SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> FORM 8-K/A (Amendment No. 1)

CURRENT REPORT

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

Date of Report (date of earliest event reported): August 24, 2007

AIR INDUSTRIES GROUP, INC.

(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

(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 (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
- |_| Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This amendment supplements the Current Report on Form 8-K filed by Air Industries Group, Inc. ("we," "our," "us," "Gales" or the "Company") with the Securities and Exchange Commission on August 24 2007, in which we disclosed the completion of our acquisition of all the outstanding capital stock of Welding Metallurgy, Inc., to include in such report the financial statements of Welding Metallurgy, Inc. for the years ended December 31, 2006 and 2005 and the periods ended June 30, 2007 and 2006, required by Item 9.01(a) and the pro forma financial information for the years ended December 31, 2006 and 2005 and the periods ended June 30, 2007 and 2006 required by Item 9.01(b).

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

FOR THE YEARS ENDED DECEMBER 31, 2006 DECEMBER 31, 2005 Table of Contents

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Board of Directors Welding Metallurgy, Inc.

We have audited the accompanying Comparative Balance Sheets of Welding Metallurgy, Inc. as of December 31, 2006 and December 31, 2005 and the related Statements of Income and Retained Earnings, and Cash Flows for each of the years then ended. These financial statements are the responsibility of the Welding Metallurgy, Inc. management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Welding Metallurgy, Inc. as of December 31, 2006 and December 31, 2005, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information included in the accompanying schedules of cost of goods sold and expenses is presented only for supplementary analysis purposes. Such information has not been subjected to the inquiry and analytical procedures applied in the audit of the basic financial statements, but was compiled from information that is the representation of management, without audit or review. Accordingly, we do not express an opinion or any other form of assurance on the supplementary information.

Respectfully submitted,

BILDNER & GIANNASCO, LLP Certified Public Accountants

Jericho, New York October 1, 2007

Comparative Balance Sheets

ASSETS	DECEMBER 31, 2006	DECEMBER 31, 2005
CURRENT ASSETS Cash and Cash Equivalents Accounts Receivable Inventory Prepaid Expenses		725,226 212,525
TOTAL CURRENT ASSETS	\$1,163,611	\$1,928,295
FIXED ASSETS - AT COST Property and Equipment Less: Accumulated Depreciation	\$1,707,445 1,217,670	
FIXED ASSETS - NET	\$ 489,775	\$ 384,166
OTHER ASSETS	\$ 20,090	\$ 20,090
TOTAL ASSETS	\$1,673,476	\$2,332,551 =======

The accompanying audit report and notes are an integral part of these statements.

Comparative Balance Sheets

LIABILITIES AND STOCKHOLDERS' EQUITY	DECEMBER 31, 2006	DECEMBER 31, 2005
CURRENT LIABILITIES Accounts Payable Notes Payable - Current Portion Accrued Operating Expenses	\$ 171,947 93,731 34,850	\$ 212,678 29,376
Accided operating Expenses		
TOTAL CURRENT LIABILITIES	\$ 300,528	\$ 242,054
LONG-TERM LIABILITIES		
Notes Payable - Long Term	\$ 90,737	\$
TOTAL LONG-TERM LIABILITIES	\$ 90,737	\$
TOTAL LIABILITIES	\$ 391,265	\$ 242,054
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY Common Stock (No par value; 200 shares authorized; 100 shares issued and		
outstanding)	\$ 437	
Retained Earnings	1,281,774	2,090,060
TOTAL STOCKHOLDERS' EQUITY	\$1,282,211	\$2,090,497
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$1,673,476 =======	\$2,332,551 =======

Comparative Statements of Income and Retained Earnings

	FOR THE YEAR ENDED	
	DECEMBER 31, 2006	DECEMBER 31,
REVENUE	\$4,456,376	\$5,252,414
COST OF GOODS SOLD	\$2,011,151 	\$2,682,565
GROSS PROFIT	\$2,445,225	\$2,569,849
EXPENSES Selling, General, and Administrative Interest Franchise Tax	\$1,966,350 2,480 425	\$1,581,247 425
TOTAL EXPENSES	\$1,969,255	\$1,581,672
NET INCOME FROM OPERATIONS	\$ 475,970	\$ 988,177
INTEREST INCOME	53,744	63,038
NET INCOME FOR YEAR	\$ 529,714	\$1,051,215
DISTRIBUTIONS	(1,338,000)	(2,585,000)
RETAINED EARNINGS, BEGINNING OF YEAR	2,090,060	3,623,845
RETAINED EARNINGS, END OF YEAR	\$1,281,774 =======	\$2,090,060 =======

The accompanying audit report and notes are an integral part of these statements.

Comparative Statements of Cash Flows

	FOR THE YEAR ENDED	
	DECEMBER 31, 2006	
CASH FLOWS FROM OPERATING ACTIVITIES Net Income for Year Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:	\$ 529,714	\$ 1,051,215
Depreciation ´ ` Changes in Assets and Liabilities:	145,657	133,104
(Increase) Decrease In - Accounts Receivable Inventory Prepaid Expenses Other Current Assets Increase (Decrease) In - Accounts Payable Accrued Operating Costs	850 (40,730)	(100,670)
NET CASH PROVIDED BY OPERATING ACTIVITIES (Forward)	\$ 1,087,916	\$ 1,769,648
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of Equipment	\$ (251,267)	\$ (100,449)
NET CASH (USED) BY INVESTING ACTIVITIES (Forward)	\$ (251,267)	\$ (100,449)

Comparative Statements of Cash Flows (Continued)

	FOR THE YEAR ENDED	
	DECEMBER 31, 2006	DECEMBER 31, 2005
NET CASH PROVIDED BY OPERATING ACTIVITIES (Forward)	\$ 1,087,916	\$ 1,769,648
NET CASH (USED) BY INVESTING ACTIVITIES (Forward)	\$ (251,267)	\$ (100,449)
CASH FLOWS FROM FINANCING ACTIVITIES Increase in Bank Debt Distributions		\$ (2,585,000)
NET CASH (USED) BY FINANCING ACTIVITIES	\$(1,153,532)	\$(2,585,000)
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ (316,883)	\$ (915,801)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	989,340	1,905,141
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 672,457 ========	\$ 989,340 =======
Supplemental Disclosure of Cash Flow Information:		
Interest Paid	\$ 2,480	\$
Income Taxes Paid	\$ 425	\$ 425
The accompanying audit report and notes are	e an integral	

The accompanying audit report and notes are an integral part of these statements.

SUPPLEMENTARY INFORMATION

Comparative Schedules of Costs of Goods Sold

	FOR THE YEAR ENDED		
		DECEMBER 31,	
COST OF GOODS SOLD Inventory, Beginning Purchases, Hardware & Materials & Sub Contracting Direct Labor Manufacturing Overhead	669,841 422,190	\$ 236,623 1,188,875 475,717 993,875	
Less: Inventory, Ending		\$2,895,090	
COST OF GOODS SOLD	\$2,011,151	\$2,682,565	
MANUFACTURING OVERHEAD Rent Supplies Equipment Rental Utilities Repairs and Maintenance Depreciation Truck and Auto Supervisor and Quality Control Payroll Taxes	66,287 5,084 28,377 6,917 158,232 11,945 458,931	\$ 81,942 98,637 5,224 27,268 15,783 133,576 10,352 478,340 142,753	
TOTAL MANUFACTURING OVERHEAD	\$ 926,654 =======	\$ 993,875 =======	

The accompanying audit report and notes are an integral part of these statements.

Comparative Schedules of Expenses

	FOR THE YEAR ENDED	
	DECEMBER 31, 2006	DECEMBER 31, 2005
SELLING, GENERAL, AND		
ADMINISTRATIVE EXPENSES		
Advertising	\$ 1,012	\$
Travel	29,243	28,744
Auto Leases	24,311	11,651
Entertainment	18,352	13,170
Freight and Delivery	30,173	32,286
Officers' Salaries	1,221,500	763,000
Other Wages	357,900	466,897
Employee Benefits		52,232
Office Supplies	21,349	31,838
Computer Expense	47,492	40,187
Insurance	51,842	33,925
Hospitalization	48,077	36,616
Outside Services	60,327	11,283
Telephone	6,914	6,854
Dues and Subscriptions	1,806	7,066
Licenses and Fees	800	809
Seminars	11,315	7,848
Professional Fees	16,645	15,853
Holiday Party	14,734	3,449
Donations	1,695	13,505
Security		127
Bank Charges	863	3,907
TOTAL SELLING, GENERAL, AND	¢1 066 250	¢1 Ε01 047
ADMINISTRATIVE EXPENSES	\$1,966,350	\$1,581,247
	=========	=========

The accompanying audit report and notes are an integral part of these statements.

Notes to Financial Statements For the Years Ended December 31, 2006 December 31, 2005

1 - SIGNIFICANT ACCOUNTING POLICIES

Background of Company

Welding Metallurgy, Inc. ("the Company") is a New York Subchapter S corporation and is 100% owned by the Gantt family. The Company is in the business of welding, inspecting, and metal fabrication as a supplier to firms in the aircraft and rotorcraft businesses that are part of the defense industry. The company operates in a single, leased 10,000 sq. ft. facility in West Babylon, NY and all of its sales are to US companies. There are 25 full time employees.

As a Subchapter S corporation, the Company is not taxed as a separate legal entity; its profits pass through to the owners and become part of the owners' taxable income. Accordingly, the Company records no income tax expense on its books and pays no corporate income taxes.

Cash & Cash Equivalents

Cash and cash equivalents include all highly liquid debt instruments with an original maturity of three month or less. Cash consists of aggregate cash balances in the Company's bank accounts and cash equivalents consist primarily of money market accounts.

Accounts Receivable

Receivables are generally due within 30 days. The company sells to a small number of customers who are major suppliers to the defense industry. Management has determined that no reserve for bad debts is required for the balances presented.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of trade accounts receivable. The Company grants credits to its customers, which are located in the United States.

Inventory

Inventory is stated at the lower of cost-or market, on a FIFO basis.

1 - SIGNIFICANT ACCOUNTING POLICIES - (Continued)

Property and Equipment

Property and equipment are carried at cost less accumulated depreciation and amortization. The Company maintains a policy to capitalize all property and equipment purchases in excess of \$1,000. Expenditures for repairs and improvements in excess of \$1,000 that add to the productive capacity or extend the useful life of an asset are capitalized. Repair and maintenance charges are expensed as incurred. Property under a capital lease is capitalized and amortized over the lease terms. Upon disposition, the cost and related accumulated depreciation are removed from the accounts and any related gain or loss is reflected in earnings.

Property, Plant and Equipment

The Company depreciates all property, plant, and equipment over 7 years using the double declining balance method of depreciation. Expenditures for repairs and maintenance are expensed and major betterments are capitalized.

Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment at the facility level annually or when events or circumstances indicate that the carrying value of such assets may not be fully recoverable. Impairment is evaluated based on the sum of undiscounted estimated future cash flows expected to result from use of the assets compared to their carrying value. If impairment is recognized, the carrying value of the impaired asset is reduced to its fair value, based on discounted estimated future cash flows.

Finance Costs

Costs connected with obtaining and executing debt arrangements are capitalized and amortized on the straight-line basis over the term of the related debt.

Revenue Recognition

Sales are recorded at the time of shipment. Pre-acceptance inspections by customers are generally performed at the Company's plant before a part is released for shipment.

Expenses

Selling, general, and administrative costs are charged to expenses as incurred.

Use of Estimates

In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. The more significant management estimates are the useful lives of property and equipment, provisions for inventory obsolescence, unamortized finance costs, accrued expenses, and various contingencies. Actual results could differ from those estimates. Changes in facts and circumstances may result in revised estimates, which are recorded in the period in which they become known.

1 - SIGNIFICANT ACCOUNTING POLICIES - (Continued)

Fair Value of Financial Instruments

The Company has estimated the fair value of financial instruments using available market information and other valuation methodologies in accordance with Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments."

Management of the Company believes that the fair value of financial instruments, consisting of cash, accounts receivable, accounts payable and accrued liabilities, approximates carrying value due to the immediate or short-term maturity associated with these instruments and that the notes payable is carried at fair value in that it carries interest rates that are comparable to similar instruments with similar maturities.

Income Taxes

The Company has elected to be taxed as a Small Business Corporation and, consequently, no Federal tax liability is reflected on the Comparative Statements of Income and Retained Earnings.

2 - INVENTORY

Inventory consists of the following:

	\$ 220,059 =======	\$ 212,525 ======
Finished Goods	6,368	10,226
Work in Progress	173,456	154,664
Raw Materials	\$ 40,235	\$ 47,635
Deve Mathematical a	* 40.005	• • • • • • • • • •
	2006	2005

3 - NOTES PAYABLE - BANK

The Company financed the acquisition of certain machinery with a financial institution in an amount of \$200,000. The terms of the agreement are 23 monthly payments of \$9,006.22 which includes interest at a rate of 7.46%.

Principal payments over the next two years are as follows:

2007	\$ 93,731
2008	\$ 90,737

Subsequent to the Balance Sheet date, this note was satisfied from the purchaser as part of the "Purchase Agreement" (see Note 6).

4 - EMPLOYEE BENEFITS

The Company had offered eligible employees the option of investing in a tax-deferred Individual Retirement Account (IRA). This plan was intended to be used in combination with their Social Security benefits and personal resources to provide them with supplemental income upon retirement. The Plan was terminated in October 2005.

5 - COMMITMENTS AND CONTINGENCIES

The Company presently leases manufacturing and office facilities under a lease expiring on December 31, 2007 at an annual rental of approximately \$62,400 plus utilities and annual escalation adjustments for real estate taxes.

This lease is between the Company and Prime Real Estate Inc.

6 - SUBSEQUENT EVENTS

On March 9, 2007, the Company entered into a Stock Purchase Agreement ("Welding Metallurgy, Inc.") with Gales Industries Incorporated, a Delaware Corporation, and the holders of all of the outstanding shares of Welding Metallurgy, Inc. (the "Shareholder"). Pursuant to the Welding Metallurgy Inc. Agreement, subject to the satisfaction of various terms and conditions, the Company will acquire from the Shareholders all of the issued and outstanding capital stock of Welding Metallurgy, Inc.

COMBINED FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

JUNE 30, 2007

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June 30, 2007

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Board of Directors Welding Metallurgy, Inc.

Gentlemen:

We have compiled the accompanying Comparative Balance Sheets of Welding Metallurgy, Inc. as of June 30, 2007 and June 30, 2006 and the related Comparative Statements of Income and Retained Earnings and Cash Flows for the period then ended, as well as the accompanying Schedules of Costs of Goods Sold and Expenses in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements and supplementary schedules information that is the representation of management. We have not audited nor reviewed the accompanying financial statements and supplementary schedules and, accordingly, we do not express an opinion or any other form of assurance on them.

Management has elected to omit all the disclosures required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence users' conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for persons who are not informed about such matters.

Respectfully submitted,

BILDNER & GIANNASCO, LLP Certified Public Accountants

Jericho, New York November 7, 2007

Comparative Balance Sheets

ASSETS	JUNE 30, 2007	JUNE 30, 2006
CURRENT ASSETS Cash and Cash Equivalents Accounts Receivable Inventory Prepaid Expenses	\$ 385,595 534,050 382,851 	\$1,841,987 939,847 151,818 6,849
TOTAL CURRENT ASSETS	\$1,302,496	\$2,940,501
FIXED ASSETS - AT COST Property and Equipment Less: Accumulated Depreciation	\$1,716,659 1,288,627	\$1,456,178 1,151,128
FIXED ASSETS - NET	\$ 428,032	\$ 305,050
OTHER ASSETS Loan Receivable		20,090
TOTAL ASSETS	\$1,730,528 =======	\$3,265,641 =======

The accompanying audit report and notes are an integral part of these statements.

Comparative Balance Sheets

LIABILITIES AND STOCKHOLDERS' EQUITY	JUNE 30, 2007	JUNE 30, 2006	
CURRENT LIABILITIES Accounts Payable Due to Air Industries Mach Due to Air Industries Group Loan Payable - Officers Accrued Operating Expenses	\$ 185,259 83,672 2,390	\$ 86,264 3,243	
TOTAL CURRENT LIABILITIES	\$ 271,321	\$ 89,507	
LONG-TERM LIABILITIES Notes Payable - Long Term	\$ 136,641	\$	
TOTAL LONG-TERM LIABILITIES	\$ 136,641	\$	
TOTAL LIABILITIES	\$ 407,962	\$ 89,507	
COMMITMENTS AND CONTINGENCIES			
STOCKHOLDERS' EQUITY Common Stock (\$300 par value; 100 shares authorized and outstanding) Equity Retained Earnings	\$ 437 1,322,129	\$ 437 3,175,697	
TOTAL STOCKHOLDERS' EQUITY	\$1,322,566	\$3,176,134	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$1,730,528 =======	\$3,265,641 =======	

Comparative Statements of Income and Retained Earnings

	FOR THE PERIOD ENDED			
	JUNE 30, 2007	JUNE 30, 2006		
REVENUE	\$ 1,798,084	\$ 2,616,241		
COST OF GOODS SOLD	\$ 970,964	\$ 1,046,496		
GROSS PROFIT	\$ 827,120	\$ 1,569,745		
EXPENSES Selling, General, and Administrative Interest Expense Franchise Tax	\$ 577,201 6,211 	\$409,078 		
TOTAL EXPENSES	\$ 583,412	\$ 409,078		
NET INCOME FROM OPERATIONS	\$ 243,708	\$ 1,160,667		
INTEREST INCOME	9,343	18,970		
NET INCOME FOR PERIOD	\$ 253,051	\$ 1,179,637		
DISTRIBUTIONS	(212,696)	(94,000)		
RETAINED EARNINGS, BEGINNING OF PERIOD	1,281,774	2,090,060		
RETAINED EARNINGS, END OF PERIOD	\$ 1,322,129 =======	, ,		

Comparative Statements of Cash Flows

	FOR THE PERIOD ENDED			ENDED
		JUNE 30, 2007		
CASH FLOWS FROM OPERATING ACTIVITIES				
Net Income for Period	\$	253,051	\$ 1	179,637
Adjustments to Reconcile Net Income to Net				
Cash Provided by Operating Activities: Depreciation		70,956		79,116
Changes in Assets and Liabilities:		70,950		79,110
(Increase) Decrease In -				
Accounts Receivable		(263,309)		
Inventory		(162,792)		,
Prepaid Expenses Other Current Assets		354 20,090		(5,645)
Increase (Decrease) In -		20,000		
Accounts Payable		13,313		(126,414)
Intercompany Payable				
Accrued Operating Costs		(32,460)		(26,133)
NET CASH PROVIDED (USED) BY		((•	
OPERATING ACTIVITIES (Forward)	\$	(100,797)	\$	946,647
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Equipment	\$	(9,214)	\$	
NET CASH (USED) BY				
INVESTING ACTIVITIES (Forward)	\$	(9,214)	\$	

Comparative Statements of Cash Flows (Continued)

	FOR THE PERIOD ENDED			
	JUNE 30, 2007			
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES (Forward)	\$ (100,797)	\$ 946,647		
NET CASH (USED) BY INVESTING ACTIVITIES (Forward)	\$ (9,214)	\$		
CASH FLOWS FROM FINANCING ACTIVITIES (Decrease) in Bank Debt (Decrease) in Notes Payable - Officers Distributions	\$ (47,827) 83,672 (212,696)	\$ (94,000)		
NET CASH (USED) BY FINANCING ACTIVITIES	\$ (176,851)	\$ (94,000)		
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ (286,862)	\$ 852,647		
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	672,457	989,340		
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 385,595 ======	\$ 1,841,987 ======		
Supplemental Disclosure of Cash Flow Information:				
Interest Paid	\$ 6,211			
Income Taxes Paid	\$	\$		

SUPPLEMENTARY INFORMATION

Comparative Schedules of Cost of Goods Sold

	FOR THE PERIOD ENDED		
		JUNE 30,	
COST OF GOODS SOLD Inventory, Beginning Purchases, Hardware, Materials & Sub-Contracting Direct Labor Manufacturing Overhead	\$ 220,059 649,331 192,738 291,687	337,565	
Less: Inventory, Ending	\$1,353,815 382,851	\$1,198,314	
COST OF GOODS SOLD	\$ 970,964 =======	\$1,046,496 =======	
MANUFACTURING OVERHEAD Rent Supplies Equipment Rental Utilities Repairs and Maintenance Depreciation Supervisor and Quality Control Payroll Taxes	24,461 2,542 15,136 2,586 70,956	2,542 16,225 1,487 79,116 305,563	
TOTAL MANUFACTURING OVERHEAD	\$ 291,687	\$ 458,178	

Comparative Schedules of Expenses

	FOR THE PERIOD ENDED		
	JUNE 30, 2007	JUNE 30, 2006	
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES			
Travel	9,986	10,319	
Auto	10,953	11,181	
Entertainment	4,179	7,581	
Freight and Delivery	9,634	18,099	
Officers' Salaries	225,000	60,500	
Other Wages	188,385	208,814	
Office Supplies	9,268	17,589	
Computer Expense	18,411	11,792	
Insurance	2,536	2,500	
Hospitalization	24,249	16,127	
Telephone	3,453	3,415	
Advertising		1,012	
Dues and Subscriptions	4,056	1,506	
Licenses and Fees	100	100	
Seminars	900	1,315	
Professional Fees	61,151	6,418	
Outside Services		28,247	
Holiday Party	411	254	
Donations	4,268	1,118	
Bank Charges	261	1,191	
-			
TOTAL SELLING, GENERAL AND			
ADMINISTRATIVE EXPENSES	\$577,201	\$409,078	
	=======	=======	

Air Industries Group, Inc. (AIRI.ob) Unaudited Pro Forma Consolidated Comparative Balance Sheet December 31, 2006

	AIRI Consolidated	Welding Metallurgy, Inc.	Adjustments		AIRI Welding Consolidated
ASSETS					
Current Assets Cash and Cash Equivalents Accounts Receivable (Net of Allowance for Doubtful	\$ 3,049,140	\$ 672,457	\$ 609,832	(a)	\$ 4,331,429
Accounts of \$176,458 for AIRI) Inventory Prepaid Expenses and Other Current Assets	5,901,904 18,070,514 260,567	270,741 220,059 354			6,172,645 18,290,573 260,921
Deposits	180,456				180,456
Total Current Assets	27,462,581	1,163,611	609,832		29,236,024
Property, Plant, and Equipment, net Deferred Financing Costs Other Assets	3,697,311 369,048 64,373	489,775 20,090			4,187,086 369,048 84,463
Goodwill Deposits	6,671,410 471,293		4,849,989	(b)(l)	11,521,399 471,293
TOTAL ASSETS	\$38,736,016 =============	\$ 1,673,476	\$ 5,459,821		\$45,869,313 =========
Current Liabilities					
Accounts Payable and Accrued Expenses	\$ 9,966,048	\$ 206,797	(432,730)	(h)(k)	\$ 9,740,115
Notes Payable Current Portion Notes Payable - Revolver	127,776 5,027,463	93,731	(93,731)	(c)	127,776 5,027,463
Subordinated Note - SCCF Notes Payable - Sellers Sigma - Current Portion Notes Payable - Sellers Welding	553,804		4,500,000	(j)	4,500,000 553,804
Metallurgy - Current Portion Capital Lease Obligations - Current Portion	 407,228		1,000,000	(d)	1,000,000 407,228
Due to Sellers AIM	53,694				53,694
Dividends Payable Deferred Gain on Sale - Current Portion	120,003 38,033				120,003 38,033
Income Taxes Payable	653,426		328,978	(i)	982,404
Total current liabilities	16,947,475	300,528	5,302,517		22,550,520
Long term liabilities					
Due to Sellers - Sigma - Net of Current Portion Notes Payable - Net of Current Portion Notes Payable - Sellers AIM - Net of	1,833,799	90,737	(90,737)	(c)	1,833,799
Current Portion Notes Payable - Sellers Sigma - Net of	1,290,562				1,290,562
Current Portion Notes Payable - Sellers Welding Metallurgy - Net	722,807		1 000 000	(d)	722,807
of Current Portion Capital Lease Obligations - Net of Current Portion	552,589		1,000,000	(d)	1,000,000 552,589
Deferred Tax Liability Deferred Gain on Sale - Net of Current Portion	512,937 713,118				512,937 713,118
Deferred Rent	39,371				39,371
TOTAL LIABILITIES Commitments and Contingencies	\$22,612,658	\$ 391,265	\$ 6,211,780		\$29,215,703
Stockholders' Equity					
Preferred Stock - 8,003,716 shares authorized Series A Convertible Preferred - \$.001 Par value, 1,000 Shares authorized, 900 shares Issued and 0 Outstanding					
Series B Convertible Preferred - \$.001 Par value, 2,000,000 Shares Authorized, 802,300 Shares Issued and Outstanding with an initial liquidation value of \$8,023,000 (Authorized ,					
Issued and Outstanding for the Proforma December 31, 2006)	\$ 802	\$			\$ 802
Common Stock - \$.001 Par value, 120,055,746 Shares Authorized, 65,314,732 Shares Issued and Outstanding as of December 31, 2006 on a pro forma basis 67,638,348 Shares Issued and	65.044	407	1 007		67, 600
Outstanding as of December 31,2006	65,314	437	1,887	(e)	67,638
Additional Paid-In Capital Additional Paid-In Capital Series B Preferred	7,898,702 7,352,858				7,898,702 7,352,858
Additional Paid-In Capital: Sigma Shares	1,891,955			(-) (5)	1,891,955
Additional Paid-In Capital: Welding Shares Retained Earnings (Accumulated Deficit) Proforma net effect of P&L adjustments	(1,086,273)	1,281,774	564,176 (1,281,774)	(e)(f) (g)	564,176 (1,086,273)
(see attached schedule below)			(36,248)	(h)(i)	(36,248)

Total Stockholders' Equity	16,123,358	1,282,211	(751,959)	16,653,610
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$38,736,016 =======	\$ 1,673,476	\$ 5,459,821 ========	\$45,869,313 ======

Notes to Comparative Pro Forma Consolidated & Condensed Balance Sheet

- (a) Represents the net proceeds from sale of SCCF Loan Agreement after completing the purchase of Welding Metallurgy and paying soft costs associated with the acquisition, along with notes of as if the deal was done on 12/31/2006
- (b) Represents the goodwill resulting from the excess of the purchase price paid for the stock of Welding Metalurgy after adjusting the value of the assets acquired and liabilities assumed to reflect the purchase price if the deal was completed on 12/31/2006.
- (c) Represents the payoff of the note to a financial institution satisfied as part of the SPA and the former Officers of Welding Metallurgy if the deal was completed on 12/31/2006.
- (d) Represents the long term portion of the \$2.0 MM note purchase price (due 8/31/2011; with the first installment \$500,000 due 8/24/2008; bearing interest @ 7% per annum commencing 8/24/2008; with quarterly installments therafter of \$125,000) accepted by the Welding Metallurgy sellers as part of the purchase.
- (e) Represents the elimination the of common stock portion of Welding Metallurgy Stockholders' Equity (\$437) partially offset by the book value (\$2324) of the pro forma 2,323,626 shares that would have been issued to the sellers as part of the purchase price if the transaction had closed on December 31,2006
- (f) Represents the excess over par value of share issued to Welding Metallurgy sellers.
- (g) Represents the pro forma elimination of Welding Metallurgy accumulated surplus \$1,281,774
- (h) Represents interest accrued based on SCCF Loan Agreement \$4.5MM @ prime +6 (14.25%) and elimination of \$2,480 interest on former Welding Met's notes
- Represents 40% estimated tax provision/(benefit) of Welding Met as if it was a C corporation
- (j) Issuance of the demand note SCCF Loan Agreement in connection with the Welding Metallurgy acquisition
- (k) Represents adjustment to former Welding Met Officer's salaries (\$1,221,500) and adjusted for one officer now an employee of Air Industries Group, Inc earning \$150,000 annual salary
- Represents the \$2.0mm note resulting from Welding Met acquisition reduced to reflect the accretion of the interest as a result of imputed interest for one year @7% (\$140,000)

Air Industries Group, Inc. (AIRI.ob) Unaudited Pro Forma Combined Statement Of Income December 31, 2006

	AIRI Consolidated	Welding Metallurgy, Inc.	Adjustments	AIRI Welding Consolidated
Net Sales	\$ 51,024,410	\$ 4,456,376		\$ 55,480,786
Cost of Sales	40,825,436	2,011,151		\$ 42,836,587
Gross Profit	10,198,974	2,445,225		12,644,199
Operating costs and expenses Selling and marketing General and administrative	6,007,640	1,012 1,965,338	(1,071,500) (k)	
Income (Loss) from operations			1,071,500	4,216,851
Other (income) and expenses: Interest & financing costs (net) Gain on Sale of Life Insurance Policy Gain on Sale of Real Estate Other Income Other Expenses	(53,047) (300,037) (435,627)		\$778,770 (h)(l)	<pre>\$ 1,958,198 \$ (53,047) \$ (300,037) \$ (435,627) \$ 247,509 </pre>
Net Income (Loss) before provision for income taxes	1,977,411	529,714	292,730	2,799,855
Provision for income taxes	1,232,915	211,886 (i)	117,092 (i)	\$ 1,561,893
Net Income (Loss)			\$ 175,638	
Proforma dividend attributable to preferred stockholders	561,610			561,610
Proforma net earnings attributable to common stockholders	182,886 ======			676,352 ======
Earnings per share (basic)				\$ 0.02 ======
Earnings per share (diluted)				\$ 0.01 ======
Weighted average shares outstanding (basic)				42,460,513 (m) =======
Weighted average shares outstanding (diluted)				46,803,612 (m)

Notes to Comparative Pro Forma Statement Of Operations

- (h) Represents interest accrued based on SCCF Loan Agreement \$4.5MM @ prime +6 (14.25%) and elimination of \$2,480 interest on former Welding Met's notes
- (i) Represents 40% estimated tax provision/(benefit) of Welding Met as if it was a C corporation
- (j) intentionally omitted
- (k) Represents adjustment to former Welding Met Officer's salaries (\$1,221,500) and adjusted for one officer now an employee of Air Industries Group, Inc earning \$150,000 annual salary
- (1) Represents the \$2.0mm note resulting from Welding Met acquisition reduced to reflect the accretion of the interest as a result of imputed interest for one year @7% (\$140,000) imputed interest for one year @7% (\$140,000)
- (m) adjusted for the change in the weighted average shares as a result of the proforma Welding Met Shares

	AIRI Consolidated	Welding Metallurgy, Inc.	Adjustments		AIRI Welding Consolidated
ASSETS					
Current Assets					
Cash and Cash Equivalents Accounts Receivable (Net of Allowance for	\$ 1,010,522	\$ 385,595	\$ (226,326)	(a)(m)(o)(q)	\$ 1,169,791
Doubtful Accounts of \$244,597 for AIRI) Inventory Prepaid Expenses and Other Current Assets Deposits	6,331,004 20,360,593 261,082 692,578	534,050 382,851 - -	-		6,865,054 20,743,444 261,082 692,578
Total Current Assets	28,655,779	1,302,496	(226,326)		29,731,949
Property, Plant, and Equipment, net Deferred Financing Costs Other Assets Goodwill Income Taxes Receivable Deposits	3,394,883 346,820 486,885 6,434,282 60,260 424,490	428,032 - - - - - -	4,949,634	(b)	3,822,915 346,820 486,885 11,383,916 60,260 424,490
TOTAL ASSETS	\$ 39,803,399	\$ 1,730,528	\$ 4,723,308		\$ 46,257,235 =======
Current Liabilities					
Accounts Payable and Accrued Expenses Notes Payable Current Portion Notes Payable - Revolver	\$ 7,501,566 127,776 9,899,414	\$ 187,649 83,672	103,263 (83,672)	(h)(k)(l)(n)(o)(p)(q) (c)	\$ 7,792,478 127,776 9,899,414
Subordinated Note - SCCF Notes Payable - Sellers AIM- Current Portion Notes Payable - Sellers Sigma- Current Portion Notes Payable - Sellers Welding Metallurgy -	192,400 362,604	-	4,500,000	(j)	4,500,000 192,400 362,604
Current Portion Capital Lease Obligations - Current Portion	- 166,397	-	500,000	(d)(m)(o)(q)	500,000 166,397
Due to Sellers AIM Dividends Payable Defended Seigner Scholer Surrent Portion	- 120,003	-			120,003
Deferred Gain on Sale - Current Portion Income Taxes Payable	38,033 - 	-	39,790	(i)	38,033 39,790
Total current liabilities	18,408,193	271,321	5,059,381		23,738,895
Long term liabilities					
Due to Sellers - Sigma - Net of Current Portion	-	-			_
Notes Payable - Net of Current Portion Notes Payable - Sellers AIM - Net of Current	709,070	136,641	(136,641)	(c)	709,070
Portion Notes Payable - Sellers Sigma - Net of	1,074,573	-			1,074,573
Current Portion Notes Payable - Sellers Welding Metallurgy -	529,100	-			529,100
Net of Current Portion Capital Lease Obligations - Net of Current			750,000	(d)	750,000
Portion Deferred Tax Liability Deferred Gain on Sale - Net of Current	776,988 695,379	-			776,988 695,379
Portion Deferred Rent	694,101 134,487	-			694,101 134,487
TOTAL LIABILITIES Commitments and Contingencies Stockholders' Equity	\$ 23,021,891	\$ 407,962	\$ 5,672,740		\$ 29,102,593
Preferred Stock - 8,003,716 shares authorized Series A Convertible Preferred - \$.001 Par value, 1,000 Shares authorized, 900 shares Issued and 0 Outstanding					
<pre>Series B Convertible Preferred - \$.001 Par value, 2,000,000 Shares Authorized, 802,300 Shares Issued and Outstanding with an initial liquidation value of \$8,023,000 (Authorized , Issued and Outstanding for the Proforma December 31, 2006) Common Stock - \$.001 Par value, 120,055,746 Shares Authorized, 67,008,507 Shares Issued and Outstanding as of June 30, 2007 on a</pre>	\$ 802	\$-			\$ 802
pro forma basis 69,100,978 Shares Issued and Outstanding as of June 30,2007	67,009	437	1,655	(e)	69,101

Additional Paid-In Capital Additional Paid-In Capital Series B Preferred Additional Paid-In Capital: Sigma Shares Additional Paid-In Capital: Welding Shares Retained Earnings (Accumulated Deficit) Proforma net effect of P&L adjustments (see attached schedule below)	8,942,086 7,352,858 1,891,955 (1,473,202)	- - - 1,322,129 -	564,408 (1,322,129) (193,366)	(e)(f) (g) (h)(i)(k)(l)(n)(p)	8,942,086 7,352,858 1,891,955 564,408 (1,473,202) (193,366)
Total Stockholders' Equity	16,781,508	1,322,566	(949,432)		17,154,642
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 39,803,399 ======	\$ 1,730,528	\$ 4,723,308		\$ 46,257,235 =======

Notes to Comparative Pro Forma Consolidated & Condensed Balance Sheet

- (a) Represents the net proceeds from sale of SCCF Loan Agreement after completing the purchase of Welding Metallurgy and paying soft costs associated with the acquisition, along with notes of Welding Metallurgy as if the deal was done on 6/30/2007
- (b) Represents the goodwill resulting from the excess of the purchase price paid for the stock of Welding Metalurgy after adjusting the value of the assets acquired and liabilities assumed to reflect the purchase price if the deal was completed on 6/30/2007
- (c) Represents the payoff of the note to a financial institution satisfied as part of the SPA and the former Officers of Welding Metallurgy if the deal was completed on 6/30/2007
- (d) Represents the long term portion of the \$2.0 MM note purchase price (due 8/31/2011; with the first installment \$500,000 due 8/24/2008; bearing interest @ 7% per annum commencing 8/24/2008; with quarterly installments therafter of \$125,000) accepted by the Welding Metallurgy sellers as part of the purchase.
- (e) Represents the elimination the of common stock portion of Welding Metallurgy Stockholders' Equity (\$437) partially offset by the book value (\$2092) of the pro forma 2,092,471 shares that would have been issued to the sellers as part of the purchase price if the transaction had closed on June 30,2007
- (f) Represents the excess over par value of share issued to Welding Metallurgy sellers.
- (g) Represents the pro forma elimination of Welding Metallurgy accumulated surplus \$1,322,566
- (h) Represents interest accrued based on SCCF Loan Agreement \$4.5MM @ prime +6 (14.25%) @ 6 months for 2007 and elimination of \$6,211 interest on former Welding Met's notes
- Represents 40% estimated tax provision/(benefit) of Welding Met as if it was a C corporation
- (j) Issuance of the demand note SCCF Loan Agreement in connection with the Welding Metallurgy acquisition
- (k) Represents elimination of Welding Met's legal fees @ 6/30/07 (\$61,151)
- (1) Represents adjustment to former Welding Met Officer's salaries @ 6/30/07 (\$225,000) and adjusted for one officer now an employee of Air Industries Group, Inc earning \$150,000 annual salary for six months earning (\$75,000)
- (m) Represents the payment of the first installment of the \$2.0MM note all as principal (\$500K)
- (n) Represents the interest accrual (\$26,250) on residual principal \$1.5MM note (aforementioned \$2.0mm note) after initial \$500K principal payment @ 7% per annum for the first qtr
- Represents the first qtrly payment of principal and interest of \$1.5MM note (aforementioned \$2.0 mm note)(\$125,000 principal and \$26,250 interest)
- (p) Represents the interest accrual (\$24,063) on residual principal \$1.375MM note (aforementioned \$2.0mm note) after initial \$500K principal payment and 1st qtr principal payment of \$125k @ 7% per annum for the second qtr
- (q) Represents the first qtrly payment of principal and interest of \$1.375MM note (aforementioned \$2.0 mm note)(\$125,000 principal and \$24,063 interest)

Air Industries Group, Inc. (AIRI.ob) Unaudited Pro Forma Combined Satement Of Income June 30, 2007

	AIRI Consolidated	Welding Metallurgy, Inc.	Adjustments	AIRI Welding Consolidated
Net Sales	\$ 18,477,666	\$ 1,798,084		\$ 20,275,750
Cost of Sales	14,856,182	970,964		\$ 15,827,146
Gross Profit	3,621,484	827,120	-	4,448,604
Operating costs and expenses Selling and marketing General and administrative	620,878 2,836,412	- 577,201	(211,151)(k)(l)	\$ 620,878 \$ 3,202,462
Income (Loss) from operations	164,194	249,919	211, 151	625,264
Other (income) and expenses: Interest & financing costs (net) Gain on Sale of Life Insurance Policy Gain on Sale of Real Estate Other Income Other Expenses	411,823 (19,018) (9,887) 25,304	(3,132) - - - - -	\$ 364,727 (h)(n)(p)	\$ - \$ (19,018) \$ (9,887) \$ 25,304
Net Income (Loss) before provision for income taxes	(244,028)	253,051	(153,576)	(144,553)
Provision/(Benefit) for income taxes	142,903	101,220 (i)	(61,430) (i)	\$ 182,693
Net Income (Loss)	\$ (386,931)	\$ 151,831	\$ (92,146)	\$ (327,246)
Less dividend attributable to preferred stockholders	110,964			110,964
Net loss attributable to common stockholders	\$ (497,895) =======			\$ (438,210) =======
Loss Per Share (basic and diluted)				\$ (0.01) =======
Weighted average shares outstanding (basic and diluted)			64,333,885 (o) ======

Notes to Comparative Pro Forma Statement Of Operations

- (h) Represents interest accrued based on SCCF Loan Agreement \$4.5MM @ prime +6 (14.25%) @ 6 months for 2007 and elimination of \$6,211 interest on former Welding Met's notes
- Represents 40% estimated tax provision/(benefit) of Welding Met as if it was a C corporation
- (j) intentionally omitted
- (k) Represents elimination of Welding Met's legal fees (\$61,151)
- (1) Represents adjustment to former Welding Met Officer's salaries @ 6/30/07 (\$225,000) and adjusted for one officer now an employee of Air Industries Group, Inc earning \$150,000 annual salary for six months earning (\$75,000)
- (m) intentionally omitted
- (n) Represents the interest accrual (\$26,250) on residual principal \$1.5MM note (aforementioned5\$2.0mminote)laftereinitial \$500Knprincipalhpayment @t7% per annum for the first qtr
- (o) intentionally omitted
- (p) Represents the interest accrual (\$24,063) on residual principal \$1.375MM note (aforementioned \$2.0mm note) after initial \$500K principal payment and 1st qtr principal payment of \$125k @ 7% per annum for the second qtr
- (q) adjusted for the change in the weighted average shares as a result of the proforma Welding Met Shares

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

Dated: November 13, 2007

AIR INDUSTRIES GROUP, INC.

By: /s/ Louis A.Giusto Name: Louis A.Giusto Title: Vice Chairman and Chief Financial Officer