FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response:

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name **and** Ticker or Trading Symbol

| 1. Name and Address of Reporting Person* TAGLICH ROBERT | | | | | | 2. Issuer Name and Ticker or Trading Symbol AIR INDUSTRIES GROUP [AIRI] | | | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title Other (specify) | | | | | |
|--|---|--|---|--------------------------|-------|--|--------------------------|---------|-----------------------------|--|---------------|------------------------------|--|------------------|----------------------|--|--|--------------------|--|--|--|
| (Last) (First) (Middle) C/O TAGLICH BROTHERS, INC. 37 MAIN STREET | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/06/2021 | | | | | | | | | | below) | give title | | below) | респу | |
| (Street) COLD SPRING HARBOR NY 11724 | | | | | 4. 1 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (Sta | ate) | (Zip) | | | | | | | | | | | | | | | | | | |
| 1 Title of S | acurity (Inetr | | /ativ | | | | | | ed, Disposed of, or Benefic | | | | | | | | nership 7 | 7. Nature of | | | |
| | | | | Date (Month/Day/Year) | | | Execu if any (Mont | ition D | ate, T | rate, Code (Instr. 8) | | Disposed Of (D) (Instr. 3, 4 | | | | Securities Beneficiall Owned Fol Reported | Securities Beneficially Owned Following Reported | | Direct I Indirect I str. 4) | ndirect Beneficial Ownership Instr. 4) | |
| | | | | | | | | | | | ٧ | Amou | | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | _ | | |
| Common Stock 04/06 | | | | | 6/20: | 21 | | | | J ⁽¹⁾ | | 11, | 377 | A | \$1.39 | 2,254,539 | | | D | See | |
| Common Stock | | | | | | | | | | | | | | | | 239,9 | 946 | | | Note ⁽²⁾ | |
| Common Stock | | | | | | | | | | | | | | | | 44,760 | | | | See Note ⁽³⁾ | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Da if any (Month/Day/ | ition Date, Tra | | Transaction Code (Instr. | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount Securities Underlyin Derivative Security 3 and 4) | | rlying | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | С | ode | v | (A) | (D) | Date Exercis | sable | Expii Date | ration | Amount Number Title Shares | | ber of | | | | | | |
| Stock Options | \$1.32 | | | | | | | | (4) |) | 12/31 | 1/2027 | Commo Stock | n 1 | 0,000 | | 10,00 | 00 | D | | |
| Stock Options | \$2.38 | | | | | | | | 12/31/2 | 2020 | 12/31 | 1/2026 | Commo Stock | n 1 | 0,000 | 10,000 | | 00 | D | | |
| Stock Options | \$1.28 | | | | | | | | 12/31/2 | 2019 | 12/31 | 1/2025 | Commo Stock | n 1 | 0,000 | | 10,00 | 00 | D | | |
| Stock Options | \$1.59 | | | | | | | | 12/31/2 | 2018 | 05/31 | 1/2023 | Commo | n 1 | 3,000 | | 13,000 | | D | | |
| Stock Options | \$4.64 | | | | | | | | 12/31/2 | 2017 | 06/01 | 1/2021 | Commo Stock | n 3 | ,000 | 3,000 | | 0 | D | | |
| Stock Options (right to purchase) | \$1.69 | | | | | | | | 01/02/2 | 2018 | 12/31 | 1/2022 | Commo Stock | n 3 | ,000 | | 3,000 | | D | | |
| Convertible Notes ⁽⁵⁾ | \$1.5 | | | | | | | | 09/30/2 | 2018 | 07/01 | 1/2023 | Commo Stock | ⁿ 503 | 7,719 ⁽⁶⁾ | \$761,579 ⁽⁶ | | 79 ⁽⁶⁾ | D | | |
| Convertible Notes | \$0.93 | | | | | | | | 01/15/2 | 2019 | 07/01 | 1/2023 | Commo Stock | n 1,10 | 3,225(6) | \$1,026,000 ⁽⁶⁾ | |)00 ⁽⁶⁾ | D | | |
| Convertible Notes | \$1.5 | | | | | | | | 09/30/2 | 2018 | 07/01 | 1/2023 | Commo | n 142 | 2,161 ⁽⁶⁾ | | \$213,24 | 42 ⁽⁶⁾ | I | See Note ⁽⁷⁾ | |
| Convertible Notes | \$1.5 | | | | | | | | 09/30/2 | 2018 | 07/01 | 1/2023 | Commo Stock | ⁿ 78 | ,111 ⁽⁶⁾ | | \$117,16 | 66 ⁽⁶⁾ | I | See Note ⁽⁸⁾ | |
| Convertible Notes | \$0.93 | | | | | | | | 01/15/2 | 2019 | 07/01 | 1/2023 | Commo Stock | n 30 | ,108(6) | | \$28,00 | 0(6) | I | See Note ⁽⁹⁾ | |
| Warrants | \$1.4 | | | | | | | | 10/01/2 | 2018 | 09/30 |)/2023 | Commo Stock | ⁿ 1 | 7,500 | | 17,50 | 00 | I | See Note ⁽¹⁰⁾ | |
| Warrants | \$5 | | | | | | | | 08/19/2 | 2016 | 07/31 | 1/2021 | Commo Stock | n 8 | ,307 | | 8,30 | 17 | D | | |
| Warrants ⁽¹¹⁾ | \$6.15 | | | | | | | | 11/27/2 | 2016 | 05/26 | 5/2021 | Commo Stock | n 1 | 3,500 | | 13,50 | 00 | D | | |
| Warrants ⁽¹¹⁾ | \$6.15 | | | | | | | | 09/01/2 | 2016 | 07/31 | /2021 | Commo Stock | ⁿ 1 | 5,925 | | 15,92 | 25 | D | | |
| Warrants | \$3 | | | | | | | | 11/23/2 | 2016 | 11/30 |)/2021 | Commo Stock | n 8 | ,889 | | 8,88 | 9 | D | | |

Explanation of Responses:

- 1. Shares received in lieu of cash payment of director's fees.
- $2. \ Represent \ shares \ owned \ by \ Taglich \ Brothers, \ Inc., \ of \ which \ the \ Reporting \ Person \ is \ Managing \ Director.$
- 3. Represents shares acquired for which Mr. Taglich is the custodian for his children under NY UGMA.
- 4. Vests as to 2,500 shares on March 31, 2021, an additional 2,500 shares on each of June 30, 2021, September 30, 2021 and December 31, 2021.
- 5. Represents Issuer's 6% convertible notes received pursuant to amendment to Issuer's 8% convertible notes and includes accrued interest through December 31, 2020.
- 6. Includes accrued interest on the Notes through December 31, 2020 and the shares that would be issued upon conversion for the interest accrued through December 31, 2020. Does not include shares to be issued upon conversion for interest accrued after December 31, 2020.
- 7. Represents 6% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, pursuant to amendment to Issuer's 8% convertible notes originally issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 8% convertible notes.
- 8. Represents 6% convertible notes acquired from Taglich Brothers, Inc., of which the Reporting Person is Managing Director, originally issued to Taglich Brothers pursuant to amendment to Issuer's 8% convertible notes originally issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 8% convertible notes.
- 9. Represents 7% convertible notes issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, issued in lieu of cash payment of commissions earned for acting as placement agent for the sale of Issuer's 7% convertible notes in January 2019.
- 10. Represents warrants issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director, for acting as placement agent for the sale of Issuer's shares of common stock in October 2018.
- 11. Assignment of a portion of Placement Agent Warrants originally issued to Taglich Brothers, Inc., of which the Reporting Person is Managing Director.

/s/ Robert F. Taglich 04/08/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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