

TAGLICH ROBERT
Form 4
February 14, 2019

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAGLICH ROBERT

(Last) (First) (Middle)

790 NEW YORK AVENUE, SUITE
209

(Street)

HUNTINGTON, NY 11743

(City) (State) (Zip)

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

AIR INDUSTRIES GROUP [AIRI]

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

02/13/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)			
			Code V Amount (D) Price				
					2,082,681	D ⁽¹⁾	
Common Stock					44,760	I	See Note ⁽²⁾
Common Stock					27,891	I	See Note ⁽³⁾

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options	\$ 1.28	02/13/2019		A		10,000		<u>(4)</u>	12/31/2025	Common Stock	
Stock Options	\$ 1.59	05/14/2018		A		13,000		<u>(5)</u>	05/31/2023	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	
Stock Options	\$ 10.05	04/06/2015		A		3,000		<u>(6)</u>	04/05/2020	Common Stock	
Stock Options	\$ 4.64	06/02/2016		A		3,000		<u>(7)</u>	06/01/2021	Common Stock	
Stock Options (right to purchase)	\$ 1.69	01/02/2018		A		3,000		01/02/2018	12/31/2022	Common Stock	
Convertible Notes	\$ 1.5	09/30/2018		J <u>(8)</u>		\$ 650,000		09/30/2018	12/31/2020	Common Stock	4
Convertible Notes	\$ 0.93	01/15/2019		P		\$ 1,000,000		01/15/2019	12/31/2020	Common Stock	1,
Convertible Notes	\$ 1.5	09/30/2018		J <u>(10)</u>		\$ 382,000		09/30/2018	12/31/2020	Common Stock	2
Convertible Notes	\$ 0.93	01/15/2019		J <u>(11)</u>		\$ 80,000		01/15/2019	12/31/2020	Common Stock	80
Warrants	\$ 1.4	10/01/2018		J <u>(12)</u>		17,500		10/01/2018	09/30/2023	Common Stock	
Warrants	\$ 5	08/19/2016		P		8,307		08/19/2016	07/31/2021		

							Common Stock
Warrants	\$ 6.15	10/13/2016	J ⁽¹³⁾	13,500	11/27/2016	05/26/2021	Common Stock
Warrants	\$ 6.15	10/13/2016	J ⁽¹³⁾	15,925	09/01/2016	07/31/2021	Common Stock
Warrants	\$ 3	11/23/2016	P	8,889	11/23/2016	11/30/2021	Common Stock

Reporting Owners

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

Signatures

/s/ Robert F.
Taglich

02/14/2019

__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) Includes shares previously owned by a partnership of which Reporting Person was a General Partner, received upon liquidation at the end of 2018.
- (2) Represent shares acquired for which Mr. Taglich is the custodian for his children under NY UGMA.
- (3) Represents shares owned by Taglich Brothers, Inc., of which the Reporting Person is Managing Director.
- (4) Vests as to 2,500 shares on March 31, 2019, and an additional 2,500 shares on each of June 30, 2019, September 31, 2019 and December 31, 2019.
- (5) Fully vested as of 12/31/2018.
- (6) Fully vested as of 11/01/2016.
- (7) Fully vested as of 01/01/2016.
- (8) Represents Issuer's 6% convertible notes received pursuant to amendment to Issuer's 8% convertible notes.
- (9) Does not include shares issued upon conversion for accrued interest on the Notes.
Represents 6% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, pursuant to amendment to Issuer's 8% convertible notes originally issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 8% convertible notes.
- (10) Represents 7% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 7% convertible notes in January 2019.
- (11) Represents warrants issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, for acting as placement agent for the sale of Issuer's shares of common stock in October 2018.

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- (13) 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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