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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number) 0001009891	Previous Names None	Entity Type
Name of Issuer AIR INDUSTRIES GROUP, INC.	Gales Industries Inc	<input checked="" type="checkbox"/> Corporation
Jurisdiction of Incorporation/Organization DELAWARE	Ashlin Development Corp	<input type="checkbox"/> Limited Partnership
Year of Incorporation/Organization X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed	HEALTH & NUTRITION SYSTEMS INTERNATIONAL INC	<input type="checkbox"/> Limited Liability Company
		<input type="checkbox"/> General Partnership
		<input type="checkbox"/> Business Trust
		<input type="checkbox"/> Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer AIR INDUSTRIES GROUP, INC.			
Street Address 1 1479 NORTH CLINTON AVENUE		Street Address 2	
City BAY SHORE	State/Province/Country NEW YORK	ZIP/PostalCode 11706	Phone Number of Issuer 631-968-5000

3. Related Persons

Last Name Rettaliata	First Name Peter	Middle Name D.
Street Address 1 1479 North Clinton Avenue	Street Address 2	
City Bay Shore	State/Province/Country NEW YORK	ZIP/PostalCode 11706
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name Peragallo	First Name Dario	Middle Name
Street Address 1 1479 North Clinton Avenue	Street Address 2	
City Bay Shore	State/Province/Country NEW YORK	ZIP/PostalCode 11706
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Taglich	Michael	N.
Street Address 1	Street Address 2	
275 Madison Avenue, Suite 1618		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Buonanno	David	J.
Street Address 1	Street Address 2	
8213 Bay Shore Drive West		
City	State/Province/Country	ZIP/PostalCode
Margate City	NEW JERSEY	08402
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Siegel	Seymour	G.
Street Address 1	Street Address 2	
1350 Avenue of the Americas		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10019
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Taglich	Robert	
Street Address 1	Street Address 2	
275 Madison Avenue, Suite 1618		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Schroeder	Robert	
Street Address 1	Street Address 2	
275 Madison Avenue, Suite 1618		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10016
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Brand	Michael	
Street Address 1	Street Address 2	
4196 Majestic Circle		
City	State/Province/Country	ZIP/PostalCode
Medina	OHIO	44256

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund		
Is the issuer registered as an investment company under the Investment Company Act of 1940?	X Manufacturing	Travel
Yes No	Real Estate	Airlines & Airports
Other Banking & Financial Services	Commercial	Lodging & Conventions
Business Services	Construction	Tourism & Travel Services
Energy	REITS & Finance	Other Travel
Coal Mining	Residential	Other
Electric Utilities	Other Real Estate	
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
X \$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)

7. Type of Filing

New Notice Date of First Sale 2012-06-06 First Sale Yet to Occur
 X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	Pooled Investment Fund Interests
<input type="checkbox"/> Debt	Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary):

Net proceeds will be used to finance the acquisition of substantially all the assets of Nassau Tool Works, Inc.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Taglich Brothers, Inc.	29102	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None	
None	None	

Street Address 1

275 Madison Avenue, Suite 1618

City
 New York

Street Address 2

State/Province/Country
 NEW YORK

ZIP/Postal Code
 10016

State(s) of Solicitation (select all that apply)
 Check "All States" or check individual States All States Foreign/non-US

- ARKANSAS
- CALIFORNIA
- COLORADO
- CONNECTICUT
- FLORIDA
- HAWAII
- INDIANA
- KANSAS
- KENTUCKY
- MAINE
- MARYLAND
- MASSACHUSETTS
- MICHIGAN

MINNESOTA
MISSISSIPPI
MISSOURI
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
PENNSYLVANIA
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WISCONSIN

13. Offering and Sales Amounts

Total Offering Amount \$7,500,000 USD or Indefinite
Total Amount Sold \$7,115,106 USD
Total Remaining to be Sold \$384,894 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 150

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$569,208 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

8% of gross proceeds, plus 12,000 shares of common stock as a non-accountable expense allowance and 5-year warrants to purchase 10% of shares sold at an exercise price of \$6.30 per share.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
AIR INDUSTRIES GROUP, INC.	Peter D. Rettaliata	Peter D. Rettaliata	President and CEO	2012-07-16

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
