

**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): July 31, 2026

**Air Industries Group
(Exact name of registrant as specified in its charter)**

Nevada (State or other jurisdiction of incorporation)	001-35927 (Commission File Number)	80-0948413 (I.R.S. Employer Identification No.)
1460 Fifth Avenue, Bay Shore, New York (Address of principal executive offices)	11706 (Zip code)	

Registrant's telephone number, including area code: (631) 968-5000

**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 per share	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 1.01 Entry into a Material Definitive Agreement.***Amendment to Amended and Restated Agreement and Plan of Merger***

On July 31, 2026, Air Industries Group (“AIR”) entered into an amendment (the “Amendment”) to the Amended and Restated Agreement and Plan of Merger, dated as of July 2, 2026 (the “Merger Agreement”), with Tenax Aerospace Acquisition, LLC (“Tenax”) and Transitory Air Sub LLC, which amended the Merger Agreement. The Amendment, a copy of which is attached hereto as Exhibit 2.1, extends, from September 30, 2026, to November 30, 2026, the Outside Date (as defined in the Merger Agreement). The Merger Agreement contains customary termination rights for the benefit of AIR and Tenax, including the right to terminate the Merger Agreement if the Closing (as defined in the Merger Agreement) does not occur on or before the Outside Date.

Item 7.01 – Regulation FD Disclosure

On August 3, 2026, AIR issued a press release announcing the execution of the Amendment. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 7.01, including Exhibit 99.1 to this Current Report on Form 8-K, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and shall not be deemed to be incorporated by reference into any filing of AIR under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
2.1	<u>Amendment to Amended and Restated Agreement and Plan of Merger, by and among Air Industries Group, a Nevada corporation (“AIR”), Tenax Aerospace Acquisition, LLC, a Delaware limited liability company, and Transitory Air Sub LLC, a Delaware limited liability company and wholly owned subsidiary of AIR.</u>
99.1	<u>Press Release of Air Industries Group, dated August 3, 2026.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

No Offer or Solicitation

This report is not intended to, and does not constitute or form part of, an offer, invitation or the solicitation of an offer or an invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the transactions which are the subject of the Merger Agreement or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act or pursuant to an exemption from, or in a transaction not subject to, such registration requirements.

Cautionary Statement Regarding Forward-Looking Statements

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements may reflect AIR's expectations, beliefs, hopes, intentions or strategies regarding, among other things, the Transactions (as defined in the Merger Agreement) between AIR and Tenax, the expected timetable for completing the Transactions, the benefits and synergies of the Transactions and future opportunities for the combined company, as well as other statements that are other than historical fact, including, without limitation, statements concerning future financial performance, future debt and financing levels, investment objectives, implications of litigation and regulatory investigations and other management plans for future operations and performance. Words such as "anticipate(s)", "expect(s)", "intend(s)", "plan(s)", "target(s)", "project(s)", "believe(s)", "will", "aim", "would", "seek(s)", "estimate(s)" and similar expressions are intended to identify such forward-looking statements.

Forward-looking statements are based on management's current expectations, projections, estimates, assumptions and beliefs and are subject to a number of known and unknown risks, uncertainties and other factors that could lead to actual results materially different from those described in the forward-looking statements. AIR can give no assurance that its expectations will be attained. AIR's actual results, liquidity and financial condition may differ from the anticipated results, liquidity and financial condition indicated in these forward-looking statements. AIR cautions readers that any such statements are based on currently available operational, financial and competitive information, and they should not place undue reliance on these forward-looking statements, which reflect management's opinion only as of the date on which they were made. These forward-looking statements are not a guarantee of future performance and involve risks and uncertainties, and there are certain important factors that could cause AIR's actual results to differ, possibly materially, from expectations or estimates reflected in such forward-looking statements, including, but without limitation:

- the parties' ability to consummate the Transactions and to meet expectations regarding the timing and completion thereof;
- the satisfaction or waiver of the conditions to the completion of the Transactions, including the receipt of all required regulatory approvals or clearances in a timely manner and on terms acceptable to AIR;
- the risk that the parties may be unable to achieve the expected strategic, financial and other benefits of the Transactions within the expected time-frames or at all;
- the risk that the businesses will not be integrated successfully or that integration may be more difficult, time-consuming or costly than expected;
- the risk that operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) may be greater than expected following the Transactions;
- the risk that AIR will not obtain the required AIR Stockholder Approvals (as defined in the Merger Agreement); and
- general economic and market conditions.

These and other risks and uncertainties are more fully discussed in the risk factors identified in "Item 1A. Risk Factors" in Part I of AIR's most recently filed Annual Report on Form 10-K, and as may be identified in AIR's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Except to the extent required by law, AIR expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in AIR's expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

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.

AIR INDUSTRIES GROUP

Date: August 3, 2026

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

AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER

This AMENDMENT, dated as of July 31, 2026 (this “Amendment”), to the Amended and Restated Agreement and Plan of Merger (the “Agreement”), dated as of July 2, 2026, among Tenax Aerospace Acquisition, LLC, a Delaware limited liability company (“Tenax”), Air Industries Group, a Nevada corporation (“AIR”), and Transitory Air Sub LLC, a Delaware limited liability company and wholly owned Subsidiary of AIR (“Merger Sub”).

WHEREAS, Section 9.04 of the Agreement provides that (a) the Agreement may be amended by action taken by or on behalf of the Tenax Board, the AIR Board and the Board of Directors of Merger Sub at any time prior to the Effective Time and (b) the Agreement may not be amended except by an instrument in writing signed by each of the parties to the Agreement;

WHEREAS, the Tenax Board, the AIR Board and the Board of Directors of Merger Sub have each approved this Amendment; and

WHEREAS, each of the parties to the Agreement desires to amend the Agreement as set forth herein.

NOW, THEREFORE, for and in consideration of the aforesaid premises and of the mutual representations, warranties and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, intending to be legally bound, the parties hereto hereby agree as set forth below:

Section 1. Definitions. Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Agreement unless otherwise indicated.

Section 2. Amendment to Agreement. The definition of “Outside Date” set forth in Section 1.01 of the Agreement is hereby amended and restated in its entirety as follows:

““Outside Date” means November 30, 2026.”

Section 3. Representations and Warranties. Each party hereto hereby represents and warrants that: (a) it has all necessary corporate or limited liability company power and authority to enter into, and to perform its obligations under, this Amendment, (b) the execution, delivery and performance of this Amendment by such party has been duly and validly authorized by all necessary corporate or limited liability company action, and no other corporate or limited liability company proceedings on the part of such party are necessary to authorize this Amendment and (c) this Amendment has been duly executed and delivered by such party and, assuming due execution and delivery by all other parties, constitutes the valid and binding agreement of such party, enforceable against such party in accordance with its terms, subject to the effect of any applicable bankruptcy, insolvency (including all Laws relating to fraudulent transfers), reorganization, moratorium or similar Laws affecting creditors’ rights generally and subject to the effect of general principles of equity (regardless of whether considered in a proceeding at law or in equity).

Section 4. General Provisions.

4.1 All of the provisions of this Amendment shall be effective as of the date of this Amendment. Except to the extent specifically amended hereby, all of the terms of the Agreement shall remain unchanged and in full force and effect, and, to the extent applicable, such terms shall apply to this Amendment as if it formed a part of the Agreement.

4.2 After giving effect to this Amendment, each reference in the Agreement to “this Agreement”, “hereof”, “hereunder” or words of like import referring to the Agreement shall refer to the Agreement as amended by this Amendment. For the avoidance of doubt, all references in the Agreement to “the date hereof” or “the date of this Agreement” shall refer to July 2, 2026.

4.3 This Amendment and the Agreement (including the exhibits and schedules to the Agreement, including the AIR Disclosure Letter and the Tenax Disclosure Letter), the other Transaction Documents and the Confidentiality Agreement constitute the entire agreement among the parties with respect to the subject matter hereof and thereof and supersede all prior agreements and undertakings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof and thereof.

4.4 The provisions of Article X (General Provisions) of the Agreement shall, to the extent not already set forth in this Amendment, apply *mutatis mutandis* to this Amendment, and to the Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms as modified hereby.

[Signature Page Follows]

IN WITNESS WHEREOF, Tenax, AIR and Merger Sub have caused this Amendment to be executed as of the date first written above by their respective officers thereunto duly authorized.

TENAX AEROSPACE ACQUISITION, LLC

By: /s/ Thomas Foley
Name: Thomas C. Foley
Title: Chairman

AIR INDUSTRIES GROUP

By: /s/ Scott Glassman
Name: Scott Glassman
Title: Acting CEO and President

TRANSITORY AIR SUB LLC

By: /s/ Scott Glassman
Name: Scott Glassman
Title: President

[Signature Page to the Amendment to the Amended and Restated Agreement and Plan of Merger]



August 3, 2026 7:00 AM Eastern Daylight Time

Air Industries Group Announces Amendment, Extending the Amended and Restated Merger Agreement with Tenax Aerospace.

BAY SHORE, N.Y.-- (BUSINESS WIRE) — **Air Industries Group** (“**Air Industries**” or the “**Company**”) (NYSE American: **AIRI**), a leading manufacturer of precision components and assemblies for aerospace and Department of War prime contractors, today announced that the Securities and Exchange Commission (“SEC”) has notified the Company that it will review the Company’s Registration Statement on Form S-4 filed on July 22, 2026 relating to the Company’s pending merger with Tenax Aerospace Acquisition, LLC (“Tenax”).

While the Company does not anticipate that the SEC’s review will affect the economic terms of the contemplated merger with Tenax, completing the review process will likely prevent the merger from being closed by September 30th. Accordingly, on July 31, 2026, the parties entered into an Amendment to the Amended and Restated Agreement and Plan of Merger, dated as of July 2, 2026 (the “Merger Agreement”), to extend the “Outside Date” (as defined in the Merger Agreement) by 60 days, from September 30, 2026 to November 30, 2026.

Scott Glassman, Acting Chief Executive Officer of Air Industries commented: “*Although we hoped the SEC would elect not to review the S-4, it is normal for the SEC to review and comment on a Registration Statement. We expect the Registration Statement to be effective prior to the end of the third quarter and anticipate convening our shareholder meeting thereafter and closing the transaction prior to November 30.*”

ABOUT AIR INDUSTRIES GROUP

Air Industries Group is a leading manufacturer of precision components and assemblies for large aerospace and defense prime contractors. Its products include landing gears, flight controls, engine mounts and components for aircraft jet engines, ground turbines and other complex machines. Whether it is a small individual component or complete assembly, its high quality and extremely reliable products are used in mission critical operations that are essential for the safety of military personnel and civilians.

FORWARD LOOKING STATEMENTS

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements may reflect the Company’s expectations, beliefs, hopes, intentions or strategies regarding, among other things, the transactions between the Company and Tenax, the expected timetable for completing the transactions, the benefits and synergies of the transactions and future opportunities for the combined company, as well as other statements that are other than historical fact, including, without limitation, statements concerning future financial performance, future debt and financing levels, investment objectives, implications of litigation and regulatory investigations and other management plans for future operations and performance. Words such as “anticipate(s)”, “expect(s)”, “intend(s)”, “plan(s)”, “target(s)”, “project(s)”, “believe(s)”, “will”, “aim”, “would”, “seek(s)”, “estimate(s)” and similar expressions are intended to identify such forward-looking statements.

Forward-looking statements are based on management’s current expectations, projections, estimates, assumptions and beliefs and are subject to a number of known and unknown risks, uncertainties and other factors that could lead to actual results materially different from those described in the forward-looking statements. The Company can give no assurance that its expectations will be attained. The Company’s actual results, liquidity and financial condition may differ from the anticipated results, liquidity and financial condition indicated in these forward-looking statements. The Company cautions readers that any such statements are based on currently available operational, financial and competitive information, and they should not place undue reliance on these forward-looking statements, which reflect management’s opinion only as of the date on which they were made. These forward-looking statements are not a guarantee of future performance and involve risks and uncertainties, and there are certain important factors that could cause the Company’s actual results to differ, possibly materially, from expectations or estimates reflected in such forward-looking statements, including, but without limitation:

- the parties’ ability to consummate the transactions and to meet expectations regarding the timing and completion thereof;
- the satisfaction or waiver of the conditions to the completion of the transactions, including the receipt of all required regulatory approvals or clearances in a timely manner and on terms acceptable to the Company;

- the risk that the parties may be unable to achieve the expected strategic, financial and other benefits of the transactions within the expected timeframes or at all;
- the risk that the businesses will not be integrated successfully or that integration may be more difficult, time-consuming or costly than expected;
- the risk that operating costs, customer loss and business disruption (including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers) may be greater than expected following the transactions;
- the risk that the Company will not obtain the required Company shareholder approvals for its proposed transaction with Tenax; and
- general economic and market conditions.

These and other risks and uncertainties are more fully discussed in the risk factors identified in “Item 1A. Risk Factors” in Part I of the Company’s most recently filed Annual Report on Form 10-K, and as may be identified in the Company’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Except to the extent required by law, the Company expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or change in events, conditions or circumstances on which any statement is based.

Additional Information and Where to Find It

This press release is being made in respect of a proposed business combination involving the Company and Tenax. 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.

The proposed transaction will be submitted to the shareholders of the Company for their consideration. The Company has also filed a registration statement on Form S-4, which includes a proxy statement/prospectus and is now under review by the SEC, and intends to file other documents with the SEC regarding the proposed transaction. This press release is not a substitute for any registration statement, proxy statement/prospectus or any other document that the Company may file with the SEC in connection with the proposed transaction. Promptly after the registration statement has been declared effective under the Securities Act of 1933, the Company intends to mail the proxy statement/prospectus and a proxy card to each shareholder entitled to vote at the special meeting relating to the proposed transaction. Investors and security holders of the Company are urged to read the proxy statement/prospectus (including all amendments and supplements thereto) and any other relevant documents relating to the proposed transaction that are filed or will be filed with the SEC carefully and in their entirety when they become available because they contain or will contain important information about the proposed transaction. You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC’s website (www.sec.gov).

The Company and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information about the Company’s directors and executive officers is available in the Company’s proxy statement for its 2025 Annual Meeting of Stockholders filed with the SEC on May 5, 2025. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are or will be contained in the proxy statement/prospectus and other relevant materials filed or to be filed with the SEC regarding the merger when they become available. Investors should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions.

Anyone wishing to contact us or send a message can also do so by visiting: www.airindustriesgroup.com/contact-us/.

Contact

Air Industries Group
Scott Glassman
Acting Chief Executive Officer
631-328-7039
