

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):  
October 16, 2009

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

Delaware	000-29245	20-4458244
State of	Commission	IRS Employer
Incorporation	File Number	I.D. Number

1479 North Clinton Avenue, Bay Shore, NY 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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 16, 2009, Air Industries Group, Inc. (the "Company") filed a Certificate of Amendment of Certificate of Designation of Series B Convertible Preferred Stock with the Office of the Secretary of State of Delaware increasing the number of shares of Series B Convertible Preferred Stock ("Series B Preferred Stock") it is authorized to issue from 2,000,000 to 4,000,000 shares. Dividends on the Series B Preferred Stock, payable quarterly at 7% per annum, may be paid in cash or by issuing additional shares of Series B Preferred Stock. Due to restrictions set forth in agreements with its bank lenders, the Company has paid, and expects to continue to pay, dividends on the Series B Preferred Stock by issuing additional shares of Series B Preferred Stock.

The amendment to the certificate of designation was approved by holders of a majority of the outstanding shares of Series B Preferred Stock.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
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3.1	Certificate of Amendment of Certificate of Designation of Series B Convertible Preferred Stock as filed with the Office of the Secretary of State of Delaware on October 16, 2009.
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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: October 16, 2009

AIR INDUSTRIES GROUP, INC.

By: /s/ Peter Rettaliata

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Peter Rettaliata  
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No. -----	Description -----
3.1	Certificate of Amendment of Certificate of Designation of Series B Convertible Preferred Stock as filed with the Office of the Secretary of State of Delaware on October 16, 2009.

Delaware  
-----  
The First State

I, JEFFREY W . BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "AIR INDUSTRIES GROUP, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2009, AT 12:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

[SEAL SECRETARY'S OFFICE 1793 DELAWARE 1855]

4089436 8100

/s/ Jeffrey W Bullock

090941688

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Jeffrey W Bullock, Secretary of State  
AUTHENTICATION: 7588721

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

DATE : 10-16-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:35 PM 10/16/2009  
FILED 12:32 PM 10/16/2009  
SRV 090941688 - 4089436 FILE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF DESIGNATION  
OF  
SERIES B CONVERTIBLE PREFERRED STOCK  
OF  
AIR INDUSTRIES GROUP, INC.

Air Industries Group, Inc., a corporation organized and existing under the laws of the State of Delaware (herein referred to as the "Corporation"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, does hereby certify:

A resolution providing for an amendment to the Certificate of Designation of the Series B Convertible Preferred Stock of the Corporation was duly adopted by the Board of Directors of the Corporation, which resolution provides as follows:

RESOLVED, that the Certificate of Designation creating the Series B Convertible Preferred Stock of the Corporation, filed with the Delaware Secretary of State on April 11, 2007, which authorized the issuance of two million (2,000,000) shares of Series B Convertible Preferred Stock be amended to increase the number of shares of Series B Convertible Preferred Stock which the Corporation is authorized to issue to four million (4,000,000) shares by substituting the words "four million (4,000,000) shares" for the words "two million (2,000,000) shares" in the second line of the second paragraph thereof.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Designation to be executed by its duly authorized officer this 16th day of October, 2009.

AIR INDUSTRIES GROUP, INC.

By: /s/ Peter D. Rettaliata

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Peter D. Rettaliata  
President and Chief Executive Officer