TAGLICH ROBERT
Form 4
May 22, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAGLICH ROBERT

(Last) (First) (Middle)

790 NEW YORK AVENUE, SUITE 209

(Street)

HUNTINGTON, NY 11743

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/21/2018		P		17,857	A	$ 1.68	1,917,106	D	
Common Stock	10/03/2017		C (1)		44,760	A	$ 1.5	44,760	I	See Note (1)
Common Stock	10/03/2017		C (2)		137,186	A	$ 1.5	149,932	I	See Note (2)
Common Stock								17,990	I	See Note (3)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Stock Options	$ 1.59	05/14/2018		A		13,000		05/14/2018 (4)	05/31/2023	Common Stock	13
Stock Options	$ 7.86	09/30/2013		A		750		09/30/2013	09/30/2018	Common Stock	
Stock Options	$ 8.98	12/31/2013		A		750		12/31/2013	12/31/2018	Common Stock	
Stock Options	$ 9.38	03/31/2014		A		750		03/31/2014	03/31/2019	Common Stock	
Stock Options	$ 11.73	05/16/2014		A		750		05/16/2014	05/15/2019	Common Stock	
Stock Options	$ 9.24	08/21/2014		A		750		08/21/2014	08/20/2019	Common Stock	
Stock Options	$ 10.26	11/24/2014		A		1,750		11/24/2014	11/23/2019	Common Stock	1
Stock Options	$ 10.05	04/06/2015		A		3,000		(5)	04/05/2020	Common Stock	3
Stock Options	$ 4.64	06/02/2016		A		3,000		(6)	06/01/2021	Common Stock	3
Stock Options (right to purchase)	$ 1.69	01/02/2018		A		3,000		01/02/2018	12/31/2022	Common Stock	3
Convertible Notes	$ 2.25	02/28/2017		J (7)		$ 2,148		11/23/2016	11/30/2018	Common Stock	
Convertible Notes	$ 2.63	02/28/2017		J (7)		$ 4,537		12/22/2016	11/30/2018	Common Stock	1
	$ 3.71	02/07/2017		P				02/07/2017	01/31/2019		67

Convertible Notes				$ 250,000			Common Stock	
Convertible Notes	$ 3.3	03/08/2017	P	$ 100,000	03/08/2017	01/31/2019	Common Stock	30
Convertible Notes	$ 2.25	11/23/2016	J(8)	$ 112,000	11/23/2016	11/30/2018	Common Stock	49
Convertible Notes	$ 2.63	12/22/2016	J(9)	$ 94,000	12/22/2016	11/30/2018	Common Stock	3
Convertible Notes	(10)	02/28/2017	J(11)	$ 4,538	11/23/2016	11/30/2018	Common Stock	1
Convertible Notes	$ 3.71	02/07/2017	J(12)	$ 20,000	02/07/2017	01/31/2019	Common Stock	5
Convertible Notes	$ 3.25	02/17/2017	J(13)	$ 60,000	02/17/2017	01/31/2019	Common Stock	18
Convertible Notes	$ 3.3	03/08/2017	J(14)	$ 44,400	03/08/2017	01/31/2019	Common Stock	1
Convertible Notes	$ 3.78	03/15/2017	J(15)	$ 43,600	03/15/2017	01/31/2019	Common Stock	1
Convertible Notes	$ 4	03/22/2017	J(16)	$ 8,000	03/22/2017	01/31/2019	Common Stock	2
Warrants	$ 5	08/19/2016	P	8,307	08/19/2016	07/31/2021	Common Stock	8
Warrants	$ 6.15	10/13/2016	J(17)	13,500	11/27/2016	05/26/2021	Common Stock	1
Warrants	$ 6.15	10/13/2016	J(17)	15,925	09/01/2016	07/31/2021	Common Stock	1
Warrants	$ 3	11/23/2016	P	8,889	11/23/2016	11/30/2021	Common Stock	8

Reporting Owners

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

Signatures

/s/ Robert F. Taglich	05/22/2018
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represent shares acquired upon conversion of Series A Preferred Stock for which Mr. Taglich is the custodian for his children under NY UGMA.

(2) Owned by Tag/Kent Partners, of which Reporting Person is a General Partner, and includes 137,186 shares received upon conversion of notes issued in May 2017.

(3) Represents shares owned by Taglich Brothers, Inc., of which the Reporting Person is Managing Director.

(4) Vests as to 5,500 shares on May 14, 2018 and in increments of 2,500 additional shares on each of June 30, September 30, 2018 and December 31, 2018.

(5) Fully vested as of 11/01/2016.

(6) Fully vested as of 01/01/2016.

(7) Represents convertible notes received in lieu of cash payment of accrued interest on February 28, 2017.

(8) Represents Issuer's 8% Subordinated Convertible Notes due November 30, 2018 (the "2018 Notes") issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2018 Notes in November 2016.

(9) Represents 2018 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2018 Notes in December 2016.

(10) Conversion price is $2.25 per share as to $2,406 principal amount of 2018 Notes and $2.63 per share as $2,132 principal amount of 2018 Notes issued in lieu of cash payment of accrued interest on the 2018 Notes issued in November and December 2016, respectively.

(11) Represents 2018 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of accrued interest on the 2018 Notes.

(12) Represents Issuer's 8% Subordinated Convertible Notes due January 31, 2019 (the "2019 Notes") issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on February 7, 2017.

(13) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on February 17, 2017.

(14) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on March 8, 2017.

(15) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on March 15, 2017.

(16) Represents Issuer's 2019 Notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 2019 Notes on March 21, 2017.

(17) Assignment of a portion of Placement Agent Warrants originally issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director.

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