UNITED STATES
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): November 18, 2026

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

Nevada	**001-35927**	**80-0948413**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

(631) 968-5000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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:

☒ 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 8.01 Other Events.

Postponement of Special Meeting of Stockholders

On November 18, 2026, Air Industries Group (the "Company") issued a press release (the "Press Release") announcing that its upcoming special meeting of stockholders (the "Meeting") to approve its proposed merger with Tenax Aerospace Acquisition, LLC ("Tenax"), which was initially scheduled for November 18, 2026, will be postponed to 10:00 a.m., Eastern Time on December 3, 2026. At the Meeting, stockholders of the Company will be asked to vote on all proposals included in its definitive proxy statement/prospectus filed with the Securities and Exchange Commission (the "SEC") on November 6, 2026.

The proposed resolutions to be considered at the Meeting remain the same as those set out in the definitive proxy statement and other relevant documents that have been mailed to stockholders of the Company as of the record date of October 13, 2026. Only the holders of the Company's common stock as of the close of business on October 13, 2026, the record date for the Meeting, are entitled to vote at the Meeting.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Additional Information and Where to Find It

In connection with the proposed merger with Tenax Aerospace Acquisition, LLC ("Tenax"), AIR filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 (File No. 333-297628), which was declared effective on November 4, 2026 and includes a definitive proxy statement/prospectus dated November 4, 2026 that was first mailed to AIR stockholders on or about November 6, 2026. STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT AIR, TENAX, THE PROPOSED MERGER AND THE REDEMPTION RIGHTS. Stockholders may obtain these documents free of charge at the SEC's website, www.sec.gov, on AIR's investor relations website, or by request to Air Industries Group, 1460 Fifth Avenue, Bay Shore, New York 11706, telephone (631) 968-5000.

No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the record date for, and the distribution and terms of, the redemption rights and the expected timing and completion of the proposed merger. These statements are subject to risks and uncertainties that could cause actual results to differ materially, including the risk that AIR's stockholders do not approve the proposals required to complete the merger, that the other conditions to closing are not satisfied or that the closing is delayed, in which case the record date would change, and the other risks described under "Risk Factors" in the definitive proxy statement/prospectus and in Item 1A of AIR's most recent Annual Report on Form 10-K. AIR undertakes no obligation to update any forward-looking statement, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated November 18, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: November 18, 2026

AIR INDUSTRIES GROUP

By: /s/ Scott Glassman
Name: Scott Glassman
Title: Acting Chief Executive Officer and President

Exhibit 99.1



Nov 18, 2026 4:01PM Eastern Standard Time

Air Industries Group Announces Postponement of Special Meeting of Stockholders

BAY SHORE, N.Y.--(BUSINESS WIRE)--**Air Industries Group ("Air Industries," "AIR" or the "Company") (NYSE American: AIRI),** today announced that the date of the special meeting of the Company's stockholders (the "Special Meeting") that had been scheduled for 10:00 a.m., Eastern Time, on November 18, 2026 has been rescheduled to December 3, 2026. At the Special Meeting, AIR stockholders will vote on the proposals set forth in the Company's proxy statement/prospectus dated November 4, 2026 and filed with the Securities and Exchange Commission (the "SEC") (the "Proxy Statement/Prospectus") relating to the Company's proposed merger with Tenax Aerospace Acquisition, LLC ("Tenax") (collectively, the "Proposals").

No changes have been made to the Proposals to be voted on by stockholders at the postponed Special Meeting.

AIR STRONGLY ADVISES ALL OF ITS STOCKHOLDERS TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER PROXY MATERIALS RELATING TO THE SPECIAL MEETING BECAUSE THEY CONTAIN IMPORTANT INFORMATION. SUCH MATERIALS ARE AVAILABLE AT NO CHARGE ON THE SEC WEBSITE AT WWW.SEC.GOV. In addition, copies of the Proxy Statement/Prospectus and other documents may be obtained free of charge by directing a written request to the Company's proxy solicitor:

Advantage Proxy, Inc.
P.O. Box 10904
Yakima, WA 98909
Individuals call toll-free: 1-877-870-8565
Banks and brokers call collect: 1-206-870-8565
Email: ksmith@advantageproxy.com

About Air Industries Group

Air Industries Group (NYSE American: AIRI) is an integrated manufacturer of precision assemblies and components for leading aerospace and defense prime contractors and original equipment manufacturers. The Company is a Tier 1 supplier to aircraft Original Equipment Manufacturers, and a Prime Contractor to the U.S. Department of Defense, highly regarded for its expertise in designing and manufacturing parts and assemblies vital for flight safety and performance.

Additional information about the Company can be found in its filings with the SEC and by visiting our newly revamped website at www.airindustriesgroup.com.

Additional Information and Where to Find It

In connection with the proposed merger with Tenax, the Company has filed with the SEC a registration statement on Form S-4 (File No. 333-297628), which was declared effective on November 4, 2026, and the Proxy Statement/Prospectus, which was first mailed to the Company's stockholders on or about November 6, 2026. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND THE OTHER RELEVANT DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, TENAX AND THE PROPOSED MERGER. These documents are available free of charge on the SEC's website at www.sec.gov or by directing a request to Air Industries Group, 1460 Fifth Avenue, Bay Shore, NY 11706, Attention: Investor Relations, telephone (631) 968-5000.

Participants in the Solicitation

The Company and its directors and executive officers, Tenax Aerospace Acquisition, LLC and its executives, may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed merger. Information about such persons and their interests in the proposed merger is set forth in the Proxy Statement/Prospectus. Stockholders may obtain free copies of these documents as described above.

Forward Looking Statements

Certain matters discussed in this press release are 'forward-looking statements' intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. In particular, the Company's statements regarding trends in the marketplace, future revenues, earnings and Adjusted EBITDA, the ability to realize firm backlog and projected backlog, cost cutting measures, potential future results and acquisitions, the timing of the special meeting of stockholders and the consummation of the proposed merger with Tenax Aerospace Acquisition, LLC, are examples of such forward-looking statements. The forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the timing of projects due to variability in size, scope and duration, the inherent discrepancy in actual results from estimates, projections and forecasts made by management, regulatory delays, changes in government funding and budgets, and other factors, including general economic conditions, not within the Company's control. The factors discussed herein and expressed from time to time in the Company's filings with the Securities and Exchange Commission could cause actual results and developments to be materially different from those expressed in or implied by such statements. The forward-looking statements are made only as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

No Offer or Solicitation

This press release does not constitute an offer to sell or the solicitation of an offer to buy or subscribe for any securities or a solicitation of any vote or approval nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Contacts

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