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 17, 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.

On November 17, 2026, Air Industries Group (the "Company") issued a press release announcing that November 27, 2026 has been set as the record date for the previously disclosed dividend of non-transferable redemption rights to be distributed to the Company's stockholders in connection with the Company's proposed merger with Tenax Aerospace Acquisition, LLC ("Tenax"). 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 17, 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 17, 2026

AIR INDUSTRIES GROUP

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

Exhibit 99.1



Nov 17, 2026 4:01 PM Eastern Standard Time

Air Industries Group Announces Record Date for Distribution of Redemption Rights

BAY SHORE, N.Y.--(BUSINESS WIRE)--**Air Industries Group ("Air Industries") (NYSE American: AIRI)**, today announced that November 27, 2026, has been set as the record date (the "Rights Record Date") for the previously disclosed dividend of non-transferable Redemption Rights to be distributed to AIR stockholders in connection with the Company's proposed merger with Tenax Aerospace Acquisition, LLC ("Tenax").

Stockholders of record as of the close of business on the Rights Record Date will receive one Redemption Right for each share of AIR common stock held on that date. The Rights Record Date follows the Company's previously announced one-for-five reverse stock split, which is scheduled to become effective on November 20, 2026, so the Redemption Rights will be distributed on the basis of post-split shares.

Each Redemption Right will entitle its holder, subject to the conditions described below, to require the Company to redeem the related share of AIR common stock for cash at a price equal to 107.3% of the Debt Adjusted AIR Share Price. The Redemption Rights may be exercised only during the 10 trading days following the first anniversary of the closing of the merger, and only if:

- the stockholder has held the related share continuously from the closing of the merger until the Redemption Right is exercised; and
- the volume weighted average price of AIR common stock during the 20 trading days prior to the first anniversary of the closing is lower than the redemption price.

The Redemption Rights are not transferable. A Redemption Right will cease to be exercisable if the related share is sold, and any Redemption Rights not exercised during the exercise period will terminate. Broadridge Corporate Issuer Solutions, LLC will act as rights agent.

The Rights Record Date is the trading day immediately preceding the expected closing date of the merger. The companies expect to close the merger on November 30, 2026, subject to stockholder approval at the special meeting of stockholders to be held on November 18, 2026, and other closing conditions. The distribution of the Redemption Rights is conditioned on the completion of the merger. No action is required by stockholders at this time to receive the Redemption Rights.

The foregoing is a summary only and is qualified by reference to the form of Redemption Rights Agreement included as Annex C to the definitive proxy statement/prospectus.

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.

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, 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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