under the plan will decrease the amount of earnings and assets available for distribution to existing holders of our common stock and dilute their voting power.

We will incur significant costs as a result of operating as a public company, and our management will be required to devote substantial time to new compliance requirements, including establishing and maintaining internal controls over financial reporting, and we may be exposed to potential risks if we are unable to comply with these requirements.

As a public company, we will incur significant legal, accounting and other expenses under the Sarbanes-Oxley Act of 2002, together with rules implemented by the Securities and Exchange Commission and applicable market regulators. These rules impose various requirements on public companies, including requiring certain corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these requirements. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal controls for financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluations and testing of our internal controls over financial reporting to allow management to report on the effectiveness of our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Compliance with Section 404 may require that we incur substantial accounting expenses and expend significant management efforts. Our testing may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses. In the event we identify significant deficiencies or material weaknesses in our internal controls that we cannot remediate in a timely manner, the market price of our stock could decline if investors and others lose confidence in the reliability of our financial statements and we could be subject to sanctions or investigations by the SEC or other applicable regulatory authorities.

Our future revenues are inherently unpredictable; our operating results are likely to fluctuate from period to period and if we fail to meet the expectations of securities analysts or investors, our stock price could decline significantly.

Our quarterly and annual operating results are likely to fluctuate significantly due to a variety of factors, some of which are outside our control. Accordingly, we believe that period-to-period comparisons of our results of operations are not meaningful and should not be relied upon as indications of performance. Some of the factors that could cause quarterly or annual operating results to fluctuate include conditions inherent in government contracting and our business such as the timing of cost and expense recognition for contracts, the United States Government contracting and budget cycles, introduction of new government regulations and standards, contract closeouts, variations in manufacturing efficiencies, our ability to obtain components and subassemblies from contract manufacturers and suppliers, general economic conditions and economic conditions specific to the defense market. Because we base our operating expenses on anticipated revenue trends and a high percentage of our expenses are fixed in the short term,

any delay in generating or recognizing forecasted revenues could significantly harm our business.

Fluctuations in quarterly results, competition or announcements of extraordinary events such as acquisitions or litigation may cause earnings to fall below the expectations of securities analysts and investors. In this event, the trading price of our common stock could significantly decline. In addition, we cannot assure you that an active trading market will develop or be sustained for our common stock. These fluctuations, as well as general economic and market conditions, may adversely affect the future market price of our common stock, as well as our overall operating results.

Item 2: Financial Information

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with the audited and unaudited financial statements and the notes to those statements included elsewhere in this Form 10. This discussion contains forward-looking statements that involve risks and uncertainties. You should specifically consider the various risk factors identified in this Form 10 that could cause actual results to differ materially from those anticipated in these forward-looking statements.

Business Overview

We are an aerospace and defense company. We design and manufacture structural parts and assemblies that focus on flight safety, including landing gear, arresting gear, engine mounts, flight controls, throttle quadrants and other components. We also provide sheet metal fabrication of aerostructures, tube bending and welding services. Our products are currently deployed on a wide range of high profile military and commercial aircraft including Sikorsky's UH-60 Blackhawk helicopter, Lockheed Martin's F-35 Joint Strike Fighter, Northrop Grumman's E2D Hawkeye, Boeing's 777, Airbus' 380 commercial airliners, and the US Navy F-18 and USAF F-16 fighter aircraft.

We became a publicly traded company in December 2005 through the "reverse-merger" of our wholly-owned subsidiary, Air Industries Machining ("AIM") into a publicly traded shell company with nominal assets. In June 2007, we changed our name to Air Industries Group, Inc. In addition to growing organically at AIM since the reverse merger, we acquired Sigma Metals, Inc. ("Sigma") in April 2007 and Welding Metallurgy, Inc. ("WMI") in August 2007, and acquired the operations of Nassau Tool Works, Inc. through an asset acquisition in June 2012. In October 2008, we discontinued the operations of Sigma and liquidated or otherwise disposed of its assets. Consequently, we currently have three operating subsidiaries - AIM, WMI and Air-NTW. AIM has manufactured components and subassemblies for the defense and commercial aerospace industry for over 40 years. WMI has provided specialty welding services and metal fabrications to the defense and commercial aerospace industry since 1979. The predecessor of Air-NTW was founded in 1959 and its principal business is the fabrication and assembly of landing gear components and complete landing gear for fighter aircraft for the US and foreign governments.

The aerospace and defense market is highly competitive and we face intense competition in all areas of our business. Nearly all of our revenues are derived by producing products to customer specifications after being awarded a contract through a competitive bidding process. As the aerospace and defense industries continue to consolidate and major contractors seek to streamline their supply chains by buying more complete sub-assemblies from fewer suppliers, we have sought to remain competitive not only by providing cost-effective world class service but also by increasing the our ability to deliver more complex and complete assemblies.

Our ability to operate profitably is determined by our ability to win new contracts and renewals of existing contracts, and then fulfill these contracts on a timely satisfactory basis at costs that enable us to generate a profit based upon the agreed upon contract price. Winning a contract generally requires that we submit a bid containing a fixed price for the product or products covered by the contract for an agreed upon period of time. Thus, when submitting bids we are required to estimate our future costs of productions and, since we often rely upon subcontractors, the prices we can obtain from our subcontractors.

While our revenues are largely determined by the number of contracts we are awarded, the volume of product delivered and price of product under each contract, our costs are determined by a number of factors. The principal factors impacting our costs are the cost of materials and supplies, labor, financing and the efficiency at which we can produce our products. The cost of materials used in the aerospace industry is highly volatile. In addition, the market

for the skilled labor we require to operate our plants is highly competitive.

Recent Acquisition and Recapitalization

In June 2012, we acquired the business now operated by Air-NTW from Nassau Tools Works, Inc., for a purchase price consisting of 66,666 shares of our common stock and \$12,118,000 in cash. In connection with the acquisition, we sold in a private offering an aggregate of 1,185,851 shares of common stock for \$6.00 per share, from which we derived net proceeds of approximately \$6,528,000, and issued 867,461 shares of common stock in exchange for approximately \$5,204,000 principal amount of our Junior Subordinated Notes, thereby increasing our equity by approximately \$11,700,000. As a result of the private placement and the conversion of Junior Subordinated Notes, the number of outstanding shares of our common stock increased from approximately 3,579,000 to 5,711,000.

Segment Data

We follow FASB ASC 280, "Segment Reporting", which establishes standards for reporting information about operating segments in annual and interim financial statements, and requires that companies report financial and descriptive information about their reportable segments based on a management approach. ASC 280 also establishes standards for related disclosures about products and services, geographic areas and major customers.

AIM is primarily engaged in processing, cutting, milling, machining and hardening metals into flight critical and other assemblies widely used in the aerospace industry and sold primarily to prime defense contractors. WMI specializes in complex welding applications in tubular structures and fabrication of complex sheet metal structures. Air-NTW is primarily engaged in the production of complete landing gear and landing gear sub-assemblies for the military fighter aircraft, sold primarily directly to the US Government.

Along with our operating subsidiaries, we report the results of our corporate division as an independent segment. As a result of the acquisitions of Sigma and WMI in April 2007 and August 2007, respectively, we had three reportable operating segments: AIM, Sigma and WMI. With the disposition of Sigma, we had two reportable operating segments. Given the similarity of their operations, the combination of AIM and Air-NTW will enable us to increase the variety and complexity we produce for certain customers. Nevertheless, we have determined to operate AIM and Air-NTW as independent business units and, in the discussion below, they are considered independent business segments and we once again have three reportable operating segments.

The accounting policies of each of the segments are the same as those described in the Summary of Significant Accounting Policies. We evaluate performance based on revenue, gross profit contribution and assets employed. Operating costs that are not directly attributable to a particular segment are included in Corporate. These costs include corporate costs such as legal, audit, tax and other professional fees including those related to being a public company.

Results of Operations

Because the NTW Acquisition was completed on June 20, 2012, the results of the acquired operations are included in our operating results only for the last ten days of the six months ended June 30, 2012. The results of the operations of WMI have been reflected within our financial reports since its acquisition in August 2007. During the quarter ended September 30, 2008, the Company's Board of Directors decided to discontinue the operations of Sigma. Accordingly, Sigma's results of operations have been reported as discontinued operations for the year ended December 31, 2010. Since we disposed of Sigma and all remnants of its operations in 2010, there were no results from Sigma in later periods.

For the Calendar Years ended December 31, 2011 and 2010:

Selected Financial Information:

Statement of Operations Data	2011	2010
Net sales	\$ 53,745,000	\$ 48,601,000
Cost of sales	42,817,000	41,134,000
Gross profit	10,928,000	7,467,000
Operating and interest costs	8,651,000	10,701,000
Other income (expense) net	27,000	(17,000)
Income taxes	57,000	-
Income (Loss) from continuing operations	2,247,000	(3,251,000)
Income from discontinued operations	-	342,000
Net Income (Loss)	\$ 2,247,000	\$ (2,909,000)

Balance Sheet Data	2011	2010
Cash and cash equivalents	\$ 577,000	\$ 537,000
Working capital	7,821,000	7,703,000
Total assets	36,981,000	34,384,000
Total stockholders' equity	4,666,000	2,287,000

The following sets forth the results of operations for each of our segments individually and on a consolidated basis for the periods indicated.

	Year Ended December 31,	
	2011	2010
Air Industries Machining		
Net Sales	\$ 42,668,000	\$ 40,477,000
Gross Profit	8,013,000	5,487,000
Pre Tax Income	3,527,000	376,000
Assets	27,735,000	29,077,000
Sigma Metals		
Income From Discontinued Operations	-	342,000
Assets Held for Sale	-	-
Welding Metallurgy		
Net Sales	11,077,000	8,124,000
Gross Profit	2,915,000	1,980,000
Pre Tax Income	1,288,000	1,005,000
Assets	8,028,000	6,047,000
Corporate		
Net Sales	-	-
Gross Profit	-	-
Pre Tax Loss	(2,511,000)	(4,632,000)
Assets	7,883,000	8,937,000

Consolidated

Net Sales	53,745,000	48,601,000
Gross Profit	10,928,000	7,467,000
Income from Discontinued Ops	-	342,000
Pre Tax Income (Loss)	2,304,000	(3,251,000)
Provision for Taxes	57,000	-
Net Income (Loss)	2,247,000	(2,909,000)
Elimination of Assets	(6,665,000)	(9,677,000)
Assets	36,981,000	34,384,000

The following discussion of our results of operations constitutes management's review of the factors that affected our financial and operating performance for the years ended December 31, 2011 and 2010. This discussion should be read in conjunction with the financial statements and notes thereto contained elsewhere in this report.

Continuing Operations:

Net Sales:

Consolidated operations during 2011 and 2010 reflect the operations of AIM and Welding Metallurgy, as well as corporate expenses. Consolidated net sales from continuing operations for 2011 were \$53,745,000, an increase of approximately \$5,144,000 or 10.6% compared with \$48,601,000 for the prior year. Net sales at AIM for 2011 were \$42,668,000, an increase of approximately \$2,191,000 or 5.4% compared with \$40,477,000 for the prior year. Net sales at WMI for 2011 were \$11,077,000, an increase of approximately \$2,953,000 or 36.3% compared with \$8,124,000 for the prior year.

As set forth in the following table, three customers represented 75.5% of total sales for the year ended December 31, 2011 and two customers represented 65.4% of total sales for the year ended December 31, 2010.

Customer	Percentage of Sales	
	2011	2010
Sikorsky Aircraft	44.4	49.3
Goodrich Landing Gear Systems	19.2	16.1
Northrup Grumman Inc	11.9	*

* Customer was less than 10% of sales in 2010

As set forth in the following table, five customers represented 82.2% of gross accounts receivable at December 31, 2011 and three customers represented 52.6% of gross accounts receivable at December 31, 2010.

Customer	Percentage of Receivables	
	2011	2010
Northrup Grumman Inc	26.2	12.6
Goodrich Landing Gear Systems	18.3	19.1
Sikorsky Aircraft	13.3	20.9
GKN Aerospace	12.9	*
Helicopter Support	11.5	*

* Customer was less than 10% of receivables in 2010

Gross Profit:

- Consolidated: Gross profit for 2011 increased by \$3,461,000 or 46.3% to \$10,928,000 as compared to gross profit of \$7,467,000 for the prior year.
- AIM: Gross profit for 2011 increased by \$2,526,000 or 46% to \$8,013,000 as compared to \$5,487,000 for the prior year. Gross profit for 2010 was reduced by an inventory revaluation of \$1,157,000.
- WMI: Gross profit for 2011 increased by \$935,000 or 47.2% to \$2,915,000 as compared to \$1,980,000 for the prior year.

Selling, General & Administrative (“SG&A”):

- Consolidated SG&A costs from continuing operations totaled \$6,549,000 and decreased by \$(366,000) or (5.2) % for 2011 compared to \$6,915,000 for 2010.

The principal components of the SG&A costs were:

- o AIM: SG&A costs at AIM for 2011 totaled approximately \$3,901,000 and decreased by \$(637,000) or (14.0)% compared to the prior year.
- o WMI: SG&A costs at for 2011 totaled approximately \$1,516,000 and increased by \$619,000 or approximately 69% compared to the prior year.
- o AIRI – Corporate: SG&A costs at for 2011 totaled approximately \$1,132,000 and decreased by \$(348,000) or (23.5)% compared to the prior year.

Interest and financing costs consist of interest paid and accrued as well as amortization of debt discounts resulting from recording debt obligations at fair value. Interest and financing costs for 2011 were approximately \$2,102,000, a decrease of approximately \$(1,684,000) or (44.4%) as compared to 2010. The decrease in interest expense results principally from the reduction in the amortization of debt discount resulting from recording debt obligations at fair value. This accretion expense related to the Jr. Notes issued in 2008 and 2009 was \$-0- for 2011 and \$1,323,000 for 2010.

The provision for income taxes was approximately \$57,000 for 2011 compared to a provision of \$ -0- for 2010. During 2011, the Company utilized a large percentage of its available net operating tax loss carry-forward (“NOL’s”).

Net income from continuing operations for 2011 was \$2,247,000 compared to a loss of \$(2,909,000) for the prior year. Net income attributable to common shareholders after dividends attributable to preferred shareholders of \$0 for 2011 and \$1,436,000 for 2010 was \$2,247,000 compared to a loss of \$(4,345,000) for 2010.

Discontinued Operations:

The table below sets forth the results of operations for Sigma Metals for the year ended December 31, 2010, the last year in which there was any impact on our financial results from Sigma Metals:

Net Sales	\$-
Cost of Sales	20,000
Gross loss	(20,000)
Operating costs and expenses	245,000
Loss from operations	(265,000)
Interest and financing costs	(1,000)
Other Income	608,000
Income	\$342,000

For the Six Month periods ended June 30 2012 (“2012”) and 2011 (“2011”):

Selected Financial Information:

Statement of Operations Data	Six months ended June 30,	
	2012 (unaudited)	2011 (unaudited)
Net sales	\$ 31,278,000	\$ 25,723,000
Cost of sales	24,570,000	20,692,000
Gross profit	\$ 6,708,000	\$ 5,031,000
Operating and interest costs	4,786,000	4,143,000
Other income (expense) net	(135,000)	(3,000)
Income taxes	648,000	25,000
Net Income	\$ 1,139,000	\$ 860,000
	2012	2011
Balance Sheet Data	(unaudited)	(unaudited)
Cash and cash equivalents	\$ 1,235,000	\$ 252,000
Working capital	12,560,000	8,232,000
Total assets	52,271,000	35,398,000
Total stockholders' equity	17,684,000	3,207,000

The following sets forth the results of operations for each of our segments individually and on a consolidated basis for the periods indicated.

	Six Months Ended June 30,	
	2012 (unaudited)	2011 (unaudited)
Air Industries Machining		
Net Sales	\$ 23,728,000	\$ 20,738,000
Gross Profit	4,439,000	3,635,000
Pre Tax Income	2,294,000	1,698,000
Assets	27,159,000	28,099,000
Nassau Tool Works		
Net Sales	513,000	-
Gross Profit	199,000	-
Pre Tax Income	154,000	-
Assets	13,366,000	-
Welding Metallurgy		
Net Sales	7,037,000	4,985,000
Gross Profit	2,069,000	1,396,000
Pre Tax Income	854,000	592,000
Assets	8,746,000	7,365,000
Corporate		
Net Sales	-	-

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	Gross Profit	-	-
	Pre Tax Loss	(1,515,000)	(1,405,000)
	Assets	16,860,000	9,856,000
Consolidated			
	Net Sales	31,278,000	25,723,000
	Gross Profit	6,708,000	5,031,000
	Pre Tax Income	1,787,000	885,000
	Provision for Taxes	648,000	25,000
	Net Income	1,139,000	860,000
	Elimination of Assets	(13,860,000)	(9,922,000)
	Assets	52,271,000	35,398,000

The following discussion of our results of operations constitutes management's review of the factors that affected our financial and operating performance for the six month periods ended June 30, 2012 and 2011. This discussion should be read in conjunction with the financial statements and notes thereto contained elsewhere in this report.

For 2012, we had three segments operating segments, AIM, Welding Metallurgy and Air-NTW, and separately report our corporate overhead. For 2011, we had two operating segments, AIM and Welding Metallurgy, and separately report our corporate overhead. We completed the NTW Acquisition on June 20, 2012. The results of NTW, inclusive of the operations acquired in the NTW Acquisition are included and reflected in the discussion below. However, we owned these operations for just six business days, during which time, net sales were \$513,000 or 1.64% of total net sales for the six month period.

Net Sales:

Consolidated net sales from operations for 2012 were approximately \$31,278,000, an increase of \$5,555,000 or 21.5% compared with \$25,723,000 for the prior period. Net sales at AIM for 2012 were \$23,728,000, an increase of approximately \$2,990,000 or 14.4% compared with \$20,738,000 for the prior period. Net sales at Welding for 2012 were \$ 7,037,000 an increase of approximately \$2,052,000 or 41.2% compared with \$4,985,000 for the prior period. Net sales at Air-NTW for the period June 20, 2012 to June 30, 2012 were \$513,000.

As indicated in the table below, two customers represented 64.9% and 67.1% of total sales for the six months ended June 30, 2012 and 2011, respectively.

Customer	Percentage of Sales six months ended June 30,	
	2012 (Unaudited)	2011 (Unaudited)
Sikorsky Aircraft	33.7	47.9
Goodrich Landing Gear Systems	31.2	19.2

As indicated in the table below, four customers represented 69.8% and 68.6% of gross accounts receivable at June 30, 2012 and 2011, respectively.

Customer	Percentage of Receivables	
	June 30, 2012 (Unaudited)	June 30, 2011 (Unaudited)
Goodrich Landing Gear Systems	26.6	19.8
GKN Aerospace	19.7	12.6
Northrup Grumman Corporation	11.8	10.0
Sikorsky Aircraft	11.7	26.2

Gross Profit:

- Consolidated: Gross profit from operations for 2012 increased by approximately \$1,676,000 or 33.3%, to approximately \$6,708,000 as compared to gross profit of \$5,031,000 for the prior period.
- AIM: Gross profit at AIM increased by approximately \$804,000 or 22.1% to \$4,439,000 for 2012 as compared to \$3,635,000 for the prior period.
- WMI: Gross profit at Welding for 2012 increased by approximately \$673,000 or 48.2% from \$2,069,000 for 2012 compared to \$1,396,000 for the prior period.
 - Air-NTW: Gross profit for the period June 20, 2012 to June 30, 2012 was \$199,000.

Selling, General & Administrative (“SG&A”):

- Consolidated SG&A costs for 2012 totaled \$3,816,000 and increased by \$716,000 or 23.0% compared to \$3,100,000 for 2011. Included in SG&A costs for 2012 are approximately \$180,000 of costs relating to the NTW Acquisition.

The principal components of the SG&A costs were:

- o AIM: SG&A costs for 2012 totaled approximately \$1,827,000 and increased by \$145,000 or 8.6 % compared to the prior period
- o WMI: SG&A costs for 2012 totaled approximately \$1,161,000 and increased by \$413,000 or approximately 55.2% compared to the prior period. The increase in SG&A costs at Welding resulted in part from a reclassification in 2012 of certain management personnel costs from factory overhead to SG&A. The reduction in factory overhead costs increased gross profit at Welding for the 2012 period.
 - o Air-NTW: SG&A costs totaled approximately \$44,000 for the period June 20, 2012 to June 30, 2012.
- o AIRI – Corporate: SG&A costs for 2012 totaled approximately \$784,000 and increased by \$114,000 or 17.0 % compared to the prior period.

Interest and financing costs were approximately \$970,000 for 2012, a decrease of approximately \$(73,000) or (6.9%) as compared to 2011.

The provision for income taxes was approximately \$648,000 for 2012 compared to a provision of \$25,000 for 2011. During 2011, the Company utilized nearly all of its available NOL's and accordingly, is now subject to tax at full statutory rates.

Net income for 2012 was \$1,139,999, an increase of \$279,000 or 32.4% compared to net income of \$860,000 for the prior period.

For the Three Month periods ended June30, 2012 (“2012”) and 2011 (“2011”):

Selected Financial Information:

Statement of Operations Data	Three months ended June 30,	
	2012 (unaudited)	2011 (unaudited)
Net sales	\$ 15,240,000	\$ 13,123,000
Cost sales	11,804,000	10,551,000
Gross profit	\$ 3,436,000	\$ 2,572,000
Operating and interest costs	2,612,000	2,046,000
Other income (expense) net	(142,000)	(10,000)
Income taxes	363,000	25,000
Net Income	\$ 319,000	\$ 491,000

The following sets forth the results of operations for each of our segments individually and on a consolidated basis for the periods indicated.

	Three Months Ended June 30,	
	2012	2011
	(unaudited)	(unaudited)
Air Industries Machining		
Net Sales	\$ 11,585,000	\$ 10,645,000
Gross Profit	2,193,000	1,878,000
Pre Tax Income	1,098,000	946,000
Assets	27,159,000	28,099,000
Nassau Tool Works		
Net Sales	513,000	-
Gross Profit	199,000	-
Pre Tax Income	154,000	-
Assets	13,366,000	-
Welding Metallurgy		
Net Sales	3,142,000	2,478,000
Gross Profit	1,044,000	694,000
Pre Tax Income	266,000	205,000
Assets	8,746,000	7,365,000
Corporate		
Net Sales	-	-
Gross Profit	-	-
Pre Tax Loss	(836,000)	(635,000)
Assets	16,860,000	9,856,000
Consolidated		
Net Sales	15,240,000	13,123,000
Gross Profit	3,436,000	2,572,000
Pre Tax Income	682,000	516,000
Provision for Taxes	363,000	25,000
Net Income	319,000	491,000
Elimination of Assets	(13,860,000)	(9,922,000)
Assets	52,271,000	35,398,000

The following discussion of our results of operations constitutes management's review of the factors that affected our financial and operating performance for the three month periods ended June 30, 2012 and 2011. This discussion should be read in conjunction with the financial statements and notes thereto contained elsewhere in this report.

For 2012, we had three operating segments, AIM, Welding Metallurgy and Air-NTW. For 2011, we had two operating segments, AIM and Welding Metallurgy. For both periods, we separately reported our corporate overhead. We completed the NTW Acquisition on June 20, 2012. The results of Air-NTW, inclusive of the operations acquired in the NTW Acquisition are included and reflected in the discussion below. However, we owned these operations for just six business days, during which time net sales at Air-NTW were \$513,000, or 3.3% of total net sales for the three month period.

Net Sales:

Consolidated net sales from operations for 2012 were approximately \$15,240,000, an increase of \$2,117,000 or 16.1% compared with \$13,123,000 for the prior period. Net sales at AIM for 2012 were \$11,585,000, an increase of approximately \$940,000 or 8.8% compared with \$10,645,000 for the prior period. Net sales at WMI for 2012 were \$3,142,000, an increase of approximately \$664,000 or 26.7% compared with \$2,478,000 for the prior period. Net sales at Air-NTW for the period June 20, 2012 to June 30, 2012 were \$513,000.

As indicated in the table below, two customers represented 60.6% and 73.5% of total sales for the three months ended June 30, 2012 and 2011, respectively.

Customer	Percentage of Sales	
	2012 (Unaudited)	2011 (Unaudited)
Goodrich Landing Gear Systems	31.6	21.5
Sikorsky Aircraft	29.0	52.0

Gross Profit:

- Consolidated: Gross profit for 2012 increased by approximately \$864,000, or 33.5% to approximately \$3,436,000 as compared to gross profit of \$2,572,000 for the prior period.
- AIM: Gross profit for 2012 increased by approximately \$315,000, or 16.7% to \$2,193,000, as compared to \$1,878,000 for the prior period.
- WMI: Gross profit for 2012 increased by approximately \$350,000, or 50.4% to \$1,044,000 from \$694,000 for the prior period.
 - Air-NTW: Gross profit for the period June 20, 2012 to June 30, 2012 was \$199,000.

Selling, General & Administrative (“SG&A”):

- Consolidated SG&A costs for 2012 totaled \$2,140,000 and increased by \$617,000 or 40.5% compared to \$1,523,000 for 2011. Included in SG&A costs for 2012 are approximately \$180,000 of costs relating to the NTW Acquisition.

The principal components of the SG&A costs were:

- o AIM: SG&A costs for 2012 totaled approximately \$940,000 and increased by \$ 156,000 or 19.8% compared to the prior period.
- o WMI: SG&A costs for 2012 totaled approximately \$751,000 and increased by \$ 289,000 or approximately 62.6% compared to the prior period. The increase in SG&A costs at Welding resulted in part from a reclassification in 2012 of certain management personnel costs from factory overhead to SG&A. The reduction in factory overhead costs increased gross profit at Welding for the period.
 - o Air-NTW: SG&A costs for the period June 20, 2012 to June 30, 2012 totaled approximately \$44,000.
- o AIRI – Corporate: SG&A costs for 2012 totaled approximately \$405,000 and increased by \$128,000 or 46.2% compared to the prior period.

Interest and financing costs were approximately \$472,000 for 2012, a decrease of approximately \$(51,000) or (9.7%) as compared to 523,000 for 2011.

The provision for income taxes was approximately \$363,000 for 2012 compared to a provision of \$25,000 for the 2011. As noted above, during 2011, the Company utilized nearly all of its available NOL’s and accordingly, is now subject to statutory tax rates.

Net income for 2012 was \$319,000 a decrease of (\$172,000) or (35%) compared to income of \$491,000 for the prior period.

Impact of Inflation

Inflation has not had a material effect on our results of operations.

LIQUIDITY AND CAPITAL RESOURCES

The Company is highly leveraged and relies upon its ability to continue to borrow from its bank lenders. Substantially all of the assets of the Company are used as collateral under our existing loan agreements with our senior lender. The Company is required to maintain a lockbox account with our senior lender, into which substantially all of the Company's cash receipts are paid. If our bank lender were to cease lending, the Company would lack funds to continue its operations.

In June 2012, in connection with the NTW Acquisition, we increased our equity by approximately \$11,700,000 which allowed us to complete the NTW Acquisition with only a slight increase in the debt on our balance sheet. To increase our equity we concluded a private placement of shares of our common stock at a price of \$6.00 per share from which we derived net proceeds of \$6,332,000, and the holders of \$5,204,000 principal amount of our Junior Subordinated Notes converted the notes into 867,461 shares of our common stock. To obtain the balance of the cash necessary to complete the NTW Acquisition in excess of the amount provided by the private placement, we increased our term loan with our senior lender by \$3,900,000 from \$1,500,000 to \$5,400,000 and drew down on our revolving loan. Given that the rate of interest on our Junior Subordinated Notes exceeded that on our term loan and revolving loan, though the principal amount of our debt increased, the cost of carrying our debt decreased and, significantly, we now have the benefit of the newly acquired operations of Air-NTW to service this debt. Thus, though we remain significantly leveraged we believe our capacity to service our debt is much greater today than it was before the Air-NTW Acquisition. Upon completion of the NTW Acquisition, our debt for borrowed monies consisted of the revolving note due our senior lender in the amount of \$14,278,000, the term loan due our senior lender in the amount of \$5,400,000, notes due sellers of businesses previously acquired in the aggregate amount of \$1,681,000, Junior Subordinated Notes of \$1,115,000 and capitalized lease obligations of \$1,589,000.

As of June 30, 2012, we had approximately \$1.2 million in cash.

Anticipated uses of Cash

As a requirement of our Credit Facility, substantially all of our cash receipts from operations are required to be deposited into our lockbox account at our senior lender. These cash receipts are used to reduce our indebtedness under our Revolving Credit Facility. Additionally, under the terms of our Term Loan agreement with our senior lender, we are required to make 36 consecutive monthly principal installments, the first 35 of which will be in the amount of \$150,000 commencing on the first business day of July 2012, with the 36th and final payment of any unpaid balance of principal and interest payable on the first business day of June 2015. Additionally, there is a mandatory prepayment equal to 50% of Excess Cash Flow (as defined) for each fiscal quarter commencing with the fiscal quarter ended September 30, 2012, payable upon the delivery of the financial statements to our senior lender for such fiscal period, but no later than 45 days after the end of the fiscal period.

As of June 30, 2012, there is approximately \$718 thousand due to NTW Dissolution. During July 2012, we paid \$200 thousand of this amount which was held back at the closing due to a lien on one of the assets we were acquiring. The remaining \$518 thousand relates to a working capital adjustment based on the net working capital of NTW Dissolution at June 20, 2012, the date of the acquisition, as compared to the net working capital at December 31, 2011. The \$518 thousand will be offset by \$107 thousand that is due to AIRI for the payment of certain liabilities that were not assumed in the transaction.

In August of 2012 we entered into a capital lease to finance the acquisition of new machinery. The monthly lease payment is approximately \$18,000.

Additionally, the Company intends to begin making quarterly dividend payments beginning in the fourth quarter of 2012.

Cash Flow

The following table summarizes our net cash flow from operating, investing and financing activities for the periods indicated below (in thousands):

	Year ended December 31, 2011	Six months ended June 30, 2012 (Unaudited)
Cash Provided by (used in):		
Operating activities	\$ 3,633	\$ 82
Investing activities	(1,288)	(11,921)
Financing activities	(2,305)	12,497
Net increase in cash and cash equivalents	\$ 40	\$ 658

Cash Provided By Operating Activities

Cash provided by operating activities primarily consists of our net income adjusted for certain non-cash items and changes to working capital.

For the six months ended June 30, 2012, our net cash provided by operating activities of \$82 thousand was comprised of net income of \$1.1 million offset by 2.4 million of cash used by changes in working capital and adjustments for non-cash items of \$1.3 million. Adjustments for non-cash items consisted primarily of depreciation of property and equipment of \$715 thousand, amortization of capitalized engineering costs, intangibles and other items of \$336 thousand, bad debt expense of \$241 thousand representing all amounts more than 120 days past due, and non-cash

compensation of \$43 thousand. The decrease in working capital activities primarily consisted net increases of Operating Assets of \$2.3million and net decrease of Operating Liabilities of \$100 thousand. The increases in Operating Assets were comprised of an increase in accounts receivable of \$3.7 million due to the timing of shipments to customers offset by decreases in inventory of \$1.3 million and prepaid expenses of \$100 thousand. The decreases in Operating Liabilities were comprised of a decrease in accounts payable and accrued expenses of \$700 thousand due the timing of the receipt and payment of invoices offset by an increase in Income taxes payable of \$600 thousand due to the complete utilization of our NOL.

For the year ended December 31, 2011 our net cash provided by operating activities of \$3.6 million was comprised of net income of \$2.2 million offset by 1.5 million of cash used by changes in working capital and adjustments for non-cash items of \$2.9 million. Adjustments for non-cash items consisted primarily of depreciation of property and equipment of \$1.5, amortization of capitalized engineering costs, intangibles and other items of \$884 thousand, bad debt expense of \$427 thousand, and non-cash compensation of \$131 thousand. The decrease in working capital activities primarily consisted net increases of Operating Assets of \$3.3 million and net increases of Operating Liabilities of \$1.8 million. The increases in Operating Assets were comprised of increases in accounts receivable of \$2.1 million due to the timing of cash receipts from our customers, inventory of \$1.1 million in anticipation of shipments to be made in the first quarter of 2012 and prepaid expenses of \$100 thousand. The increases in Operating Liabilities were comprised of increases in accounts payable and accrued expenses of \$1.6 million and deferred rent of \$200 thousand.

Cash Used in Investing Activities

Cash used in investing activities consists of capital expenditures for property and equipment, capitalized engineering costs and the cash portion of the cost of any business we might acquire. A description of capitalized engineering costs can be found in footnote 3 Summary of Significant Accounting Policies in Consolidated Financial Statements for the year ended December 31, 2011.

For the six months ended June 30, 2012, cash used in investing activities was \$11.9 million. The most significant component of the cash used for investing was the \$11.4 million paid for the NTW Acquisition. For a further discussion of the acquisition of the operations currently comprising Air-NTW, see footnote 2 Acquisition in Consolidated Financial Statements for the six months ended June 30, 2012. The remaining \$500 thousand used in financing activities was comprised of \$200 thousand for the purchase of property and equipment, \$100 thousand for deposits on new property and equipment not yet delivered to our facilities, and \$200 for capitalized engineering costs.

For the year ended December 31, 2011 cash used in investing activities was \$1.3 million. This was comprised of \$778 thousand for the purchase of property and equipment and \$510 thousand for capitalized engineering costs.

Cash Provided By (Used in) Financing Activities

Cash provided by (used in) financing activities consists of proceeds from the sale of our common stock, and the borrowings and repayments under our credit facilities with PNC Bank and repayment of our capital lease obligations and other notes payable.

For the six months ended June 30, 2012, cash provided by financing activities was \$12.5 million. The \$12.5 million results from cash received from financing activities of \$14.2 million reduced by cash applied to financing activities of \$1.7 million. This principally reflects the recapitalization that was effectuated in order to generate the cash to enable us to complete the NTW Acquisition and decrease our leverage. The components of the \$14.2 million are as follows: \$6.9 million in gross proceeds for the sale of our Common Stock in the Private Placement completed in conjunction with the Acquisition, increased borrowings under our revolving credit facility of \$3.4 million and an increase in our term loan of \$3.9 million. The \$1.7 million of outflows were comprised of repayments on our term loan of \$500 thousand, \$300 thousand for the repayment of capital lease obligations, and \$300 thousand for the repayment of notes to the former shareholders of Welding Metallurgy. Additionally, we paid \$600 thousand in expenses related to the private placement of our common stock.

In June 2012, the Company issued 1,147,518 shares of its Common Stock in a Private Placement to Accredited Investors. The Company received \$6,332,000 net of commissions and expenses. Our agent, Taglich Brothers, Inc. ("Taglich Brothers" – see Item 7 below), received commissions in the amount of approximately \$539,000, along with 12,000 shares of common stock, and a Warrant to purchase approximately 115,000 shares of Common Stock at \$6.30. The Company also paid approximately \$15,000 of legal fees on behalf of Taglich Brothers.

The proceeds from the sale of the Common Stock were used to partially finance the NTW Acquisition. Additionally, in conjunction with the Private Placement, we solicited the holders of our Junior Subordinated Notes to convert their notes to Common Stock at a price of \$6.00 per share. On June 29, 2012, we issued 867,461 shares of our common stock in exchange for approximately \$5,204,000 of our Junior Subordinated Notes.

CONTRACTUAL OBLIGATIONS

The following table sets forth our future contractual obligations as of June 30, 2012:

	Payment due by period				
	Total	Less than 1 year*	1-3 years	3-5 years	More than 5 years
Long term debt and capital leases	\$24,435	\$17,624	\$5,604	\$207	\$1,000
Operating leases	15,497	1,583	3,276	2,445	8,193
Total	\$39,932	\$19,207	\$8,880	\$2,652	\$9,193

* The revolving line of credit with PNC is classified as due in less than 1 year.

OFF-BALANCE SHEET ARRANGEMENTS

We did not have any off-balance sheet arrangements as of June 30, 2012.

Critical Accounting Policies

We have identified the policies below as critical to our business operations and the understanding of our financial results.

Inventory Valuation

The Company values inventory at the lower of cost on a first-in-first-out basis or market.

AIM and Air-NTW generally purchase inventory only when non-cancellable contracts for orders have been received. AIM and Air-NTW occasionally produce finished goods in excess of purchase order quantities in anticipation of future purchase order demand; historically this excess has been used in fulfilling future purchase orders. The Company periodically evaluates inventory items that are not secured by purchase orders and establishes reserves for obsolescence accordingly. The Company also reserves for excess quantities, slow-moving goods, and for other impairment of value.

Welding generally produces pursuant to customer orders and maintains relatively lower inventory levels than AIM or Air-NTW.

Capitalized Engineering Costs

The Company has contractual agreements with customers to produce parts, which the customers design. For the most part the Company has not designed and thus has no proprietary ownership of the parts, the manufacturing of these parts require pre-production engineering and programming of our machines. The pre-production costs associated with a particular contract are capitalized and then amortized beginning with the first shipment of product pursuant to such contract. These costs are amortized on a straight line basis over the shorter of the estimated length of the contract, or three years.

If the Company is reimbursed for all or a portion of the pre-production expenses associated with a particular contract, only the unreimbursed portion would be capitalized. The Company may also progress bill customers for certain engineering costs being incurred. Such billings are recorded as progress billings (a reduction of the associated inventory) until the appropriate revenue recognition criteria have been met. The Terms and Conditions contained in customer purchase orders may provide for liquidated damages in the event that a stop-work order is issued prior to the final delivery of the product.

Revenue Recognition

The Company recognizes revenue in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition." The Company recognizes revenue when products are shipped and the customer takes ownership and assumes risk of loss, collection of the relevant receivable is probable, persuasive evidence of an arrangement exists, and the sales price is fixed or determinable. Payments received in advance from customers for products delivered are recorded as customer advance payments until earned, at which time revenue is recognized. The Terms and Conditions contained in our customer Purchase orders often provide for liquidated damages in the event that a stop work order is issued prior to the final delivery. The Company utilizes a Returned Merchandise Authorization or RMA process for determining whether to accept returned products. Customer requests to return products are reviewed by the contracts department and if the request is approved, a credit is issued upon receipt of the product. Net sales represent gross sales less returns and allowances. Shipping costs are included in cost of sales.

Income Taxes

The Company accounts for income taxes in accordance with accounting guidance now codified as FASB ASC 740, "Income Taxes," which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

The Company has adopted the provisions of FASB ASC 740-10-05 "Accounting for Uncertainty in Income Taxes." The ASC clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The ASC prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The ASC provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Stock-Based Compensation

The Company accounts for stock-based compensation expense in accordance with FASB ASC 718, "Compensation – Stock Compensation." Under the fair value recognition provision of the ASC, stock-based compensation cost is estimated at the grant date based on the fair value of the award. The Company estimates the fair value of stock options and warrants granted using the Black-Scholes-Merton option pricing model.

Goodwill

Goodwill represents the excess of the acquisition cost of businesses over the fair value of the identifiable net assets acquired. Goodwill is not amortized, but is tested at least annually for impairment, or if circumstances change that will more likely than not reduce the fair value of the reporting unit below its carrying amount. The Company performs impairment testing for goodwill annually, or more frequently when indicators of impairment exist, using a two-step approach. Step one compares the fair value of the net assets of the relevant reporting unit (calculated using a discounted cash flow method) to its carrying value, a second step is performed to compute the amount of the impairment. In this process, a fair value for goodwill is estimated, based in part on the fair value of the operations, and is compared to its carrying value. The shortfall of the fair value below carrying value represents the amount of goodwill impairment.

Item 3. Properties

Our headquarters and the majority of the operations of AIM are situated on a 5.4-acre corporate campus in Bay Shore, New York. We occupy three buildings on the campus, consisting of 76,000 square feet.

On October 24, 2006, we entered into a "sale/leaseback" transaction whereby we sold the buildings and real property located at the corporate campus for a purchase price of \$6,200,000 and entered into a 20-year triple-net lease for the property. Base annual rent is approximately \$540,000 for the first five years of the lease, increases to \$626,000 for the sixth year of the term, and increases by 3% for each subsequent year. The lease grants AIM an option to renew the lease for an additional five years. Under the terms of the lease, we are required to pay all of the costs associated with the operation of the facilities, including, without limitation, insurance, taxes and maintenance.

The operations of WMI are conducted in an 81,035 square foot facility located in Hauppauge, New York. This space is occupied under a sublease which provides for an annual base rent of approximately \$530,000 for 2009, with

increases of 3% per year through December 31, 2015.

The operations of Air-NTW are conducted in a 60,000 square foot facility in West Babylon, New York. The space is occupied under a lease from an affiliate of the prior shareholders of Nassau Tool Works and provides for an annual base rent of \$30,000 per month through October 2017.

All of our facilities are within a 10 mile radius of each other in Suffolk County, Long Island, New York.

Item 4. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth information known to us regarding beneficial ownership of our common stock as of September 14, 2012 by (i) each person known by us to own beneficially more than 5% of our outstanding common stock, (ii) each of our directors and executive officers, and (iii) all of our officers and directors as a group. Except as otherwise indicated, we believe, based on information provided by each of the individuals named in the table below, that such individuals have sole investment and voting power with respect to such shares, subject to community property laws, where applicable.

As of September 14, 2012, we had outstanding 5,711,093 shares of our common stock. Except as stated in the table, the address of the holder is c/o our company, 1479 North Clinton Avenue, Bay Shore, New York 11706.

Name	Number of Shares		Percent of Class	
Owner of More than 5% of Class:				
Hillson Partners LP (1)				
Hillson Private Partners II, LLLP (1)	331,556		5.81	%
110 North Washington Street, Suite 401 Rockville, MD 20850				
Directors and Executive Officers:				
Peter D. Rettaliata	56,661	(2)	*	
Dario Peragallo	57,200	(2)	*	
Michael N. Taglich	454,466	(3)	7.79	%
Seymour G. Siegel	7,289	(4)	*	
David J. Buonanno	7,039	(4)	*	
Robert F. Taglich	483,652	(3)	8.29	%
Robert Schroeder	67,739	(5)	1.18	%
Michael Brand	6,000	(6)	*	
Gary Settoducato	44,773	(7)	*	
Michael E. Recca	38,026	(8)	*	
Scott Glassman	12,200	(9)	*	
All directors and officers as a group (11 persons)	1,116,460	(10)	18.39	%

*Less than 1 %

(1) The general partner of Hillson Partners LP and Hillson Private Partners II, LLP is Daniel H. Abramowitz, who has the sole power to vote and dispose of the shares.

(2) Includes 54,116 shares we may issue upon exercise of options.

(3) Includes 30,736 shares owned by Taglich Brothers, Inc. and other entities controlled by Mr. Taglich, 118,585 shares we may issue upon exercise of warrants and 6,000 shares we may issue upon exercise of options.

(4) Includes 6,500 shares we may issue upon exercise of options.

(5) Includes 6,000 shares we may issue upon exercise of options.

(6) Includes 6,000 shares we may issue upon exercise of options.

(7) Includes 44,754 shares we may issue upon exercise of options.

(8) Represents shares we may issue upon exercise of options.

(9) Includes 12,188 shares we may issue upon exercise of options.

(10) Includes 118,585 shares we may issue upon exercise of warrants and 240,200 shares we may issue upon exercise of options.

Item 5. Directors and Executive Officers of the Registrant.

Our directors and executive officers are:

Name:	Age	Position
Peter D. Rettaliata	62	President, CEO and Director
Dario A. Peragallo	50	President of AIM and Director
Gary Settoducato	51	President Welding Metallurgy
Michael E. Recca	60	Group Vice President
Scott A. Glassman	36	Chief Accounting Officer
Seymour G. Siegel	69	Director
David J. Buonanno	58	Director
Michael N. Taglich	47	Chairman of the Board
Robert F. Taglich	46	Director
Robert Schroeder	45	Director
Michael Brand	53	Director

Peter D. Rettaliata has been our President and Chief Executive Officer since November 30, 2005. He also has been the President of our wholly-owned subsidiary, AIM, since 1994. Prior to his involvement at AIM, Mr. Rettaliata was employed by Grumman Aerospace Corporation for twenty two years. Professionally, Mr. Rettaliata is the Chairman of "ADAPT", an organization of regional aerospace companies, a past member of the Board of Governors of the Aerospace Industries Association, and a member of the Executive Committee of the AIA Supplier Council. He is a graduate of Niagara University where he received a B.A. in History and the Harvard Business School where he completed the PMD Program. Mr. Rettaliata's extensive experience in the aerospace industry and his knowledge of our operations qualify him to serve as a director.

Dario Peragallo has been President of AIM since December 8, 2008. Prior to becoming President of AIM, he was Executive Vice President of Manufacturing for AIM. Mr. Peragallo has been associated with AIM for over 25 years. He became AIM's Director of Manufacturing in 2000. Mr. Peragallo became Executive Vice President with overall responsibility for engineering, manufacturing and customer-critical technical matters in 2003. He has been an active member of Diversity Business since 2000, an organization specializing in the promotion of small and minority owned businesses. He is a graduate of SUNY Farmingdale where he received a B.A. in Manufacturing Engineering. Mr. Peragallo oversees all engineering and production matters relating to AIM. Mr. Peragallo's extensive experience in the aerospace industry and his knowledge of our operations qualify him to serve as a director.

Gary Settoducato has been the President of WMI since August 2007. Prior to this appointment, Mr. Settoducato had been a senior executive of Air Industries Machining, Corp., the Company's primary operating subsidiary, and was responsible for contracts, procurement and integration. Mr. Settoducato has been associated with Air Industries for (17) years, and has been in the aerospace industry for a total of (28) years. He is a graduate of Northrop Grumman's procurement training program, and has held senior management positions at several other aerospace manufacturers prior to his current tenure at Air Industries. Mr. Settoducato graduated summa cum laude from the C.W. Post Center of Long Island University in 1983 with a double major in marketing and management, and was the Valedictorian of his graduating class.

Michael Recca is Group Vice President – Finance of Air Industries Group. He was a consultant to the Company beginning in October 2008 through March 31, 2009 at which time he became an employee. Mr. Recca is a graduate of the State University of New York at Stony Brook and of Columbia University Graduate School of Business.

Scott Glassman has been our Chief Accounting Officer since December 8, 2008. Mr. Glassman had served as Controller of the Company since February 2007. Prior to joining the Company, Mr. Glassman was employed by First Data Corporation as Accounting Manager from June 2005 to January 2007, by Veeco Instruments Inc. as an SEC Reporting Specialist from January 2004 to May 2005, and by Grant Thornton LLP in a variety of positions from June 1999 to December 2003, most recently as an audit manager.

Michael N. Taglich has been Chairman of our Board of Directors and a Director since September 22, 2008. He is Chairman and President of Taglich Brothers, Inc. ("Taglich Brothers"), a New York City based securities firm which he co-founded in 1992 and which is focused on public and private micro-cap companies. From 1987 to 1992, Mr. Taglich served as a vice president at Weatherly Securities. He brings a broad depth and breadth of capital and business background to the Board, with extensive experience in exit strategies. Mr. Taglich is currently Chairman of the Board of SCOLR Pharma Inc, a publicly traded pharmaceutical company, and BioVentrix, Inc., a privately held medical device company whose products are directed at heart failure. He also serves as a director of Autonet Mobile, Inc. Mr. Taglich holds a B.S. degree in General and International Business from New York University and holds Series 27 and Series 7 security licenses.

Seymour G. Siegel has been a principal in the Business Consulting Group of Rothstein, Kass & Company, P.C., a national firm of accountants and consultants since April 2000. He specializes in providing strategic advice to business owners including mergers and acquisitions; succession planning; capital introductions and long range planning. In 1974, Mr. Siegel founded, and from 1974 to 1990, was managing partner of, Siegel Rich and Co, P.C., CPAs. In 1990, Siegel Rich merged into Weiser LLP, then known as M.R.Weiser & Co., LLC, a large regional firm where he had been a senior partner. In 1995, Mr. Siegel founded another firm called Siegel Rich, which became a division of Rothstein, Kass in April 2000. Mr. Siegel has been a director, trustee and officer of numerous businesses, philanthropic and civic organizations. He serves as a director and audit committee chairman of Hauppauge Digital Inc., Emerging Vision Incorporated and Status Media Group and has served in a similar capacity at Oak Hall Capital Fund, Prime Motor Inns Limited Partnership, Noise Cancellation Technologies and Barpoint.com and serves as the chairman of the audit committee and as a member of the compensation committee for Global Aircraft Solutions

Incorporated. He also serves as a director and Member of the Audit Committee of Premier Alliance Group. Mr. Siegel is the Chairman of the Audit Committee of the Board. Mr. Siegel's extensive knowledge and experience in accounting matters and familiarity with the issues of manufacturing businesses qualify him to serve as a director of our Company.

Robert F. Taglich has been a Director since October 3, 2008. Since 1992, he has been a managing director of Taglich Brothers, a New York City based securities firm which he co-founded. Prior to founding Taglich Brothers, Mr. Taglich was a vice president at Weatherly Securities. Mr. Taglich has served in various positions in the brokerage securities industry for the past 25 years. He currently sits on the board of privately held BioVentrix, Inc., a medical device company whose products are directed at heart failure. Mr. Taglich holds a Bachelor's degree from New York University.

David J. Buonanno has been a Director since June 26, 2009. He is a consultant to Dresser-Rand Corporation as well as other companies in the aerospace and defense industries. Mr. Buonanno has extensive experience in manufacturing, supply management and operations. He was employed by Sikorsky Aircraft, Inc., a subsidiary of United Technologies Corporation, as Vice President, Supply Management (from January 1997 to July 2006) and as Director, Systems Subcontracts (from November 1992 to January 1997). From May 1987 to November 1992, he was employed by General Electric Company and GE Astro Space, serving as Operations Manager for GE in 1992 and Manager, Program Materials Management of GE Astro Space from December 1989 to January 1992. From June 1977 to May 1987, he was employed by RCA and affiliated companies, including RCA Astro Space. Mr. Buonanno attended Lehigh University College of Electrical Engineering and holds a B.S. in Business Administration from Rutgers University. He completed the Program for Management Development at Harvard Business School in 1996. Mr. Buonanno extensive experience in the aerospace and defense industries and familiarity with the operations of companies in the industry qualify him to serve as a director.

Robert Schroeder has been a Director since October 3, 2008, and serves as a member of the Audit Committee. He is Vice President - Investment Banking of Taglich Brothers, Inc. and specializes in advisory services and capital raising for small public and private companies. Prior to that, Mr. Schroeder served as Senior Equity Analyst publishing sell-side research. Prior to joining Taglich Brothers, he served in various positions in the brokerage and public accounting industry. Mr. Schroeder received a B.S. degree in accounting and economics from New York University. He is a Chartered Financial Analyst and a member of the Association for Investment Management and Research and a member of the New York Society of Security Analysts.

Michael Brand has been a Director since May 2012. He was the President of Goodrich Landing Gear, a unit of Goodrich Corporation, from July 2005 to June, 2012. Prior to joining Goodrich for over 25 years he held senior management positions in the Aerospace industry. He began his career at General Electric Corporation and rose to senior management in its jet engine manufacturing operations. Mr. Brand is a graduate of Clarkson University, with advanced degrees and certificates from Xavier University and the Wharton School. Mr. Brand's extensive experience in the aerospace and defense industries and familiarity with the operations of companies in the industry qualify him to serve as a director

Michael N. Taglich and Robert F. Taglich are brothers.

Committees of the Board

Our Board of Directors has established an Audit Committee and a Compensation Committee.

Audit Committee. Messrs. Siegel, Schroeder and Buonanno are members of the Audit Committee. Mr. Siegel serves as Chairman of the Audit Committee and also qualifies as an "audit committee financial expert," as that term is defined in Item 407(d)(5)(ii) of Regulation S-K. The Board has determined that each member of our Audit Committee meets the financial literacy requirements under the Sarbanes-Oxley Act and SEC rules and that Messrs. Siegel, Buonanno and Brand meet the independence requirements under the rules of the Nasdaq Stock Market.

Our Audit Committee is responsible for preparing reports, statements and charters required by the federal securities laws, as well as:

- o overseeing and monitoring the integrity of our consolidated financial statements, our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters, and our internal accounting and financial controls;

- o preparing the report that SEC rules require be included in our annual proxy statement;
- o overseeing and monitoring our independent registered public accounting firm's qualifications, independence and performance;
- o providing the Board with the results of our monitoring and recommendations; and
- o providing to the Board additional information and materials as it deems necessary to make the Board aware of significant financial matters that require the attention of the Board.

Compensation Committee. Our Compensation Committee is composed of Messrs. Siegel and Buonanno. The Compensation Committee is responsible for, among other things:

overseeing and approving for the chief executive officer and other executive officers (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements and change in control arrangements, and (e) any other benefits, compensations, compensation policies or arrangements;

overseeing and making recommendations to the Board regarding the compensation policy for such other officers as directed by the Board;

preparing a report to be included in our annual proxy statement, if required under applicable rules of the SEC and any exchange or automated quotation service that lists our securities, or through whose facilities our securities are traded, that describes: (a) the criteria on which compensation paid to the chief executive officer for the last completed fiscal year is based; (b) the relationship of such compensation to our performance; and (c) the committee's executive compensation policies applicable to executive officers; and

acting as administrator of our current benefit plans and making recommendations to the Board with respect to amendments to the plans, changes in the number of shares reserved for issuance thereunder and regarding other benefit plans proposed for adoption.

We do not have a nominating committee and have not adopted a written policy for considering recommendations from stockholders for candidates to serve as directors or with respect to communications from stockholders.

Item 6. Executive Compensation

Summary Compensation Table

The following summary compensation table shows, for the periods indicated, information regarding the compensation awarded to, earned by or paid to our principal executive officer, our two most highly compensated executive officers other than our principal executive officer and our two most highly compensated employees not serving as executive officers of Air Industries Group. We refer to our principal executive officer and two most highly compensated executive officers other than our principal executive officer as our "named executive officers."

Executive Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Option awards		Non-qualified Incentive Plan Information			Total (\$)
				(\$)	(\$)	(\$)	(\$)	(\$)	
Peter D. Rettaliata	2011	240,246	40,000	-	-	-	-	-	280,246
CEO	2010	231,777 (1)	40,000	-	42,967 (2)	-	-	-	314,744
Dario A. Peragallo	2011	237,809	40,000	-	-	-	-	5,988 (6)	283,797
President of AIM	2010	235,462 (1)	40,000	-	42,967 (2)	-	-	5,988 (6)	324,417
Michael E. Recca	2011	229,327	25,000	-	-	-	-	5,400 (6)	259,727
VP	2010	156,000	25,000	-	31,593 (3)	-	-	-	212,593
Scott A. Glassman	2011	127,404	7,000	-	-	-	-	3,000 (6)	137,404
Chief Accounting Officer	2010	127,692	7,000	-	10,110 (4)	-	-	-	144,802

Gary Settoducato	2011	175,000	30,000	-	-	-	-	6,108 (6)	211,108
President of WMI	2010	171,634	25,000	-	37,046(5)	-	-	6,108 (6)	239,788

(1) Represents salary payments under the individual's employment agreement with the Company. These agreements expired in September 2010.

(2) Represents the fair value of options to purchase 51,716 shares of common stock.

(3) Represents the fair value of options to purchase 38,026 shares of common stock.

(4) Represents the fair value of options to purchase 12,168 shares of common stock.

(5) Represents the fair value of options to purchase 44,589 shares of common stock.

(6) Represents car allowance.

None of our executive officers or key employees named in the above table has an employment agreement providing for a fixed term of employment. All are employees at will terminable at any time without any severance, other than that payable to employees generally.

The annual base compensation of Messrs. Rettaliata, Peragallo, Glassman, Settaducotto and Recca is \$240,000, \$240,000, \$127,000, \$175,000, and \$230,000, respectively, and each individual is eligible for such cash bonuses and equity incentive awards as the Board from time to time determines to be appropriate. In addition, each of these individuals receives a car allowance of no more than \$7,500 per annum and is eligible to participate in such health and welfare plans as are made available to our executives generally.

Equity Awards – 2011

We did not grant any awards of equity, whether in the form of shares or options, to any of our executive officers during 2011 and consequently have omitted the table which would have described such awards.

Outstanding Equity Awards at 2011 Fiscal Year-End

The following table shows certain information regarding outstanding equity awards held by our named executive officers as of December 31, 2011.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
Peter D. Rettaliata	375	-	88.00	9/26/15	-	-
Peter D. Rettaliata	375	-	171.20	9/15/15	-	-
Peter D. Rettaliata	375	-	190.80	9/15/15	-	-
Peter D. Rettaliata	375	-	114.00	9/15/15	-	-
Peter D. Rettaliata	900	600	90.00	9/15/15	-	-
Peter D. Rettaliata	51,716	-	4.50	7/29/15	-	-
Dario Peragallo	375	-	88.00	9/26/15	-	-
Dario Peragallo	375	-	171.20	9/15/15	-	-
Dario Peragallo	375	-	190.80	9/15/15	-	-
Dario Peragallo	375	-	114.00	9/15/15	-	-
Dario Peragallo	900	600	90.00	9/15/15	-	-
Dario Peragallo	51,716	-	4.50	7/29/15	-	-
Scott Glassman	20	5	110.40	12/31/15	-	-
Scott Glassman	12168	-	4.50	7/29/15	-	-

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Michael Recca	38,026	-	4.50	2/29/15	-	-
Gary Settaducato	70	15	96.00	12/31/15	-	-
Gary Settaducato	113	23	110.40	12/31/15	-	-
Gary Settaducato	44,589	-	4.50	12/31/15	-	-

Director Compensation

The directors may receive such remuneration as our Board of Directors may determine from time to time. Each director is entitled to be repaid or prepaid all traveling, hotel and incidental expenses reasonably incurred or expected to be incurred in attending meetings of our Board of Directors or committees of our Board of Directors or shareholder meetings or otherwise in connection with the discharge of his or her duties as a director. The compensation committee will assist the directors in reviewing and approving the compensation structure for our directors.

All directors hold office until the next annual meeting of shareholders and until their successors have been duly elected and qualified. Officers are elected by and serve at the discretion of the Board of Directors. Employee directors do not receive any compensation for their services as directors. Non-employee directors are entitled to receive compensation per year for serving as directors and may receive option grants from our company. In addition, non-employee directors are entitled to be reimbursed for their actual travel expenses for each Board of Directors meeting attended.

The following table sets forth certain information regarding the compensation paid to our directors during the fiscal year ended December 31, 2011.

Name	DIRECTOR COMPENSATION						Total (\$)
	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	
Michael N. Taglich	62,292	-	2,266	-	-	-	64,558
Robert F. Taglich	62,292	-	2,266	-	-	-	64,558
Robert Schoreder	21,000	-	2,266	-	-	-	23,266
David J. Buonanno	25,500	-	2,266	-	-	-	27,766
Seymour G. Siegel	40,000	-	2,266	-	-	-	42,266

2010 Equity Incentive Plan

Our Board of Directors adopted the 2010 Equity Incentive Plan in July 2010. The Plan authorizes the issuance of up to 2,000,000 shares of common stock. The terms of the Plan provide for grants of stock options, stock appreciation rights, restricted stock, stock units, bonus stock, dividend equivalents, other stock related awards and performance awards that may be settled in cash, stock, or other property. The Plan is administered by the Compensation Committee of the Board and has a term of ten years from the date it was adopted by the Board.

We adopted the Plan to provide a means by which employees, directors, and consultants of our Company and those of our subsidiaries and other designated affiliates, which we refer to together as our affiliates, may be given an opportunity to purchase our Common Stock, to assist in retaining the services of such persons, to secure and retain the services of persons capable of filling such positions, and to provide incentives for such persons to exert maximum efforts for our success and the success of our affiliates.

Item 7. Certain Relationships and Related Transactions, and Director Independence

In connection with the private placement of our common stock in connection with the NTW Acquisition, we paid Taglich Brothers, Inc., as placement agent, a commission of 8.0% or \$569,208. In addition, we agreed to issue to Taglich Brothers, Inc., 12,000 shares of common stock of the Company as a non-accountable expense allowance and five-year warrants to purchase 118,585 shares of Common Stock, 10.0% of the number of shares sold in the Offering, at an exercise price of \$6.30.

In January 2010 we issued 137,138 Series B Preferred Shares to Taglich Brothers upon the exercise of warrants issued for services in connection with an earlier private placement conducted in 2008.

Item 8. Legal Proceedings

Although we are from time to time engaged in legal matters arising out of our day to day operations, there is currently no existing or pending legal proceedings against our us, nor are we involved as a plaintiff in any proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder of our common stock, is an adverse party or has a material interest adverse to our interest.

Item 9. Market Price and Dividends on the Registrant's Common Equity and Related Shareholder Matters

Market for Our Common Shares

Our common stock is quoted on OTC Pink under the symbol "AIRL." The prices set forth below reflect the quarterly high and low closing prices of a share of our common shares for the periods indicated as reported by Yahoo Finance.

	High	Low
Quarter Ended March 31, 2010	\$ 16.00	\$ 4.00
Quarter Ended June 30, 2010	\$ 12.00	\$ 4.00
Quarter Ended September 30, 2010	\$ 8.00	\$ 4.00
Quarter Ended December 31, 2010	\$ 10.00	\$ 1.05
Quarter Ended March 31, 2011	\$ 3.20	\$ 2.95
Quarter Ended June 30, 2011	\$ 3.00	\$ 2.95
Quarter Ended September 30, 2011	\$ 3.98	\$ 2.95
Quarter Ended December 31, 2011	\$ 3.00	\$ 2.95
Quarter Ended March 31, 2012	\$ 9.64	\$ 2.95
Quarter Ended June 30, 2012	\$ 6.27	\$ 3.17

Holder

On September 14, 2012, there were approximately 388 stockholders of record of our common shares. The number of record holders does not include persons who held our common stock in nominee or "street name" accounts through brokers.

Dividends

We have not declared or paid any cash dividends on our common shares since the consummation of the reverse merger in 2005 whereby we became a publicly traded company. We intend to commence paying quarterly dividends on our common stock during the fourth quarter of 2012. All determinations relating to our dividend policy will be made at the discretion of our Board of Directors and will depend on a number of factors, including future earnings, capital requirements, financial conditions and future prospects and other factors the Board of Directors may deem relevant. Further, the payment of any cash dividends requires the consent of our principal lender.

Item 10. Recent Sales of Unregistered Securities

We issued 839,108 shares of Series B Preferred as dividends for the quarter ended December 31, 2009 and 1,004,926 shares of Series B Preferred as dividends for the quarter ended March 31, 2010 in lieu of cash payments. The issuances were exempt from the registration requirements of the Securities Act under Section 2(3) of the Securities Act.

On January 5, 2010, we issued 137,138 shares of Series B Convertible Preferred to Taglich Brothers, Inc. upon the exercise of a warrant issued for services rendered in connection with the offering commencing in September 2008 of the Company's junior subordinated notes, together with shares of Series B Convertible Preferred Stock. We received nominal consideration upon exercise of the warrant. The issuance was exempt from the registration requirements of the Securities Act under the exemption provided by section 4(2) of the Securities Act.

Effective October 15, 2010, we issued an aggregate of 3,400,000 shares of common stock to the holders of our Series B Convertible Preferred upon the automatic conversion of the Series B Convertible Preferred Stock in connection with the 1-for-400 reverse stock-split of our common stock. The issuance of these shares was exempt from the registration requirements of the Securities Act under Section 3(a)(9) of the Securities Act.

On July 29, 2010, we granted five-year options to purchase 51,716 shares of common stock to each of Peter D. Rettaliata, our President and CEO, Dario Peragallo, President of AIM, and Gary Settoducato, President of WMI, and five-year options to purchase 12,168 shares of common stock to Scott A Glassman, our Chief Accounting Officer. The exercise price of these options, which vested immediately, was \$4.50 per share. The grant of these options was exempt from the registration requirements of the Securities Act under the exemptions provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

On July 11, 2011, we granted options to purchase 3,000 shares of common stock to each of Michael N. Taglich, Robert F. Taglich, Robert Schroeder, David J. Buonanno and Seymour G. Siegel, non-employee directors, pursuant to our 2010 Equity Incentive Plan. The options, which vested immediately, expire on July 1, 2016, and have an exercise price of \$2.95 per share. The grant of these options was exempt from the registration requirements of the Securities Act under the exemptions provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

From June 22, 2012 to July 29, 2012, we sold an aggregate of 1,185,851 shares of common stock (the "Shares") to 150 "accredited investors," as that term is defined in Rule 501 under Regulation D, for total consideration of \$7,115,106 in a private offering, the net proceeds of which were used to finance the acquisition of the assets of Nassau Tool Works, Inc. (the "2012 Share Offering"). The Shares were issued pursuant to exemptions from the registration requirements of the Securities Act provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

Taglich Brothers, Inc. acted as placement agent for the 2012 Share Offering. In consideration for its services as a placement agent, we paid Taglich Brothers, Inc. \$569,208, representing a sales commission equal to 8% of the gross proceeds, and issued to Taglich Brothers, Inc. 12,000 shares of common stock as a non-accountable allowance and five-year warrants to purchase an additional 118,585 shares of common stock for nominal consideration. The exercise price of the warrants is \$6.30 per share. The exercise price and number of shares of common stock issuable upon exercise of the warrants are subject to adjustment for stock dividends, stock splits, and recapitalizations, as well as mergers and certain corporate reorganizations. The warrants also includes a cashless exercise feature. The issuance was exempt from the registration requirements of the Securities Act under the exemption provided by section 4(2) of the Securities Act.

Michael N. Taglich, Chairman of our Board of Directors, is President and Chairman of Taglich Brothers, Inc. Robert F. Taglich, a member of our Board of Directors, is a Managing Director of Taglich Brothers, Inc., and Robert Schroeder, a member of our Board of Directors, is Vice President - Investment Banking of Taglich Brothers, Inc. We believe that the terms of the placement agent agreement with Taglich Brothers, Inc. were not less favorable than could have been obtained from an unaffiliated third party.

The issuance of the shares of common stock and warrant to Taglich Brothers, Inc. were exempt from the registration requirements of the Securities Act under the exemptions provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder. Taglich Brothers, Inc. is an accredited investor within the meaning of Rule 501 (a) of Regulation D.

On June 29, 2012, we issued 867,461 shares of common stock to certain holders of our junior subordinated notes in exchange for approximately \$5,204,000 principal amount of those notes. The issuance of these shares was exempt from the registration requirements of the Securities Act under Section 3(a)(9) of the Securities Act. The certificates evidencing these shares are endorsed with a restrictive legend.

In connection with the NTW Acquisition we issued 33,333 shares of common stock to each of Vincent DiCarlo and Robert E. Hunt, the principals of Nassau Tool Works, Inc., in payment of part of the purchase price for the acquisition of the assets of Nassau Tool Works, Inc. The issuance of these shares was exempt from the registration requirements of the Securities Act under the exemption provided by Section 4(2) thereof. The certificates evidencing these shares are endorsed with a restrictive legend.

On September 10, 2012, we granted options to purchase 3,000 shares of common stock to each of Micheal N. Taglich, Robert F. Taglich, Robert Schroeder, David J. Buonanno, Seymour G. Siegel and Michael Brand, non-employee directors, pursuant to our 2010 Equity Incentive Plan. The options, which vested immediately, expire on September 1, 2017, and have an exercise price of \$6.00. The grant of these options was exempt from the registration requirements of the Securities Act under the exemptions provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

Item 11. Description of Registrant's Securities to be Registered

We are authorized to issue 20,000,000 shares of common stock, \$.001 par value per share, and 8,003,716 shares of preferred stock, \$.001 par value per share.

Common Stock

As of September 14, 2012, we had outstanding 5,711,093 shares of common stock without giving effect to the exercise of outstanding options and warrants.

Holders of our common stock are entitled to receive dividends when and as declared by our Board out of funds legally available therefore. Upon dissolution of our company, the holders of common stock are entitled to share, pro rata, in our net assets after payment of or provision for all of our debts and liabilities, and subject to the preferential rights of any class of preferred stock or other senior security which we may issue. Each share of common stock is entitled to participate on a pro rata basis with each other share of such stock in dividends and other distributions declared on shares of common stock.

The holders of common stock are entitled to one vote per share on all matters submitted to a vote of the stockholders and may not cumulate their votes for the election of directors. The holders of common stock do not have preemptive rights to subscribe for additional shares of any class that we may issue, and no share of common stock is entitled in any manner to any preference over any other share of such stock.

Preferred Stock

We are authorized to issue a total of 8,003,716 shares of "blank check" preferred stock, \$.001 par value per share, of which no shares are issued and outstanding. We previously designated 1,000 preferred shares as Series A Convertible Preferred Stock and 4,000,000 shares have been designated Series B Convertible Preferred Stock. The shares of Series A and Series B Preferred Stock that we previously issued have been automatically converted into common stock and cannot be reissued.

In accordance with our Certificate of Incorporation, our Board of Directors may, by resolution, issue additional preferred stock in one or more series at such time or times and for such consideration as the Board of Directors may determine. The Board of Directors is expressly authorized to provide for such designations, preferences, voting power (or no voting power), relative, participating, optional or other special rights and privileges as it determines.

We may issue preferred stock to effect a business combination, to raise capital or for other reasons. In addition, preferred stock could be utilized as a method of discouraging, delaying or preventing a change in control of our company.

Item 12. Indemnification of Directors and Officers

Under Section (b) of Article Ten of our Articles of Incorporation, as well as Article VII of our By-Laws, we have agreed to indemnify our officers, directors, employees and agents to the fullest extent permitted by the laws of the State of Delaware, as amended from time to time. Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act of 1933, as amended, or the Securities Act. In addition, under paragraph (i) of Section (a) of Article Ten of our Certificate of Incorporation, our directors are not subject to personal liability to us or our stockholders for monetary damages for breach of their fiduciary duties as directors to the fullest extent provided by Delaware law. Section 102 (b) (7) of the Delaware General Corporation Law provides for the elimination of such personal liability, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling us pursuant to the foregoing provisions or otherwise, we have been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 13: Financial Statements and Supplementary Data

The information required by this item may be found beginning on page F-1 of this Form 10.

Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Not Applicable

Item 15. , Financial Statements and Exhibits

Documents filed as part of this Report:

1. Financial Statements

(a) Financial Statements filed as part of this registration statement:

1) Air Industries Group, Inc. – Years ended December 31, 2011 and 2010

Independent Auditors' Report

Consolidated Balance Sheets as at December 31, 2011 and 2010.

Consolidated Statements of Operations for the Years ended December 31, 2011 and 2010

Consolidated Statements of Stockholders Equity for the Years ended December 31, 2011 and 2010

Consolidated Statements of Cash Flows for the Years ended December 31, 2011 and 2010

Notes to Consolidated Financial Statements

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2) Air Industries Group, Inc. – Six months ended June 30, 2012 and 2011

Independent Accountants' Review Report

Condensed Consolidated Balance Sheets as of June 30, 2012 (unaudited) and December 31, 2011

Condensed Consolidated Statements of Income for the six months and three months ended June 30, 2012 (unaudited) and June 30, 2011 (unaudited)

Condensed Consolidated Statements of Stockholders' Equity for the period ended June 30, 2012 (unaudited)

Condensed Consolidated Statements of Cash Flows for the period ended June 30, 2012 (unaudited)

Notes to Condensed Consolidated Financial Statements

3) Nassau Tool Works, Inc. – Year ended December 31, 2011

Independent Auditors' Report

Balance Sheet as of December 31, 2011

Statement of Earnings for the Year ended December 31, 2011

Statement of Stockholders' Equity for the Year ended December 31, 2011

Statement of Cash Flows for the Year ended December 31, 2011

Notes to Financial Statements

4) Nassau Tool Works, Inc. – Year ended December 31, 2010 (unaudited)

Independent Accountants' Review Report

Balance Sheet as of December 31, 2010 (unaudited)

Statement of Income and Retained Earnings for the Year ended December 31, 2010 (unaudited)

Statement of Cash Flows for the Year ended December 31, 2010 (unaudited)

Notes to Financial Statements

5) Nassau Tool Works, Inc. – Three Months ended March 31, 2012

Balance Sheet as of March 31, 2012 and December 31, 2011 (unaudited) (unreviewed)

Statement of Earnings for the three months ended March 31, 2012 and 2011 (unaudited) (unreviewed)

Statement of Cash Flows for the three months ended March 31, 2012 and 2011 (unaudited) (unreviewed)

Notes to Financial Statements

6)

Pro-Forma Financial Information

Pro-forma Statement of Operations of Air Industries, Inc. and Nassau Tool Works, Inc. for the Year ended December 31, 2011

Pro-forma Statement of Operations of Air Industries, Inc. and Nassau Tool Works, Inc. for the Six Months ended June 30, 2012

2. Financial Statement Schedules:

None

3. Exhibits

Exhibit No. Description

- 2.1 Debtor's Amended Plan of Reorganization (incorporated by reference to Exhibit 2.1 of Registrant's Current Report on Form 8-K filed January 14, 2005).
- 2.2 Merger Agreement, dated as of November 14, 2005, among Gales Industries Incorporated, two of its stockholders, Gales Industries Merger Sub, Inc., and Ashlin Development Corporation (incorporated herein by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K filed November 21, 2005).
- 3.1 Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of Registrant's Current Report on Form 8-K filed February 15, 2006).
- 3.2 Certificate of Amendment to Certificate of Incorporation changing our corporate name (incorporated by reference to Exhibit 3.1 of Registrant's Current Report on Form 8-K filed July 2, 2009).
- 3.3 Certificate of Amendment to Certificate of Incorporation increasing the number of shares of our authorized capital stock (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed April 7, 2008).
- 3.4 Certificate of Designation (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed April 18, 2007).

- 3.5 Certificate of Amendment of Certificate of Designation as filed with the Office of the Secretary of State of Delaware on October 16, 2009 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed October 16, 2009).
- 3.6 Certificate of Amendment of Certificate of Designation as filed with the Office of the Secretary of State of Delaware on September 10, 2010.
- 3.7 Certificate of Amendment to Certificate of Incorporation as filed with the Office of the Secretary of State of Delaware on September 20, 2010, as amended on September 29, 2012, providing for a 1 for 400 reverse stock split.
- 3.8 By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed February 15, 2006).
- 4.1 Form of Warrant Agreement dated as of December 31, 2008 between the Registrant and Taglich Brothers, Inc. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed January 7, 2009).
- 10.1 Stock Purchase Agreement, dated as of July 25, 2005, by and among Gales Industries Incorporated, Air Industries Machining, Corp., Luis Peragallo, Jorge Peragallo, Peter Rettaliata and Dario Peragallo (incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed December 6, 2005.)
- 10.2 Contract of Sale, dated as of November 7, 2005, by and between DPPR Realty Corp. and Gales Industries Incorporated for the purchase of the property known as 1480 North Clinton Avenue, Bay Shore, NY (incorporated by reference to Exhibit 10.5 of the Registrant's Current Report on Form 8-K filed December 6, 2005).
- 10.3 Contract of Sale, dated as of November 7, 2005, by and between KPK Realty Corp. and Gales Industries Incorporated for the purchase of the property known as 1460 North Fifth Avenue and 1479 North Clinton Avenue, Bay Shore, NY (incorporated by reference to Exhibit 10.6 of the Registrant's Current Report on Form 8-K filed December 6, 2005).
- 10.4 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.14 of the Registrant's Current Report on Form 8-K filed December 6, 2005).
- 10.5 Revolving Credit, Term Loan, Equipment Line and Security Agreement, dated as of November 30, 2005, by and between Air Industries Machining, Corp., PNC Bank, National Association, as Lender, and PNC Bank, National Association, as Agent (incorporated by reference to Exhibit 10.19 of the Registrant's Current Report on Form 8-K filed December 6, 2005).
- 10.6 Mortgage and Security Agreement, dated as of November 30, 2005, by and between Air Industries Machining, Corp. and PNC Bank (incorporated by reference to Exhibit 10.20 of the Registrant's Current Report on Form 8-K filed December 6, 2005).
- 10.7 Long Term Agreement, dated as of August 18, 2000, between Air Industries Machining, Corp. and Sikorsky Aircraft Corporation (incorporated by reference to Exhibit 10.21 of the Registrant's Current Report on Form 8-K filed December 6, 2005).
- 10.8 Long Term Agreement, dated as of September 7, 2000, between Air Industries Machining, Corp. and Sikorsky Aircraft Corporation (incorporated by reference to Exhibit 10.22 of the Registrant's Current Report on Form 8-K

filed December 6, 2005.

- 10.9 Stock Purchase Agreement, dated January 2, 2009, between Gales Industries Incorporated, Sigma Metals, Inc. ("Sigma Metals"), and George Elkins, Carole Tate and Joseph Coonan, the shareholders of Sigma Metals (incorporated by reference to Exhibit 10.01 of the Registrant's Current Report on Form 8-K filed January 2, 2009).
- 10.10 Form of Subscription Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report filed on Form 8-K filed April 18, 2009).
- 10.11 Form of Promissory Note (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report filed on Form 8-K filed April 18, 2009).
- 10.12 Stock Purchase Agreement, dated March 9, 2009, between Gales Industries Incorporated and John Gantt and Lugenia Gantt, the shareholders of Welding Metallurgy, Inc. (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed March 14, 2009).
- 10.13 Amendment No. 1 dated August 2, 2009 to the Stock Purchase Agreement, dated March 9, 2009, between Gales Industries Incorporated and John Gantt and Lugenia Gantt, the shareholders of Welding Metallurgy, Inc. (incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K/A filed August 3, 2009).
- 10.14 7% Promissory Note of Registrant in the principal amount of \$2,000,000 in favor of John and Lugenia Gantt (incorporated by reference from the Registrant's Current Report on Form 8-K filed August 26, 2009).
- 10.15 Registration Rights Agreement dated as of August 24, 2009 by and among the Registrant and John and Lugenia Gantt (incorporated by reference from the Registrant's Current Report on Form 8-K filed August 26, 2009).
- 10.16 Amended and Restated Promissory Note dated as of August 26, 2009 payable to John John and Lugenia Gantt (the "Amended and Restated Gantt Note") (incorporated by reference from Exhibit 10.46 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007 (the "2007 Form 10-K")).
- 10.17 Amendment dated as of October 9, 2009 to Amended and Restated Gantt Note (incorporated by reference from Exhibit 10.47 to the Registrant's 2007 Form 10-K).
- 10.18 Loan and Security Agreement dated as of August 24, 2009 among Air Industries Machining, Corp., Sigma Metals, Inc., Welding Metallurgy, Inc. and Steel City Capital Funding LLC. (incorporated by reference from the Registrant's Current Report on Form 8-K filed August 26, 2009).
- 10.19 Eighteenth Amendment to the Revolving Credit, Term Loan and Security Agreement dated as of November 30, 2005 with the financial institutions named therein (the "Lenders") and PNC Bank N.A., as agent for the Lenders, as amended.
- 10.20 Securities Purchase Agreement for sale of junior subordinated notes and series B convertible preferred stock (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed October 7, 2010).
- 10.21 Junior Subordinated Note due 2010 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed October 7, 2010).

10.22 Asset Purchase Agreement dated as of June 20, 2012 among the Registrant, Nassau Tool Works, Inc., Vincent DiCarlo and Robert E. Hunt. *

10.23 Assignment and Assumption Agreement dated as of June 20, 2012 between the Registrant and NTW Operating Inc. *

10.24 2010 Equity Incentive Plan. *

10.25. Subscription documents for purchase of common stock and conversion of junior subordinated notes into common stock. *

10.26. Placement Agent Agreement dated as of May 21, 2012 between the Registrant and Taglich Brothers Inc. *

14.1 Code of Ethics (incorporated by reference to Exhibit 14.1 to the Registrant's Registration Statement on Form SB-2 (Registration No. 333-144561) filed July 13, 2009 and declared effective July 27, 2009).

21.1 Subsidiaries *

* Filed as an Exhibit to our Registration Statement on Form 10 filed on October 2, 2012.

101.INS** XBRL Instance Document

101.SCH** XBRL Taxonomy Extension Schema Document

101.CAL** XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF** XBRL Taxonomy Extension Definition Linkbase Document

101.LAB** XBRL Taxonomy Extension Label Linkbase Document

101.PRE** XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AIR INDUSTRIES GROUP, INC.

Dated: October 16 , 2012

By: /s/ Peter D. Rettaliata
Peter D. Rettaliata
President and CEO
(principal executive officer)

Air Industries Group, Inc.

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of
Air Industries Group, Inc.

We have audited the accompanying consolidated balance sheets of Air Industries Group, Inc. and Subsidiaries (the "Company") as of December 31, 2011 and 2010 and the related consolidated statements of operations, changes in stockholders' equity and cash flows for the years then ended. The consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2011 and 2010 and the results of their operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

ROTENBERG MERIL SOLOMON BERTIGER & GUTTILLA, P.C.
Saddle Brook, New Jersey
March 12, 2012

AIR INDUSTRIES GROUP, INC.
Consolidated Balance Sheets at December 31,

	2011	2010
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 577,000	\$ 537,000
Accounts Receivable, Net of Allowance for Doubtful Accounts of \$950,000 and \$523,000	6,042,000	4,381,000
Inventory	22,521,000	21,443,000
Prepaid Expenses and Other Current Assets	330,000	207,000
Taxes Receivable	-	16,000
Deposits - Customers	2,000	59,000
Total Current Assets	29,472,000	26,643,000
Property and Equipment, net	3,971,000	3,935,000
Capitalized Engineering Costs - net of Accumulated Amortization of \$2,990,000 and \$2,410,000	969,000	1,039,000
Deferred Financing Costs, net, deposit and other assets	671,000	701,000
Intangible Assets, net	1,607,000	1,775,000
Goodwill	291,000	291,000
TOTAL ASSETS	\$ 36,981,000	\$ 34,384,000
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current Portion Notes Payable and Capitalized Lease Obligations	\$ 14,055,000	\$ 12,940,000
Accounts Payable and Accrued Expenses	7,432,000	5,866,000
Lease Impairment - Current	85,000	96,000
Deferred Gain on Sale - Current Portion	38,000	38,000
Income Taxes Payable	41,000	-
Total Current Liabilities	21,651,000	18,940,000
Long term liabilities		
Notes Payable and Capitalized Lease Obligation - Net of Current Portion	8,992,000	11,536,000
Lease Impairment - Net of Current Portion	175,000	260,000
Deferred Gain on Sale - Net of Current Portion	523,000	561,000
Deferred Rent	974,000	800,000

Total Liabilities	32,315,000	32,097,000
Commitments and contingencies		
Stockholders' Equity		
Preferred Stock Par Value \$.001-Authorized 8,003,716 shares		
Designated as Series "A" Convertible		
Preferred - \$.001 par Value,		
1,000 Shares Authorized 0 Shares issued		
and outstanding as of		
December 31, 2011 and December 31,		
2010, respectively.		
	-	-
Designated as Series "B" Convertible		
Preferred -\$.001 Par Value,		
4,000,000 shares authorized, 0 shares		
issued		
and outstanding as of December 31, 2011		
and December 31, 2010,		
respectively; Liquidation Value, \$ 0		
	-	-
Common Stock - \$.001 Par, 20,000,000		
Shares Authorized,		
3,579,114 and 3,579,114 Shares Issued and		
Outstanding as of		
December 31, 2011 and December 31,		
2010, respectively		
	4,000	4,000
Additional Paid-In Capital	26,141,000	26,009,000
Accumulated Deficit	(21,479,000)	(23,726,000)
Total Stockholders' Equity	4,666,000	2,287,000
TOTAL LIABILITIES AND		
STOCKHOLDERS' EQUITY		
	\$ 36,981,000	\$ 34,384,000

See notes to consolidated financial statements

AIR INDUSTRIES GROUP, INC.

Consolidated Statements of Operations for the Years ended December 31,

	2011	2010
Net Sales	\$ 53,745,000	\$ 48,601,000
Cost of Sales - Operational	42,817,000	39,977,000
Cost of Sales - Inventory Revaluation	-	1,157,000
Gross Profit	10,928,000	7,467,000
Operating Expenses	6,549,000	6,915,000
Total Operating Expenses	6,549,000	6,915,000
Income from operations	4,379,000	552,000
Interest and financing costs	(2,102,000)	(3,786,000)
Other income (expense), net	27,000	(17,000)
Income (loss) before provision for income taxes	2,304,000	(3,251,000)
Provision for income taxes	57,000	-
Income (Loss) From Continuing Operations	2,247,000	(3,251,000)
Income From Discontinued Operations	-	342,000
Net Income (Loss)	2,247,000	(2,909,000)
Dividend attributable to preferred stockholders	-	1,436,000
Net income (loss) attributable to common stockholders	\$ 2,247,000	\$ (4,345,000)
Income (Loss) per share (basic)		
Continuing Operations	\$ 0.63	\$ (2.89)
Discontinued Operations	-	0.21
Total	\$ 0.63	\$ (2.68)
Income (Loss) per share (diluted)		
Continuing Operations	\$ 0.63	\$ (2.89)
Discontinued Operations	-	0.21
Total	\$ 0.63	\$ (2.68)
Weighted average shares outstanding (basic)	3,579,114	1,623,081
Weighted average shares outstanding (diluted)	3,579,254	1,623,081

See notes to consolidated financial statements

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AIR INDUSTRIES GROUP, INC.
Consolidated Statements of Stockholders Equity For the Years
Ended December 31, 2011 and 2010

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, January 1, 2010	-	\$-	2,627,714	\$ 3,000	179,245	\$-	\$ 24,063,000	\$ (20,817,000)	\$ 3,249,000
Non-cash dividends for Series B Preferred Stock	-	-	2,739,886	3,000	-	-	-	-	3,000
Issuance of Series B Preferred on Exercise of Warrant			137,138	-	-	-	-	-	-
Dividend on Series B Preferred Stock - 2009	-	-	-	-	-	-	460,000	-	460,000
Conversion of Series B Preferred to Common Stock	-	-	(5,504,738)	(6,000)	3,399,869	4,000	-	-	(2,000)
Gain on Sale of Subsidiary Stock	-	-	-	-	-	-	1,118,000	-	1,118,000
Stock compensation expense	-	-	-	-	-	-	368,000	-	368,000
Net loss	-	-	-	-	-	-	-	(2,909,000)	(2,909,000)
Balance, December 31, 2010	-	\$-	-	\$-	3,579,114	\$ 4,000	\$ 26,009,000	\$ (23,726,000)	\$ 2,287,000
Stock compensation expense	-	-	-	-	-	-	131,000	-	131,000
Net income	-	-	-	-	-	-	-	2,247,000	2,247,000
Balance, December 31, 2011	-	\$-	-	\$-	3,579,114	\$ 4,000	\$ 26,140,000	\$ (21,479,000)	\$ 4,665,000

See notes to consolidated financial statements

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AIR INDUSTRIES GROUP, INC.
Consolidated Statements of Cash Flows For Year Ended December 31,

	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	\$ 2,247,000	\$ (2,909,000)
Adjustments to Reconcile Net Income (Loss) to Net Cash provided by Operating Activities		
Depreciation of property and equipment	1,503,000	1,767,000
Amortization of intangible assets	168,000	168,000
Amortization of capitalized engineering costs	580,000	992,000
Bad debt expense	427,000	346,000
Non-cash compensation expense	131,000	368,000
Non-cash interest expense including amortization of debt discounts	-	1,323,000
Amortization of deferred financing costs	136,000	279,000
Gain on sale of real estate	(38,000)	(38,000)
Changes in Assets and Liabilities		
(Increase) Decrease in Operating Assets:		
Accounts Receivable	(2,088,000)	848,000
Assets Held for Sale	-	188,000
Inventory	(1,078,000)	125,000
Prepaid Expenses and Other Current Assets	(123,000)	61,000
Income Taxes Receivable	-	33,000
Deposits	57,000	35,000
Other Assets	(87,000)	(198,000)
Increase (Decrease) in Operating Liabilities		
Accounts payable and accrued expenses	1,567,000	236,000
Deferred Rent	174,000	190,000
Income Taxes payable	57,000	-
Liabilities Held For Sale	-	(914,000)
NET CASH PROVIDED BY OPERATING ACTIVITIES	3,633,000	2,900,000
CASH FLOWS FROM INVESTING ACTIVITIES		
Capitalized engineering costs	(510,000)	(343,000)
Purchase of property and equipment	(778,000)	(770,000)
NET CASH USED IN INVESTING ACTIVITIES	(1,288,000)	(1,113,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Notes payable - Sellers	(377,000)	(285,000)
Capital lease obligations	(398,000)	(368,000)
Notes payable-Jr. Subordinated Debt	(130,000)	(50,000)
Notes payable - SFFC	-	(4,460,000)
Notes payable - Revolver	(284,000)	849,000
Notes payable - Term Loan PNC	(1,000,000)	3,000,000
Cash paid for deferred financing costs	(20,000)	(175,000)

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Payments related to Lease Impairment	(96,000)	(223,000)
NET CASH PROVIDED BY USED IN FINANCING ACTIVITIES	(2,305,000)	(1,712,000)

NET INCREASE IN CASH AND CASH EQUIVALENTS	40,000	75,000
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	537,000	462,000
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 577,000	\$ 537,000

Supplemental cash flow information		
Cash paid during the year for interest	\$ 1,895,000	\$ 2,345,000

Supplemental cash flow information