

AIR INDUSTRIES GROUP
Form 424B3
August 08, 2017

PROSPECTUS

1,293,938 Shares

Common Stock

This prospectus relates to the offering by the selling stockholders of Air Industries Group named in this prospectus (the “Selling Stockholders”) of 1,293,938 shares of our common stock, par value \$0.001 per share (“the “Shares”), acquired or to be acquired upon conversion of our Subordinated Convertible Notes due May 12, 2018. We will not receive any proceeds from the sale of the Shares by the Selling Stockholders.

Our common stock is listed on the NYSE MKT under the symbol “AIRI”. On August 3, 2017, the closing price of our common stock on the NYSE MKT was \$1.36 per share.

The Selling Stockholders have advised us that they will sell the Shares from time to time in the open market, on the NYSE MKT, in privately negotiated transactions or a combination of these methods, at market prices prevailing at the time of sale or at prices related to the prevailing market prices or at negotiated prices.

The Selling Stockholders may sell the Shares to or through underwriters, brokers or dealers or directly to purchasers. Underwriters, brokers or dealers may receive discounts, commissions or concessions from the Selling Stockholders. Additional information relating to the distribution of the Shares by the Selling Stockholders can be found in this prospectus under the heading “Plan of Distribution.” If underwriters or dealers are involved in the sale of the Shares, their names, and any applicable purchase price, fee, commission or discount arrangement between or among them, will be set forth, or will be calculable from the information set forth, in a supplement to this prospectus. We will pay the expenses of registering the Shares, other than any underwriting discounts or commissions or agent’s commissions.

We are an “emerging growth company,” as that term is used in the Jumpstart Our Business Startups Act of 2012, and, as such, may elect to comply with certain reduced public company reporting requirements in future reports after the

completion of this offering.

Investing in our securities involves a high degree of risk. Before making any investment in our securities, you should read and carefully consider the risks described in this prospectus under “Risk Factors” beginning on page 3 of this prospectus.

You should rely only on the information contained in this prospectus or any prospectus supplement or amendment thereto. We have not authorized anyone to provide you with different information.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated August 4, 2017

TABLE OF CONTENTS

	Page
Special Note Regarding Forward-Looking Statements	ii
We are an Emerging Growth Company	ii
Prospectus Summary	1
Risk Factors	3
Use of Proceeds	10
Price Range of Our Common Stock	11
Dividend Policy	11
Business	12
Management’s Discussion and Analysis of Financial Condition and Results of Operations	17
Directors and Executive Officers	35
Executive Compensation	40
Security Ownership of Certain Beneficial Owners and Management	42
Certain Relationships and Related Party Transaction	45
Selling Stockholders	49
Plan of Distribution	51
Description of Securities	53
Shares Available For Future Sales	60
Legal Matters	61
Experts	61
Where You Can More Information About Us	61
Incorporation By Reference	61
Index to Financial Statements	62

This prospectus and any Freewriting prospectus that we file with the Securities and Commission (“SEC”) contain information you should consider when making your investment decision. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.

The securities are not being offered in any jurisdiction where the offer is not permitted.

You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this prospectus.

In this prospectus, we refer to information regarding potential markets for our products and other industry data. We believe that all such information has been obtained from reliable sources that are customarily relied upon by companies in our industry however, we have not independently verified any such information.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements, which in some cases, you can identify by terms such as “may,” “will,” “should,” “could,” “would,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “projects,” “predicts,” “potential” and similar expressions identify forward-looking statements, relate to future events or to our future operating or financial performance and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. These statements include statements regarding our operations, cash flows, financial position and economic performance including, in particular, future sales, product demand, competition and the effect of economic conditions. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties.

Although we believe that these statements are based upon reasonable assumptions, including projections of orders, sales, operating margins, earnings, cash flow, research and development costs, working capital, capital expenditures, distribution channels, profitability, new products, adequacy of funds from operations, and general economic conditions, these statements and other projections contained in this prospectus expressing opinions about future outcomes and non-historical information, are subject a number of risks and uncertainties, many of which are beyond our control, and reflect future business decisions that are subject to change and, therefore, there is no assurance that the outcomes expressed in these statements will be achieved. Some of the assumptions, future results and levels of performance expressed or implied in the forward-looking statements we have made or may make in the future inevitably will not materialize, and unanticipated events may occur which will affect our results. Investors are cautioned that forward-looking statements are not guarantees of future performance and actual results or developments may differ materially from the expectations expressed in forward-looking statements contained herein. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We discuss many of these risks and uncertainties in greater detail under the heading “Risk Factors” on page 3 of this prospectus, as well as in our consolidated financial statements, related notes, and the other financial information appearing in this prospectus. You should read this prospectus completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of the forward-looking statements in this prospectus by these cautionary statements. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required under the securities laws of the United States. You are advised, however, to consult any additional disclosures we make in our reports filed with the Securities and Exchange Commission.

WE ARE AN EMERGING GROWTH COMPANY

We qualify as an “emerging growth company” as defined in the Jumpstart our Business Startups Act of 2012, or the JOBS Act. An emerging growth company may take advantage of reduced reporting and other burdens that are otherwise applicable generally to public companies. These provisions include (i) a requirement to have only two years of audited financial statements and only two years of related Management’s Discussion and Analysis of Financial

Condition and Results of Operations disclosure and (ii) an exemption from the auditor attestation requirement in the assessment of our internal control over financial reporting pursuant to the Sarbanes-Oxley Act of 2002.

We may take advantage of these provisions until the end of the fiscal year ending after the fifth anniversary of our initial public offering, December 31, 2018, or such earlier time that we are no longer an emerging growth company and if we do, the information that we provide stockholders may be different than you might get from other public companies in which you hold equity. We would cease to be an emerging growth company if we have more than \$1.0 billion in annual revenue, have more than \$700 million in market value of our shares of common stock held by non-affiliates, or issue more than \$1.0 billion of nonconvertible debt over a three year period.

The JOBS Act permits an “emerging growth company” like us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies, and we have elected to comply with certain reduced public company reporting requirements.

PROSPECTUS SUMMARY

The following is a summary of what we believe to be important aspects of our business and the offering of our securities under this prospectus. We urge you to read this entire prospectus. Investing in our securities involves risks. Therefore, carefully consider the risk factors set forth under the section titled “Risk Factors” in this prospectus and in our most recent annual and quarterly filings with the Securities and Exchange Commission (the “SEC”), if any, as well as other information in this prospectus, before purchasing our securities. Each of the risk factors could adversely affect our business, operating results, and financial condition, as well as adversely affect the value of an investment in our securities.

As used in this prospectus, unless otherwise stated or the context requires otherwise, the “Company” and terms such as “we,” “us” “our,” and “AIRI” refer to Air Industries Group, a Nevada corporation, and prior to August 30, 2013, Air Industries Group, Inc., a Delaware corporation, and our directly and indirectly wholly-owned subsidiaries: Air Industries Machining, Corp., a New York corporation (“AIM”), Welding Metallurgy, Inc., a New York corporation (“Welding Metallurgy,” or “WMI”), Nassau Tool Works, Inc., a New York corporation (“NTW”), Miller Stuart, Inc., a New York corporation (“Miller Stuart” or “MS”), until it merged into WMI effective May 16, 2017, Decimal Industries Inc., a New York corporation (“Decimal”), Woodbine Products, Inc., a New York corporation (“Woodbine” or “WP”), Eur-Pac Corporation, a Connecticut corporation (“Eur-Pac” or “EPC”), Electronic Connection Corporation, a Connecticut corporation (“ECC”), The Sterling Engineering Corporation, a Connecticut corporation (“Sterling”), Compac Development Corporation, a New York corporation (“Compac”), and Air Realty Group, LLC, a Connecticut limited liability company (“Air Realty”).

Company Overview

We are an aerospace and defense company. We manufacture and design structural parts and assemblies that focus on flight safety, including landing gear, arresting gear, engine mounts, flight controls, throttle quadrants, jet engines and other components. We also provide sheet metal fabrication of aerostructures, tube bending and welding services. Our products are currently deployed on a wide range of high profile military and commercial aircraft, including Sikorsky’s UH-60 Black Hawk and CH-47 Chinook helicopters, Lockheed Martin’s F-35 Joint Strike Fighter, Northrop Grumman’s E2 Hawkeye, Boeing’s 777, Airbus’ 380 commercial airliners and the US Navy F-18 and USAF F-16 fighter aircraft. Our Turbine Engine sector makes components for jet engines that are used on the USAF F-15, the Airbus A-330 and A-380, and the Boeing 777, in addition to a number of ground turbine applications.

We became a public company in 2005 when our net sales were approximately \$30 million. At that time we had been manufacturing components and subassemblies for the defense and commercial aerospace industry for over 45 years and had established long term relationships with leading defense and aerospace manufacturers. Since becoming a

public company, we have completed a series of acquisitions of defense related businesses. These acquisitions have enabled us to broaden the range of products and services we offer. At the time we became a public company, we were primarily a machining shop. As a result of acquisitions, we now have capabilities and expertise in metal fabrication, welding and tube bending; the production of electromechanical systems, harness and cable assemblies; the fabrication of electronic equipment and printed circuit boards; the machining of turbine engine components; and the assembly of packages or “kits” containing supplies for all branches of the United States Defense Department, including ordnance parts, hose assemblies, hydraulic, mechanical and electrical assemblies.

Recently Completed Public Offering and Related Restructuring Transactions

On July 12, 2017, we sold 5,175,000 shares of common stock at a price of \$1.50 per share (the “July 2017 Public Offering Price”) for gross proceeds of \$7,762,500 in a firm commitment underwritten public offering (the “Public Offering”).

In connection with the Public Offering, approximately \$1,860,908 aggregate principal amount of our Subordinated Convertible Notes due May 12, 2018 (the “May 2018 Notes”) were converted into an aggregate of 1,240,605 shares of our common stock (the “Shares”) at the July 2017 Public Offering Price. We agreed to register the Shares for resale in order to induce the Selling Stockholders to agree to the convert their May 2018 Notes in connection with the Public Offering.

In addition, the following restructuring transactions contemplated by the Public Offering are to be effected at a conversion price of \$1.50 per share, the public offering price of the shares sold in the Public Offering (the “Restructuring Transactions”), following a stockholder vote thereon at our 2017 Annual Meeting of Stockholders, which we expect to hold in September 2017:

• Holders of an additional \$1,834,214 aggregate principal amount of May 2018 Notes have agreed to convert their 2018 Notes into an additional 1,222,809 shares of common stock.

Holders of our outstanding 1,294,441 shares of Series A Convertible Preferred Stock (the “Series A Preferred Stock”), which had a conversion price at the time of initial issuance in May 2016 of \$4.92 per share, will be automatically converted into 8,629,606 shares of common stock.

Michael N. Taglich and Robert F. Taglich, directors and principal stockholders of our company, who hold our 7% promissory notes in the aggregate principal amount of \$500,000 (the “Taglich Notes”) evidencing our obligation to repay amounts advanced as working capital in March 2017, have agreed to convert the indebtedness related to those notes into approximately 344,667 shares of common stock.

Corporate Information

We were incorporated in Nevada on July 9, 2013 and are successor by merger on August 30, 2013 to our former corporate parent, Air Industries Group, Inc., a Delaware corporation incorporated in November 2005 in connection with the acquisition of AIM.

Our principal offices are located at 360 Motor Parkway, Suite 100, Hauppauge New York 11788 and our telephone number is (631) 881-4920. Our principal website is <http://www.airindustriestgroup.com>. The information contained on our website does not form any part of this prospectus. We have included our website address as a factual reference and do not intend it to be an active link to our website.

The Offering

Securities

**Offered by
Selling
Stockholders** 1,293,938 shares of common stock.

**Common Stock
Outstanding** 14,065,770 shares. ⁽¹⁾

Use of Proceeds We will not receive any proceeds from the sale of the Shares by the Selling Stockholders.

Risk Factors Investing in our securities involves a significant degree of risk. You should read the “Risk Factors” section beginning on page 3 and other information included in this prospectus for a discussion of factors you should carefully consider before investing in our securities.

**Plan of
Distribution**

This offering is not being underwritten. The Selling Stockholders will sell their shares of common stock at prevailing market prices or privately negotiated prices. The Selling Stockholders themselves directly, or through their agents, or through their brokers or dealers, may sell their shares from time to time, in (i) privately negotiated transactions, (ii) in one or more transactions, including block transactions in accordance with the applicable rules of the NYSE MKT or (iii) otherwise in accordance with the section of this prospectus entitled “Plan of Distribution.” To the extent required, the specific shares to be sold, the names of the Selling Stockholders, the respective purchase prices and public offering prices, the names of any agent, broker or dealer and any applicable commission or discounts with respect to a particular offer will be described in a supplement to this prospectus. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to this prospectus. For additional information on the methods of sale, you should refer to the section of this prospectus entitled “Plan of Distribution,” beginning on page 51.

**NYSE MKT
Symbol**

Our common stock is listed under the symbol “AIRI.”

(1) Excludes as of July 15, 2017 (i) a total of approximately 10,187,082 shares issuable upon consummation of the Restructuring Transactions, (ii) 1,950,148 shares issuable upon conversion of our 8% subordinated convertible notes (the “8% Notes”), (iii) 1,469,530 shares of common stock issuable upon exercise of outstanding warrants, (iv) 516,342 shares of common stock issuable upon exercise of stock options granted pursuant to our existing equity incentive plans and (v) shares of common stock, or securities convertible, exercisable or exchangeable for shares of common stock, issued subsequent to July 15, 2017.

RISK FACTORS

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully review and consider the risks and uncertainties described below, in addition to the other information presented in this prospectus, in light of your particular investment objectives and financial circumstances. The risks so described are not the only risks we face. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. Our business, financial condition, results of operations, or prospects could be materially adversely affected by any of these risks. The trading price of our securities could decline due to any of these risks, and you may lose all or part of your investment.

The risks below can be characterized into three groups:

- 1) Risks related to our business, including risks specific to the defense and aerospace industry;*
- 2) Risks arising from our indebtedness; and*
- 3) Risks related to our common stock and this offering.*

Risks Related to Our Business

We incurred a substantial net loss in 2016 and may not be able to continue to operate as a going concern.

We suffered net losses from operations of \$10,789,000 and \$519,000 and net losses of \$15,623,000 and \$1,154,000 for the year ended December 31, 2016 and the three months ended March 31, 2017, respectively. We also had negative cash flows from operations for the year ended December 31, 2016. In 2015 we ceased paying dividends on our common stock and in 2016 we disposed of the real estate on which one of our operating subsidiaries is located through a sale leaseback transaction. In January 2017, we sold one of our operating subsidiaries. During the year ended December 31, 2016 and subsequent thereto, we sold in excess of \$20,000,000 in debt and equity securities to secure funds to operate our business. Since September 2016 we have been issuing additional shares of our Series A Convertible Preferred Stock in lieu of cash payment of accrued dividends on our outstanding shares of Series A Convertible Preferred Stock and since February 2017 we have issued additional convertible notes in lieu of cash payment of accrued interest on our outstanding convertible notes. Furthermore, as of December 31, 2016 and March 31, 2017, we were not in compliance with two financial covenants under our Amended and Restated Revolving Credit, Term Loan and Security Agreement with PNC Bank (the "Loan Facility"). The report of our independent registered public accountants on our financial statements for the year ended December 31, 2016 states that these factors raise uncertainty about our ability to continue as a going concern.

Although we received net proceeds of approximately \$6,819,125 from the sale of 5,175,000 shares of our common stock in a firm commitment underwritten public offering on July 12, 2017, of which approximately \$2,355,624 was added to our working capital, unless we are able to generate positive cash flows from operations, we will continue to depend upon further issuances of debt, equity or other financings to fund ongoing operations. We may continue to incur additional operating losses and we cannot assure you that we will continue as a going concern.

We have identified deficiencies and material weaknesses in our internal controls and we may not be successful in remediating these deficiencies and weakness in the near future.

In connection with our review of our disclosure controls and internal controls over financial reporting for the fiscal year ended December 31, 2016 and the quarter ended March 31, 2017, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and internal controls over financial reporting were not effective as of such dates. In particular, certain portions of our inventory control system have not been integrated into the system used by the balance of our company which could result in a failure to properly account for the costs associated with work in process, slow moving inventory and the value of inventory on hand, and the enterprise reporting system used to track employee hours. Accordingly, costs to be included in work in process, may not be sufficiently automated to ensure compliance at all times. In addition, our Chief Executive Officer and Chief Financial Officer concluded that our quarterly closing process was deficient at our subsidiaries and that our consolidating process and period end reporting and disclosure procedures were materially weak. They also concluded that our system for administering and disclosing stock compensation was deficient and that we lacked the accounting personnel necessary to account for complex accounting matters and unusual and nonstandard transactions. We intend to remediate these conditions. In the event we do not remediate these deficiencies and material weaknesses in our internal controls, our operations may be adversely affected and the market price of our common stock could decline. In addition, if we are unable to meet the requirements of Section 404 of the Sarbanes-Oxley Act, we may not be able to maintain our listing on the NYSE MKT.

A reduction in government spending on defense could materially adversely impact our revenues, results of operations and financial condition.

A large percentage of our revenue is derived from products for US military aviation. There are risks associated with programs that are subject to appropriation by Congress, which could be potential targets for reductions in funding. Reductions in United States Government spending on defense or future changes in the mix of defense products required by United States Government agencies could limit demand for our products, and may have a materially adverse effect on our operating results and financial condition. Our operations for the year ended December 31, 2016 were negatively impacted by reductions in government procurement orders and such reductions may continue. Since March 1, 2013, as a result of the continuing budget impasse, automatic government spending cuts termed the Sequester were implemented, and consequently, our revenues, particularly those of our Complex Machining segment, were and continue to be impacted by a slowing of orders in anticipation of a reduction or shift in the mix of defense spending. There can be no assurance that our financial condition and results of operations will not be materially adversely impacted by future reductions in defense spending or a change in the mix of products purchased by defense departments in the United States or other countries, or the perception on the part of our customers that such changes are about to occur.

We depend on revenues from a few significant relationships. Any loss, cancellation, reduction, or interruption in these relationships could harm our business.

We expect that our customer concentration will not change significantly in the near future. We derive most of our revenues from a small number of customers. Four customers represented approximately 56.4% and 59.3% of total sales for the years ended December 31, 2016 and 2015, respectively. These four customers represented approximately 60.5% and 58.4% of total sales for the three months ended March 31, 2017 and 2016, respectively. The markets in which we sell our products are dominated by a relatively small number of customers which have contracts with United States governmental agencies, thereby limiting the number of potential customers. Our success depends on our ability to develop and manage relationships with significant customers. We cannot be sure that we will be able to retain our largest customers or that we will be able to attract additional customers, or that our customers will continue to buy our products in the same amounts as in prior years. The loss of one or more of our largest customers, any reduction or interruption in sales to these customers, our inability to successfully develop relationships with additional customers or future price concessions that we may have to make, could significantly harm our business.

We depend on revenues from components for a few aircraft platforms and the cancellation or reduction of either production or use of these aircraft platforms could harm our business.

Our Complex Machining segment derives most of its revenues from components for a few aircraft platforms, specifically the Sikorsky BlackHawk helicopter, the Northrop Grumman E-2 Hawkeye naval aircraft, the McDonnell Douglas (Boeing) C-17 Globemaster, the F-16 Falcon and the F-18 Hornet. Boeing closed its C-17 production line in 2015. A reduction in demand for our products as a result of either a reduction in the production of new aircraft or a

reduction in the use of existing aircraft in the fleet (reducing after-market demand) would have a material adverse effect on our operating results and financial condition.

Intense competition in our markets may lead to a reduction in our revenues and market share.

The defense and aerospace component manufacturing market is highly competitive and we expect that competition will increase and perhaps intensify as the overall market remains static or declines. Many competitors have significantly greater technical, manufacturing, financial and marketing resources than we do. We expect that more companies will enter the defense and aerospace component manufacturing market. We may not be able to compete successfully against either current or future competitors. Increased competition could result in reduced revenue, lower margins or loss of market share, any of which could significantly harm our business, our operating results and financial condition.

We may lose sales if our suppliers fail to meet our needs or shipments of raw materials are not timely made.

Although we procure most of our parts and components from multiple sources or believe that these components are readily available from numerous sources, certain components are available only from a sole or limited number of sources. While we believe that substitute components or assemblies could be obtained, use of substitutes would require development of new suppliers or would require us to re-engineer our products, or both, which could delay shipment of our products and could have a materially adverse effect on our operating results and financial condition. Recently, we have had difficulties in securing timely shipments of raw materials from certain vendors due to our liquidity problems. Our results of operations for 2016 were negatively impacted by disruptions in receipt of materials and such disruptions may continue. Any delays in the shipment of raw materials could significantly harm our business, our operating results and our financial condition.

There are risks associated with the bidding processes in which we compete.

We obtain many contracts through a competitive bidding process. We must devote substantial time and resources to prepare bids and proposals and may not have contracts awarded to us. Even if we win contracts, there can be no assurance that the prices that we have bid will be sufficient to allow us to generate a profit from any particular contract. There are significant costs involved with producing a small number of initial units of any new product and it may not be possible to recoup such costs on later production runs.

Due to fixed contract pricing, increasing contract costs expose us to reduced profitability and the potential loss of future business.

The cost estimation process requires significant judgment and expertise. Reasons for cost growth may include unavailability and productivity of labor, the nature and complexity of the work to be performed, the effect of change orders, the availability of materials, the effect of any delays in performance, availability and timing of funding from the customer, natural disasters, and the inability to recover any claims included in the estimates to complete. A significant change in cost estimates on one or more programs could have a material effect on our consolidated financial position or results of operations.

The prices of raw materials we use are volatile.

The prices of raw materials used in our manufacturing processes are volatile. If the prices of raw materials rise we may not be able to pass along such increases to our customers and this could have an adverse impact on our consolidated financial position and results of operations. Significant increases in the prices of raw materials could adversely impact our customers' demand for certain products which could lead to a reduction in our revenues and have a material adverse impact on our revenues and on our consolidated financial position and results of operations.

Some of the products we produce have long lead times.

Some of the products we produce, particularly those of our Complex Machining segment, require months to produce and we sometimes produce products in excess of the number ordered intending to sell the excess as spares when orders arise. As a result, portions of our inventory turn slowly and tie up our working capital. Our inventory represented approximately 52% of our assets as of March 31, 2017. Any requirement to write down the value of our inventory due to obsolescence or a drop in the price of materials could have a material adverse effect on our consolidated financial position or results of operations.

We do not own the intellectual property rights to products we produce.

Nearly all the parts and subassemblies we produce are built to customer specifications and the customer owns the intellectual property, if any, related to the product. Consequently, if a customer desires to use another manufacturer to fabricate its part or subassembly, it would be free to do so, which could have a material adverse effect on our business, our operating results and financial condition.

There are risks associated with new programs.

New programs typically carry risks associated with design changes, acquisition of new production tools, funding commitments, imprecise or changing specifications, timing delays and the accuracy of cost estimates associated with such programs. In addition, any new program may experience delays for a variety of reasons after significant expenditures are made. If we were unable to perform under new programs to the customers' satisfaction or if a new program in which we had made a significant investment was terminated or experienced weak demand, delays or other problems, then our business, financial condition and results of operations could be materially adversely affected. This could result in low margin or forward loss contracts, and the risk of having to write-off costs and estimated earnings in excess of billings on uncompleted contracts if it were deemed to be unrecoverable over the life of the program.

To perform on new programs we may be required to incur up-front costs which may not have been separately negotiated. Additionally, we may have made assumptions related to the costs of any program which may be material and which may be incorrect, resulting in costs that are not recoverable. Such charges and the loss of up-front costs could have a material impact on our liquidity.

Our future success also depends on our ability to address potential market opportunities and to manage expenses to match our ability to finance operations.

The need to control our expenses will place a significant strain on our management and operational resources. If we are unable to control our expenses effectively, our business, results of operations and financial condition may be adversely affected.

Attracting and retaining a new executive officer and other key personnel is an essential element of our future success.

Our future success depends to a significant extent upon our ability to attract a new chief executive officer and other executive talent, as well as the continued service of our existing executive officers and other key management and technical personnel. Experienced management and technical, marketing and support personnel in the defense and aerospace industries are in demand and competition for their talents is intense. Our failure to attract a new chief executive officer and other executive talent, or retain our existing executive officers and key personnel, could have a material adverse effect on our business, financial condition and results of operations.

We are subject to strict governmental regulations relating to the environment, which could result in fines and remediation expense in the event of non-compliance.

We are required to comply with extensive and frequently changing environmental regulations at the federal, state and local levels. Among other things, these regulatory bodies impose restrictions to control air, soil and water pollution, to protect against occupational exposure to chemicals, including health and safety risks, and to require notification or reporting of the storage, use and release of certain hazardous substances into the environment. This extensive regulatory framework imposes significant compliance burdens and risks on us. In addition, these regulations may impose liability for the cost of removal or remediation of certain hazardous substances released on or in our facilities without regard to whether we knew of, or caused, the release of such substances. Furthermore, we are required to provide a place of employment that is free from recognized and preventable hazards that are likely to cause serious physical harm to employees, provide notice to employees regarding the presence of hazardous chemicals and to train employees in the use of such substances. Our operations require the use of chemicals and other materials for painting and cleaning that are classified under applicable laws as hazardous chemicals and substances. If we are found not to be in compliance with any of these rules, regulations or permits, we may be subject to fines, remediation expenses and

the obligation to change our business practice, any of which could result in substantial costs that would adversely impact our business operations and financial condition.

We may be subject to fines and disqualification for non-compliance with Federal Aviation Administration regulations.

We are subject to regulation by the Federal Aviation Administration under the provisions of the Federal Aviation Act of 1958, as amended. The FAA prescribes standards and licensing requirements for aircraft and aircraft components. We are subject to inspections by the FAA and may be subjected to fines and other penalties (including orders to cease production) for noncompliance with FAA regulations. Our failure to comply with applicable regulations could result in the termination of or our disqualification from some of our contracts, which could have a material adverse effect on our operations. We have never been subject to such fines or disqualification.

Terrorist acts and acts of war may seriously harm our business, results of operations and financial condition.

United States and global responses to the Middle East conflict, terrorism, perceived nuclear, biological and chemical threats and other global crises increase uncertainties with respect to U.S. and other business and financial markets. Several factors associated, directly or indirectly, with the Middle East conflict, terrorism, perceived nuclear, biological and chemical threats, and other global crises and responses thereto, may adversely affect the mix of products purchased by defense departments in the United States or other countries to platforms not serviced by us. A shift in defense budgets to product lines we do not produce could have a material adverse effect on our business, financial condition and results of operations.

Risks Related to Our Indebtedness

Our indebtedness may have a material adverse effect on our operations.

We have substantial indebtedness under our Loan Facility. As of June 30, 2017, we had approximately \$23,203,866 of indebtedness outstanding under the Loan Facility, including \$2,194,071 of excess advances. All of our indebtedness under the Loan Facility is secured by substantially all of our assets.

We also have outstanding \$5,359,420 principal amount of 8% Notes. To the extent we are not able to pay accrued interest on the 8% Notes in cash due to restrictions set forth in the Loan Facility or otherwise, we may issue additional 8% Notes in payment of such accrued interest in lieu of cash (“PIK Notes”). We issued PIK Notes in lieu of cash payment of accrued interest on the 8% Notes on February 28, 2017 and May 31, 2017. Although we intend to pay the accrued interest on the 8% Notes for the period ended August 15, 2017 in cash, there can be no assurance that we will be able to do so. If we are unable to pay the outstanding principal and accrued interest on the 8% Notes when due, our operations may be materially and adversely affected.

In addition, we have outstanding approximately \$1,834,214 aggregate principal amount of May 2018 Notes, which will be converted at a conversion price of \$1.50 per share, the public offering price of our shares of common stock in the Public Offering (as compared to \$2.49 per shares at the time the May 2018 Notes were sold in May 2017), into approximately 1,222,809 shares of common stock following the stockholder vote on the Restructuring Transactions at our 2017 Annual Meeting of Stockholders, which we expect to hold in September 2017. The principal amount of the May 2018 Notes is subject to increase by 2% per month for each 30 days they remain outstanding commencing on August 1, 2017. We also have outstanding subordinated notes in the aggregate principal amount of \$500,000 payable to Michael N. Taglich and Robert F. Taglich bearing interest at the rate of 7% per annum with an amended maturity date of March 17, 2018, which will be converted at a conversion price of \$1.50 per share into approximately 334,667 shares of common stock following the stockholder vote on, and as part of, the Restructuring Transactions at our 2017 Annual Meeting of Stockholders.

Our leverage may adversely affect our ability to finance future operations and capital needs, may limit our ability to pursue business opportunities and may make our results of operations more susceptible to adverse economic conditions.

Our indebtedness may limit our ability to pay dividends.

The terms of our Loan Facility require that we maintain certain financial covenants. Unless we are in compliance with our Loan Facility in the future, we would need to seek covenant changes under our Loan Facility to pay dividends. There can be no assurance our lenders would agree to covenant changes acceptable to us or at all. In addition, we may in the future incur indebtedness or otherwise become subject to agreements whose terms restrict our ability to pay dividends.

Risks Related to our common stock and this offering

The ownership of our common stock is highly concentrated, and your interests may conflict with the interests of our existing stockholders.

Two of our directors, Michael N. Taglich and Robert F. Taglich, and their affiliates beneficially own approximately 22.78% of our outstanding common stock, and following the consummation of the Restructuring Transactions, they will beneficially own approximately 25.50% of our outstanding shares of common stock. Accordingly, these directors have significant influence over the outcome of corporate actions requiring stockholder approval. Accordingly, these directors have significant influence over the outcome of corporate actions requiring stockholder approval. The interests of these directors may be different from the interests of other stockholders on these matters. This concentration of ownership could also have the effect of delaying or preventing a change in our control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which in turn could reduce the price of our common stock.

A large number of shares may be sold in the market as a result of the Public Offering and the resale of the Shares offered by this prospectus, which may depress the market price of our common stock.

All of the shares of our common stock sold in the Public Offering and the Shares offered by this prospectus will be freely tradable without restriction or further registration under the Securities Act. In addition, we will issue a total of approximately 10,187,082 shares of common stock upon consummation of the Restructuring Transactions, all of which will be eligible for sale in accordance with Rule 144 and a significant number of the approximately 8,629,606 shares issuable upon the automatic conversion of the Series A Preferred Stock held by non-affiliates having been held for over the one-year holding period required by Rule 144, will be eligible for sale without restriction. As a result, a substantial number of shares of our common stock may be sold in the public market, which may cause the market price of our common stock to decline.

We can provide no assurance that our common stock will continue to meet NYSE MKT listing requirements. If we fail to comply with the continuing listing standards of the NYSE MKT, our common stock could be delisted.

As a result of the delayed filing of our Annual Report on Form 10-K for the year ended December 31, 2016 (“2016 Form 10-K”) and our Quarterly Report on Form 10-Q for the period ended March 31, 2017 (“Q1 2017 Form 10-Q”), we received official notices of noncompliance with NYSE MKT continued listing standards. We resolved the continued listing deficiencies and regained compliance with NYSE MKT continued listing standards upon filing our 2016 Form 10-K and Q1 2017 Form 10-Q. However, we may fail to timely file a periodic report or other required SEC filing in the future and as a result may fail to be in compliance in the future. If we fail to satisfy the continued listing requirements of the NYSE MKT, the NYSE MKT may take steps to delist our common stock.

In addition, the NYSE MKT has advised that the consummation of the Restructuring Transactions is subject to stockholder approval in accordance with the applicable rules of the NYSE MKT. Our Board of Directors has decided that if stockholders fail to approve the Restructuring Transactions at the 2017 Annual Meeting of Stockholders, we nevertheless will consummate the Restructuring Transactions, in which event the NYSE MKT is likely to delist our common stock.

The delisting of our common stock would likely have a negative effect on the price of our common stock and would impair your ability to sell or purchase common stock when you wish to do so.

There is only a limited public market for our common stock.

Our common stock is listed on the NYSE MKT. However, trading volume has been limited and a more active public market for our common stock may not develop or be sustained over time. The lack of a robust market may impair a stockholder's ability to sell shares of our common stock. In the absence of a more active trading market, any attempt to sell a substantial number of our shares could result in a decrease in the price of our stock. Specifically, you may not be able to resell your shares of common stock at or above the price you paid for such shares or at all.

Moreover, sales of our common stock in the public market, or the perception that such sales could occur, could negatively impact the price of our common stock. As a result, you may not be able to sell your shares of our common stock in short time periods, or possibly at all, and the price per share of our common stock may fluctuate significantly.

Our future revenues are inherently unpredictable; our operating results are likely to fluctuate from period to period and if we fail to meet the expectations of securities analysts or investors, our stock price could decline significantly.

Our quarterly and annual operating results are likely to fluctuate significantly due to a variety of factors, some of which are outside our control. Accordingly, we believe that period-to-period comparisons of our results of operations are not meaningful and should not be relied upon as indications of performance. Some of the factors that could cause quarterly or annual operating results to fluctuate include conditions inherent in government contracting and our business such as the timing of cost and expense recognition for contracts, the United States Government contracting and budget cycles, introduction of new government regulations and standards, contract closeouts, variations in manufacturing efficiencies, our ability to obtain components and subassemblies from contract manufacturers and suppliers, general economic conditions and economic conditions specific to the defense market. Because we base our operating expenses on anticipated revenue trends and a high percentage of our expenses are fixed in the short term, any delay in generating or recognizing forecasted revenues could significantly harm our business.

Fluctuations in quarterly results, competition or announcements of extraordinary events such as acquisitions or litigation may cause earnings to fall below the expectations of securities analysts and investors. In this event, the trading price of our common stock could significantly decline. These fluctuations, as well as general economic and market conditions, may adversely affect the future market price of our common stock, as well as our overall operating results. Consequently, our share price may experience significant volatility and may not necessarily reflect the value of our expected performance.

We are currently unable to pay cash dividends on our common stock

Our ability to pay cash dividends on our common stock is limited by the terms of our Loan Facility (and the terms of any future indebtedness or other agreements), under applicable law, and our status as a holding company.

We may need to raise additional capital in the future. Additional capital may not be available to us on reasonable terms, if at all, when or as we require. If we issue additional shares of our common stock or other securities that may be convertible into, or exercisable or exchangeable for, our common stock, our existing stockholders would experience further dilution and could trigger anti-dilution provisions in outstanding warrants.

Assuming we meet our current operating budget, we do not expect to need capital in the foreseeable future. However, we may need to raise additional capital in the future. Future financings may involve the issuance of debt, equity and/or securities convertible into or exercisable or exchangeable for our equity securities. These financings may not be available to us on reasonable terms or at all when and as we require funding. If we are able to consummate such financings, the trading price of our common stock could be adversely affected and/or the terms of such financings may adversely affect the interests of our existing stockholders. Any failure to obtain additional working capital when required would have a material adverse effect on our business and financial condition and may result in a decline in our stock price. Any issuances of our common stock, preferred stock, or securities such as warrants or notes that are convertible into, exercisable or exchangeable for, our capital stock, would have a dilutive effect on the voting and economic interest of our existing stockholders.

Future financings or acquisitions may adversely affect the market price of our common stock.

Future sales or issuances of our common stock, including the issuance of shares of our common stock upon the consummation of the Restructuring Transactions, upon conversion of the 8% Notes, upon exercise of our outstanding warrants or as part of future financings or acquisitions, would be substantially dilutive to the outstanding shares of common stock. Any dilution or potential dilution may cause our stockholders to sell their shares, which would contribute to a downward movement in the price of common stock.

Future issuances of additional 8% Notes in lieu of cash interest payments on our 8% Notes will dilute existing holders of our common stock and may adversely affect the market price of our common stock.

We are obligated to pay accrued interest quarterly to holders of our 8% Notes. To date, we have issued additional 8% Notes in lieu of cash payments of accrued interest (“PIK Notes”). Although we intend to pay the accrued interest on the

8% Notes for the period ended August 15, 2017 in cash, there can be no assurance that we will be able to do so. If for any future interest periods we are unable to pay accrued interest on the 8% Notes in cash due to restrictions in our Loan Facility or liquidity constraints, we may issue additional PIK Notes to holders of our 8% Notes. The conversion of PIK Notes into common stock will dilute the interests of our common stockholders and may adversely affect the market price of our common stock.

We are an “emerging growth company” and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.

The JOBS Act permits “emerging growth companies” like us to rely on some of the reduced disclosure requirements that are already available to companies having a public float of less than \$75 million, for as long as we qualify as an emerging growth company. During that period, we are permitted to omit the auditor’s attestation on internal control over financial reporting that would otherwise be required by the Sarbanes-Oxley Act. Companies with a public float of \$75 million or more must otherwise procure such an attestation beginning with their second annual report after their initial public offering. For as long as we qualify as an emerging growth company, we also are excluded from the requirement to submit “say-on-pay”, “say-on-pay frequency” and “say-on-parachute” votes to our stockholders and may avail ourselves of reduced executive compensation disclosure compared to larger companies. In addition, as described in the following risk factor, as an emerging growth company we can take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies.

Until such time as we cease to qualify as an emerging growth company, investors may find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

As an “emerging growth company” we may take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies.

Section 107 of the JOBS Act also provides that, as an emerging growth company, we can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. We can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards. Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates” for further discussion of the extended transition period for complying with new or revised accounting standards.

At such time as we cease to qualify as an “emerging growth company” under the JOBS Act, the costs and demands placed upon management will increase.

We will continue to be deemed an emerging growth company until the earliest of (i) the last day of the fiscal year during which we had total annual gross revenues of \$1,000,000,000 (as indexed for inflation), (ii) December 31, 2018 (the last day of the fiscal year following the fifth anniversary of the date of the first sale of common stock under a registration statement under the Securities Act,) (iii) the date on which we have, during the previous 3-year period, issued more than \$1,000,000,000 in non-convertible debt; or (iv) the date on which we are deemed to be a ‘large accelerated filer’ as defined by the SEC, which would generally occur upon our attaining a public float of at least \$700 million. Once we lose emerging growth company status, we expect the costs and demands placed upon management to increase, as we would have to comply with additional disclosure and accounting requirements, particularly if our public float should exceed \$75 million.

We incur significant costs as a result of operating as a public company, and our management is required to devote substantial time to compliance requirements, including establishing and maintaining internal controls over financial reporting, and we may be exposed to potential risks if we are unable to comply with these requirements.

As a public company, we will incur significant legal, accounting and other expenses under the Sarbanes-Oxley Act of 2002, together with rules implemented by the Securities and Exchange Commission and applicable market regulators. These rules impose various requirements on public companies, including requiring certain corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these requirements. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective internal controls for financial reporting and disclosure controls and procedures. In particular, we must perform system and process evaluations and testing of our internal controls over financial reporting to allow management to report on the effectiveness of our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Compliance with Section 404 may require that we incur substantial accounting expenses and expend significant management efforts. Our testing may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses. In the event we identify significant deficiencies or material weaknesses in our internal controls that we cannot remediate in a timely manner, the market price of our stock could decline if investors and others lose confidence in the reliability of our financial statements and we could be subject to sanctions or investigations by the SEC or other applicable regulatory authorities.

USE OF PROCEEDS

We will not receive any proceeds from the sale of the Shares offered by the Selling Stockholders under this prospectus.

We have agreed to bear the expenses (other than any underwriting discounts or commissions or agent's commissions) in connection with the registration of the Shares being offered hereby by the Selling Stockholders.

PRICE RANGE OF OUR COMMON STOCK

Our common stock is listed on the NYSE MKT under the symbol “AIRI.” The prices set forth below reflect the quarterly high and low closing prices of a share of our common stock for the periods indicated as reported by Yahoo Finance.

2015:	High	Low
Quarter Ended March 31, 2015	\$10.52	\$9.70
Quarter Ended June 30, 2015	\$10.74	\$9.91
Quarter Ended September 30, 2015	\$10.13	\$8.06
Quarter Ended December 31, 2015	\$9.17	\$6.98
2016:		
Quarter Ended March 31, 2016	\$8.23	\$5.90
Quarter Ended June 30, 2016	\$6.08	\$4.20
Quarter Ended September 30, 2016	\$4.89	\$3.95
Quarter Ended December 31, 2016	\$4.39	\$2.25
2017:		
Quarter Ended March 31, 2017	\$4.60	\$2.75
Quarter Ended June 30, 2017	\$3.60	\$1.79
Quarter Ended September 30, 2017 (through August 3)	\$1.75	\$1.26

On August 3, 2017, the closing price of our common stock was \$1.36.

Holders

On July 24, 2017, there were approximately 197 stockholders of record of our common stock. The number of record holders does not include persons who held our Common Stock in nominee or “street name” accounts through brokers.

DIVIDEND POLICY

The declaration and payment of dividends on our common stock is subject to the discretion of our Board of Directors and depends on a number of factors, including future earnings, capital requirements, restrictions under our Loan Facility, financial conditions and future prospects and other factors the Board of Directors may deem relevant.

BUSINESS

We are an aerospace and defense company. We manufacture and design structural parts and assemblies that focus on flight safety, including landing gear, arresting gear, engine mounts, flight controls, throttle quadrants, jet engines and other components. We also provide sheet metal fabrication of aerostructures, tube bending and welding services. Our products are currently deployed on a wide range of high profile military and commercial aircraft including Sikorsky's UH-60 Black Hawk and CH-47 Chinook helicopters, Lockheed Martin's F-35 Joint Strike Fighter, Northrop Grumman's E2 Hawkeye, Boeing's 777, Airbus' 380 commercial airliners and the US Navy F-18 and USAF F-16 fighter aircraft. Our Turbine Engine sector makes components for jet engines that are used on the USAF F-15, the Airbus A-330 and A-380, and the Boeing 777, in addition to a number of ground turbine applications.

We became a public company in 2005 when our net sales were approximately \$30 million. At that time we had been manufacturing components and subassemblies for the defense and commercial aerospace industry for over 45 years and had established long term relationships with leading defense and aerospace manufacturers. Since becoming public we have completed a series of acquisitions of defense related businesses. These acquisitions have enabled us to broaden the range of products and services we offer. At the time we became a public company, we were primarily a machining shop. As a result of acquisitions, we now have capabilities and expertise in metal fabrication, welding and tube bending; the production of electromechanical systems, harness and cable assemblies; the fabrication of electronic equipment and printed circuit boards; the machining of turbine engine components; and the assembly of packages or "kits" containing supplies for all branches of the United States Defense Department, including ordnance parts, hose assemblies, hydraulic, mechanical and electrical assemblies.

We currently divide our operations into three operating segments: Complex Machining; Aerostructures & Electronics; and Turbine Engine Components. As our businesses continue to develop and evolve, we may deem it appropriate to reallocate our companies into different operating segments and, once we achieve sufficient integration among our businesses, report as a unified company.

Complex Machining is comprised of Air Industries Machining ("AIM") and Nassau Tool Works ("NTW"). Since the lease for the premises occupied by NTW expires in October 2018, we are relocating and consolidating the operations of NTW into the facilities of AIM in Bay Shore, New York, approximately six miles from the premises presently occupied by NTW on Long Island.

Aerostructures & Electronics is comprised of Welding Metallurgy ("WMI"), Woodbine Products ("WPI"), Eur-Pac, Electronic Connections ("ECC") and Compac Development ("Compac"). We previously relocated the operations of Miller Stuart, and Compac Development from their locations on Long Island to Welding Metallurgy's facility in Hauppauge, Long Island NY, and merged Miller Stuart into WMI. We are continuing to fully integrate these operations, and the operations of Woodbine Products, and Decimal Industries into the operations of Welding Metallurgy. Turbine Engine Components is comprised of The Sterling Engineering Corporation and, until its sale in January 2017, included AMK Welding.

Our Market

We operate primarily in the military and, to a lesser degree, commercial aviation industries. Defense revenues represent a preponderance of our sales. Our principal customers include Sikorsky Aircraft, Goodrich Landing Gear Systems, Northrop Grumman, the United States Department of Defense, GKN Aerospace, Lockheed, Boeing, Raytheon, Piper Aircraft, M7 Aerospace, Vought Aerospace, Ametek/Hughes-Treitler and Airbus.

Our products are incorporated into many aircraft platforms, the majority of which remain in production, and of which there are a substantial number of operating aircraft in the fleets maintained by the military and commercial airlines. We believe that we are the largest supplier of flight critical parts to Sikorsky's Black Hawk helicopter. We have made, or currently make, or have been awarded, products for the CH-47 Chinook helicopter, Lockheed Martin's F-35 Joint Strike Fighter, Northrop Grumman's E2 Hawkeye, Boeing's 777, Airbus' 380 commercial airliners, and the US Navy F-18 and USAF F-16 fighter aircraft. Our Turbine Engine Components segment makes components for jet engines that are used on the USAF F-15, the Airbus A-330 and A-380, and the Boeing 777, in addition to a number of non-military ground turbine applications.

Many of our products are "flight critical," essential to aircraft performance and safety on takeoff, during flight and when landing. These products require advanced certifications as a condition to being a supplier. For many of our products we are the sole or one of a limited number of sources of supply. Many of the parts we supply are subject to wear and tear or fatigue and are routinely replaced on aircraft on a time of service or flight cycle basis.

Replacement demand for these products will continue, albeit at perhaps a lower rate, so long as an aircraft remains in service, which is usually many years after production has stopped.

The National Defense Authorization Act, which was approved in December 2016, provides for an increase in defense spending. President Donald Trump's preliminary budget proposal provides for a further increase in military spending of approximately 10%. Despite these positive developments, there can be no assurance that any such increase in military spending will increase demand for the products we supply or otherwise benefit us.

Sales and Marketing

Our approach to sales and marketing can be best understood through the concept of customer alignment. The aerospace industry is dominated by a small number of large prime contractors and equipment manufacturers. These customers rely heavily upon subcontractors to supply quality parts meeting specifications on a timely and cost effective basis. These customers and other customers we supply routinely rate their suppliers based on a variety of performance factors. One of our principal goals is to be highly rated and thus relied upon by all of our customers.

The large prime contractors are increasingly seeking subcontractors who can supply and are qualified to integrate the fabrication of larger, more complex and more complete subassemblies. We seek to position ourselves within the supply chain of these contractors and manufacturers to be selected for subcontracted projects. Successful positioning requires that we qualify to be a preferred supplier by achieving and maintaining independent third party quality approval certifications, specific customer quality system approvals and top supplier ratings through strong performance on existing contracts. We believe that the various capabilities we have acquired through our acquisition program increase the likelihood we will qualify for and be awarded larger, more complex projects. As an example of our successful efforts to move up the supplier chain, our Aerostructures & Electronics segment has grown from being a supplier of welding services to being a supplier of welding subassemblies and is now a product integrator, providing customers with complete structural assemblies.

As part of our effort to become a product integrator and increase our value to our customers, we have recruited personnel to design products and to fabricate complete, fully-assembled products. In our marketing efforts we let customers know that we now have employees with the talent and experience to manage the manufacture of sections of aircraft structures to be delivered to the final assembly phase of the aircraft manufacturing cycle, and customers have now engaged us for these services.

As we acquired new businesses, we often gained new or enhanced technical capabilities. When we sought to exploit these new capabilities by introducing to our existing customers newly acquired products and capabilities we previously lacked. Businesses we acquired often introduced us to customers we had not previously supplied and we marketed to these customers the products and services they need which we historically provided. This marketing effort

has enabled us to grow some of the businesses we acquired and increased our value to our customers. For example, the acquisition of the business of Nassau Tool Works in 2012 expanded our capabilities in the “turning” of metal components. This enhanced capability was important in our Complex Machining segment winning a large multi-year commercial aerospace contract to supply Thrust Struts to a unit of UTAS for use in the Pratt & Whitney Geared Turbo Fan jet engine.

Initial contracts are usually obtained through competitive bidding against other qualified subcontractors, while follow-on contracts are usually retained by successfully performing initial contracts. The long term business of each of our current operating segments generally benefits from barriers to entry resulting from investments, certifications, familiarization with the needs and systems of customers, and manufacturing techniques developed during the initial manufacturing phase. We endeavor to develop each of our relationships to one of a “partnership” where we participate in the resolution of pre-production design and build issues, and initial contracts are obtained as single source awards and follow-on pricing is determined through negotiations. Despite these efforts a minority of our sales are based on negotiated prices.

Our Backlog

Our backlog is best understood by looking at our operating segments independently.

Within our Complex Machining and Turbine Engine Components segments, the production cycle of products can extend from several months to a year or longer. This gives rise to significant backlogs as customers must order product with sufficient lead time to ensure timely delivery. In contrast, the production cycle for a significant majority of the products produced in our Aerostructures & Electronics segment is much shorter, a matter of several weeks or a few months. This shorter cycle allows customers to delay orders resulting in a much smaller backlog.