

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 22, 2022

AIR INDUSTRIES GROUP
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--|---|
| Nevada State of Incorporation | 001-35927 Commission File Number | 80-0948413 IRS Employer I.D. Number |
|---|--|---|

1460 Fifth Avenue, Bay Shore, New York 11706
(Address of Principal Executive Offices)

Registrant's telephone number: (631) 968-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| Common Stock, par value \$0.001 | AIRI | NYSE American |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 22, 2022, Air Industries Group (the “Company”) held its 2022 Annual Meeting of Stockholders. The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter, as applicable. A more complete description of each matter is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 3, 2022.

Proposal No. 1 – Election of directors.

The Company’s stockholders voted to elect the following persons as directors to serve for the following year or until their successors are duly elected and qualified:

| Name | Votes For | Votes Withheld |
|----------------------|------------|----------------|
| Michael N. Taglich | 11,322,315 | 2,045,412 |
| Peter D. Rettaliata | 11,301,142 | 2,066,585 |
| Robert F. Taglich | 11,440,826 | 1,926,901 |
| David J. Buonanno | 12,516,770 | 850,957 |
| Michael Brand | 11,230,486 | 2,137,241 |
| Michael D. Porcelain | 11,398,871 | 1,968,856 |

There were 5,770,789 broker non-votes.

Proposal No. 2 – Ratification of the appointment of Marcum LLP

The Company’s stockholders voted to ratify the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022. There were 18,524,342 votes in favor of ratification, 80,141 votes against and 534,033 abstentions. There were no broker non-votes on this resolution.

Proposal No. 3 – Approval of the Compensation of the Named Executive Officers

The Company’s stockholders voted to adopt a resolution, on an advisory basis, approving the compensation of the Company’s named executive officers for 2021 as disclosed in the Proxy Statement. There were 12,102,698 votes in favor of the resolution, 452,328 votes against and 812,701 abstentions. There were 5,770,789 broker non-votes.

Proposal No. 4 – Approval of the Air Industries Group 2022 Equity Incentive Plan.

The Company’s stockholders voted to approve the Company’s 2022 Equity Incentive Plan previously adopted by the Company’s Board of Directors. There were 12,098,109 votes in favor of adoption of the Plan, 463,069 votes against adoption of the Plan and 806,549 abstentions. There were 5,770,789 broker non-votes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 23, 2022

AIR INDUSTRIES GROUP

By: /s/ Michael Recca
Michael Recca
