

SCHROEDER ROBERT C
 Form 4
 April 04, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCHROEDER ROBERT C

2. Issuer Name and Ticker or Trading Symbol
 AIR INDUSTRIES GROUP [AIRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 700 NEW YORK AVENUE, SUITE B

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HUNTINGTON, NY 11743

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/04/2019 | | J ⁽¹⁾ | | 4,442 | A | \$ 1.12 |
| | | | | | 92,293 | D | |

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

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 control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: SCHROEDER ROBERT C - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Options (right to purchase) | \$ 1.59 | 05/14/2018 | | A | 13,000 | 05/14/2018 ⁽²⁾ 05/31/2023 | Common Stock | 13,000 |
| Stock Options (right to purchase) | \$ 11.73 | 05/16/2014 | | A | 750 | 05/16/2014 05/15/2019 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 9.24 | 08/21/2014 | | A | 750 | 08/21/2014 08/20/2019 | Common Stock | 750 |
| Stock Options (right to purchase) | \$ 10.26 | 11/24/2014 | | A | 1,750 | 11/24/2014 11/23/2019 | Common Stock | 1,750 |
| Stock Options (right to purchase) | \$ 10.05 | 04/06/2015 | | A | 3,000 | ⁽³⁾ 04/05/2020 | Common Stock | 3,000 |
| Stock Options (right to purchase) | \$ 4.64 | 06/02/2016 | | A | 3,000 | ⁽⁴⁾ 06/01/2021 | Common Stock | 3,000 |
| Stock Options (right to purchase) | \$ 1.69 | 01/02/2018 | | A | 3,000 | 01/02/2018 12/31/2022 | Common Stock | 3,000 |
| Stock Options (right to purchase) | \$ 1.28 | 02/13/2019 | | A | 10,000 | 03/31/2019 ⁽⁵⁾ 12/31/2025 | Common Stock | 10,000 |
| Warrants (right to purchase) | \$ 11.25 | 07/28/2014 | | J ⁽⁵⁾ | 7,580 | 05/29/2015 05/28/2019 | Common Stock | 7,580 |

Edgar Filing: SCHROEDER ROBERT C - Form 4

| | | | | | | | | |
|------------------------------------|---------|------------|------------------|--------|------------|------------|-----------------|--------|
| Warrants (right to purchase) | \$ 6.15 | 10/13/2016 | J ⁽⁶⁾ | 8,110 | 11/27/2016 | 05/26/2021 | Common Stock | 8,110 |
| Warrants (right to purchase) | \$ 6.15 | 03/15/2017 | J ⁽⁶⁾ | 10,500 | 09/01/2016 | 07/31/2021 | Common Stock | 10,500 |
| Warrants (right to purchase) | \$ 3 | 03/15/2017 | J ⁽⁶⁾ | 11,278 | 11/23/2016 | 11/30/2021 | Common Stock | 11,278 |
| Warrants (right to purchase) | \$ 3 | 03/15/2017 | J ⁽⁶⁾ | 6,450 | 12/22/2016 | 11/30/2021 | Common Stock | 6,450 |
| Warrants (right to purchase) | \$ 4.45 | 03/15/2017 | J ⁽⁶⁾ | 5,000 | 02/17/2017 | 01/31/2022 | Common Stock | 5,000 |
| Warrants (right to purchase) | \$ 3.3 | 03/15/2017 | J ⁽⁶⁾ | 2,913 | 03/08/2017 | 01/31/2022 | Common Stock | 2,913 |
| Warrants (right to purchase) | \$ 3.78 | 03/15/2017 | J ⁽⁶⁾ | 2,868 | 03/15/2017 | 01/31/2022 | Common Stock | 2,868 |
| Warrants (right to purchase) | \$ 4 | 03/21/2017 | J ⁽⁶⁾ | 579 | 03/21/2017 | 01/31/2022 | Common Stock | 579 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHROEDER ROBERT C 700 NEW YORK AVENUE, SUITE B HUNTINGTON, NY 11743 | X | | | |

Signatures

/s/ Robert C.
Schroeder

04/04/2019

**Signature of Reporting
Person

Date

Explanation of Responses:

- * 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).
- (1) Represents shares issued in lieu of cash payment of directors' fees.
- (2) Fully vested as of December 31, 2018.

Edgar Filing: SCHROEDER ROBERT C - Form 4

- (3) Fully vested as of 11/01/2016.
- (4) Fully vested as of 01/01/2016.
- (5) Vests as to 2,500 shares on March 31, 2019, and an additional 2,500 shares on each of June 30, 2019, September 31, 2019 and December 31, 2019.
- (6) Assignment of a portion of Placement Agent Warrants originally issued to Taglich Brothers, Inc., of which the Reporting Person is Vice President - Investment Banking.

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

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