

AIR T INC
Form 4
July 05, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
BIGLARI CAPITAL CORP.

2. Issuer Name and Ticker or Trading Symbol
AIR T INC [AIRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17802 IH 10 WEST, SUITE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2016

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

SAN ANTONIO, TX 78257

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

(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 Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.25 ⁽¹⁾ | 07/01/2016 | | S ⁽³⁾ | 329,738 D | \$ 24.01 0 | I ⁽²⁾ | By The Lion Fund II, L.P. |

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

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SEC 1474 (9-02)

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

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BIGLARI CAPITAL CORP. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257 | | X | | |
| BIGLARI, SARDAR 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257 | | X | | |
| LION FUND II, L.P. 17802 IH 10 WEST, SUITE 400 SAN ANTONIO, TX 78257 | | X | | |

Signatures

By: Biglari Capital Corp.; By: /s/ Sardar Biglari, Chairman and Chief Executive Officer 07/05/2016
__Signature of Reporting Person Date

By: /s/ Biglari, Sardar 07/05/2016
__Signature of Reporting Person Date

By: The Lion Fund II, L.P.; By: Biglari Capital Corp., its general partner; By: /s/ Sardar Biglari, Chairman and Chief Executive Officer 07/05/2016
__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) This Form 4 is filed jointly by The Lion Fund II, L.P. ("Lion Fund II"), Biglari Capital Corp. ("BCC") and Sardar Biglari. Each of Lion Fund II, BCC and Mr. Biglari is a member of a Section 13(d) group that previously owned more than 10% of the Issuer's outstanding shares of Common Stock. Each of Lion Fund II, BCC and Mr. Biglari disclaimed beneficial ownership of the shares of Common Stock previously reported herein except to the extent of its or his pecuniary interest therein.
- (2)

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Shares previously owned directly by Lion Fund II. BCC is the general partner of Lion Fund II. Mr. Biglari is the Chairman and Chief Executive Officer of BCC and has investment discretion over the securities owned by Lion Fund II. By virtue of these relationships, BCC and Mr. Biglari may have been deemed to beneficially own the shares of Common Stock of the Issuer previously owned directly by Lion Fund II.

- (3) On July 1, 2016, Lion Fund II, BCC and Mr. Biglari entered into a securities purchase agreement with the Issuer pursuant to which the Issuer purchased the 329,738 shares of Common Stock of the Issuer owned directly by Lion Fund II.

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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