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AIR T INC Form 8-K/A July 29, 2004

SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 8-K/A (Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 29, 2004

AIR T, INC. (Exact Name of Registrant as Specified in its Charter)

Delaware 0-11720 52-1206400 (State or Other Jurisdiction (Commission File Number) (I.R.S. Employer of Incorporation) Identification No.)

3524 Airport Road
Maiden, North Carolina 28650
(Address of Principal Executive Offices)
(Zip Code)

(704) 377-2109 (Registrant's Telephone Number, Including Area Code)

Explanatory Note

This Amendment No. 1 to Current Report on Form 8-K/A of Air T, Inc., amends our Current Report on Form 8-K dated July 29, 2004 (the "Initial Report"). The Initial Report was submitted to report our announcement of our financial results for the three ended June 30, 2004 by a press release issued on July 29, 2004. In filing the Initial Report, we inadvertently omitted all components of the Initial Report other than the press release. This Amendment No. 1 restates the Initial Report to include all components that had been omitted.

- Item 7. Financial Statements and Exhibits.
 - (a) Financial Statements

Not applicable

(b) Pro Forma Financial Information

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Not applicable

(c) Exhibits

Exhibit 99.1 Press release dated July 29, 2004 announcing financial results for the three months ended June 30, 2004

Item 12. Results of Operations and Financial Condition.

On July 29, 2004, we issued a press release announcing our financial results for the three months ended June 30, 2004. We are submitting that press release as Exhibit 99.1 to this Amendment No. 1 on Form 8-K/A.

* * *

Note: The information contained herein (including Exhibit 99.1) shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 29, 2004

AIR T, INC.

By: /s/ John J. Gioffre

John J. Gioffre, Secretary

Exhibit Index

Exhibit Description

Exhibit Press release dated July 29, 2004 announcing 99.1 financial results for the three months ended June 30, 2004