

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

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

DUOS TECHNOLOGIES GROUP, INC.
(Exact name of registrant as specified in its charter)

Florida

*(State or other jurisdiction of
incorporation or organization)*

65-0493217

*(I.R.S. Employer
Identification Number)*

**7660 Centurion Parkway, Suite 100
Jacksonville, Florida 32256
(904) 296-2807**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Adrian G. Goldfarb
Duos Technologies Group, Inc.
7660 Centurion Parkway, Suite 100
Jacksonville, Florida 32256
(904) 296-2807**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**J. Thomas Cookson, Esq.
Shutts & Bowen LLP
200 South Biscayne Boulevard, Suite 4100
Miami, Florida 33131
Tel. No.: (305) 358-6300
Fax No.: (305) 347-7767**

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time on or after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ 333-272603

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective on filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

This registration statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Duos Technologies Group, Inc. (the “Company”) is filing this Registration Statement on Form S-3 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-3](#) (File No. 333-272603) (the “Prior Registration Statement”), which the Company filed with the Commission on June 12, 2023 and which, as amended, the Commission declared effective on June 21, 2023.

The Company is filing this Registration Statement for the sole purpose of increasing the aggregate amount of securities registered for issuance by the Company by a proposed additional aggregate offering price of \$7,505,518. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on an Exhibit Index below and filed herewith or incorporated by reference herein.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following documents are filed as part of this registration statement on Form S-3:

Exhibit No.	Description
5.1	<u>Opinion of Shutts & Bowen LLP</u>
23.1	<u>Consent of Shutts & Bowen LLP (included in Exhibit 5.1 to this Registration Statement).</u>
23.2	<u>Consent of Salberg & Company, P.A.</u>
24.1	<u>Power of Attorney (incorporated by reference to Exhibit 24.1 to the Prior Registration Statement).</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on July 30, 2025.

Duos Technologies Group, Inc.

By: /s/ Charles P. Ferry

Name: Charles P. Ferry

Title: Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Charles P. Ferry</u> Charles P. Ferry	Chief Executive Officer (Principal Executive Officer), Director	July 30, 2025
<u>/s/ Adrian G. Goldfarb</u> Adrian G. Goldfarb	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 30, 2025
<u>/s/ Frank A. Lonegro</u> Frank A. Lonegro	Director	July 30, 2025
<u>*</u> Ned Mavrommatis	Director	July 30, 2025
<u>*</u> James Craig Nixon	Chairman of the Board	July 30, 2025

*By: /s/ Charles P. Ferry
Charles P. Ferry
Attorney-in-Fact



Shutts & Bowen LLP
 200 South Biscayne Boulevard
 Suite 4100
 Miami, FL 33131
 DIRECT (305) 358-6300
 FAX (305) 3581-9982

July 30, 2025

Duos Technologies Group, Inc.
 7660 Centurion Boulevard, Suite 100
 Jacksonville, Florida 32256

Ladies and Gentlemen:

We are acting as counsel for Duos Technologies Group, Inc., a Florida corporation (the "Company"), in connection with the Registration Statement on Form S-3 (the "462(b) Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Act"), on the date hereof. The 462(b) Registration Statement incorporated by reference the Company's Registration Statement on Form S-3 (File No. 333-272603) filed with the Commission on June 12, 2023, under the Act and, as amended, declared effective by the Commission on June 21, 2023 (the "Initial Registration Statement") and, together with the 462(b) Registration Statement, the "Registration Statement"). This opinion is furnished to you in connection with the filing of the 462(b) Registration Statement, which is registering the offering by the Company of up to \$7,505,518 of the following (the "Securities"):

- common stock, par value \$0.001 per share (the "Common Stock"), of the Company issuable directly or in exchange for or upon conversion of Warrants (as defined below), or Preferred Stock (as defined below);
- preferred stock, par value \$0.001 per share (the "Preferred Stock"), of the Company issuable directly or in exchange for or upon conversion of Warrants or other Preferred Stock;
- debt securities of the Company (the "Debt Securities");
- warrants of the Company (the "Warrants") entitling the holders to purchase Common Stock, Preferred Stock, or other securities of the Company;
- rights to purchase shares of Common Stock or Preferred Stock (the "Rights"); and
- units (the "Units") comprised of any combination of other Securities offered in the Registration Statement.

The Common Stock is to be issued under the Amended and Restated Certificate of Incorporation of the Company, as amended (the "Certificate of Incorporation"). Each series of Preferred Stock is to be issued under the Certificate of Incorporation and a certificate of designation (a "Certificate of Designation") to be approved by the board of directors of the Company (the "Board of Directors") or a committee thereof and filed with the Secretary of State of the State of Florida (the "Florida Secretary of State") in accordance with the laws of the State of Florida (the "Florida Statutes"). The Debt Securities may be issued pursuant to a senior debt indenture (the "Senior Debt Indenture") between the Company and the trustee to be named therein (the "Senior Debt Trustee") or a subordinated debt indenture (the "Subordinated Debt Indenture," and, together with the Senior Debt Indenture, the "Indentures") between the Company and the trustee to be named therein (the "Subordinated Debt Trustee" and, together with the Senior Debt Trustee, the "Trustees"). The Warrants may be issued under one or more warrant agreements in a form to be filed and incorporated into the Registration Statement, with appropriate insertions (each, a "Warrant Agreement"), to be entered into by the Company, a warrant agent to be named by the Company (the "Warrant Agent"), and the holders from time to time of the Warrants. The Units may be issued under one or more unit agreements in a form to be filed and incorporated into the Registration Statement, with appropriate insertions (each, a "Unit Agreement"), to be entered into by the Company and the unit agent named therein. The Rights may be issued under one or more rights agent agreements in a form to be filed and incorporated into the Registration Statement, with appropriate insertions (each, a "Rights Agreement"), to be entered into by the Company and a bank, trust company or other financial institution to be identified therein as rights agent. The Certificate of Incorporation, each Certificate of Designation, each Warrant Agreement, each Unit Agreement, and each Rights Agreement are referred to herein individually as a "Governing Document" and collectively as the "Governing Documents."

As part of the corporate actions taken and to be taken in connection with issuance of any Securities to be issued and sold from time to time under the Registration Statement, the Board of Directors, a committee thereof or certain authorized officers of the Company as authorized by the Board of Directors will, before such Securities are issued under the Registration Statement, duly authorize the issuance and approve the terms of such Securities (the “Corporate Proceedings”).

In our capacity as your counsel in connection with such registration, we have reviewed and are familiar with such documents, certificates, Corporate Proceedings and other materials, including an examination of originals or copies certified or otherwise identified to our satisfaction of the Certificate of Incorporation and By-laws of the Company, Governing Documents and the Registration Statement (collectively, the “Constituent Documents”), and have reviewed such questions of law, as we have considered relevant or necessary as a basis for this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies. For purposes of this opinion, we have assumed that proper proceedings in connection with the authorization and issuance or sale of the Securities will be timely and properly completed, in accordance with all requirements of applicable federal laws and the Florida Statutes, in the manner presently proposed. We have assumed and have not verified the accuracy of the factual matters of each document we have reviewed.

As to facts material to the opinions, statements and assumptions expressed herein, we have, with your consent, relied upon oral or written statements and representations of officers and other representatives of the Company and others. In addition, we have obtained and relied upon such certificates and assurances from public officials as we have deemed necessary.

With respect to the Securities to be offered and sold by the Company, we have also assumed that (a) the Registration Statement shall have become and remain effective under the Securities Act, a Prospectus Supplement shall have been prepared and filed with the Commission describing the Securities, and such Securities shall have been issued and sold in accordance with the terms set forth in such Prospectus Supplement; (b) such Securities, as issued and delivered, comply with any requirements and restrictions imposed by any court or governmental or regulatory body applicable to the Company; (c) at the time of any offering or sale of any Securities, there shall be a sufficient number of shares of Common Stock or Preferred Stock, authorized and unissued under the Certificate, and not otherwise reserved for issuance, except in connection with the issuance of the Securities; (d) at the time of issuance or sale of the Securities, the Company shall validly exist and shall be in good standing under the laws of the State of Florida, and, in the case of Securities, the Company shall have the necessary corporate power for such issuance; (e) any definitive purchase, underwriting or similar agreement with respect to any Securities, if applicable, shall have been duly authorized, executed and delivered by the parties thereto and shall constitute legally valid and binding obligations of the parties thereto, enforceable against each of them in accordance with their respective terms, at the time of issuance of the applicable Securities; (f) certificates representing the Securities, if any, shall have been duly executed, countersigned, registered and delivered, or if uncertificated, valid book-entry notations shall have been made in the share or other register of the Company, in each case in accordance with the Constituent Documents, and in the manner contemplated by the Registration Statement and/or the applicable Prospectus Supplement, against payment therefor in an amount not less than the par value thereof, or such other consideration determined by the Board of Directors, or an authorized committee thereof, as permitted under the Florida Statutes, in accordance with the provisions of any applicable definitive purchase agreement, underwriting agreement, or similar agreement approved by the Company; and (g) the Constituent Documents shall be in full force and effect and shall not have been amended, restated, supplemented or otherwise altered, and there shall be no authorization of any such amendment, restatement, supplement or alteration, in each case since the date hereof.

Subject to the foregoing and the other matters set forth herein, it is our opinion that as of the date hereof:

1. With respect to any Common Stock, upon (a) the completion of all required Corporate Proceedings with respect to the issuance of such Common Stock, (b) the due execution, registration of issuance and delivery of certificates representing such Common Stock against payment of the purchase price therefor in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, and (c) receipt by the Company of the consideration therefor, such Common Stock will be duly and validly issued, fully paid and nonassessable. The Common Stock covered in the opinion in this paragraph includes any shares of Common Stock that may be issued upon exercise, conversion or exchange pursuant to the terms of any other Securities.
 2. With respect to any Preferred Stock, upon (a) the completion of all required Corporate Proceedings with respect to the issuance and terms of such Preferred Stock, (b) the due authorization, execution, acknowledgment, delivery and filing with, and recording by, the Florida Secretary of State of a Certificate of Designation in respect of such Preferred Stock, (c) the due execution, registration of issuance and delivery of certificates representing such Preferred Stock against payment of the purchase price therefor in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, and (d) receipt by the Company of the consideration therefor, such Preferred Stock will be duly and validly issued, fully paid and nonassessable. The Preferred Stock covered in the opinion in this paragraph includes any shares of Preferred Stock that may be issued upon exercise, conversion or exchange pursuant to the terms of any other Securities.
 3. With respect to any Debt Securities, upon (a) the completion of all required Corporate Proceedings with respect to the issuance of such Debt Securities, (b) the due execution, registration of issuance and delivery of the Debt Securities and the applicable Indenture relating to the Debt Securities representing such Debt Securities against payment of the purchase price therefor in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, and (c) receipt by the Company of the consideration therefor, such Debt Securities will constitute valid and binding obligations of the Company.
 4. With respect to any Warrants, upon (a) the completion of all required Corporate Proceedings relating to the terms and issuance of the Warrants, (b) the due authorization, execution and delivery of any Warrant Agreement, (c) the preparation and due execution and delivery of the related Warrants against payment of the purchase price therefor in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, (d) if required, the due authentication of the related Warrants by the Warrant Agent, and (e) receipt by the Company of the consideration therefor, such Warrants will be valid and binding obligations of the Company. The Warrants covered in the opinion in this paragraph include any Warrants that may be issued upon exercise, conversion or exchange pursuant to the terms of any other Securities.
 5. With respect to any Rights, upon (a) the completion of all required Corporate Proceedings relating to the terms and issuance of the Rights, (b) the due authorization, execution and delivery of a Rights Agreement against payment of the purchase price therefor in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, (c) the shares of Common Stock or Preferred Stock, as the case may be, underlying such Rights having been deposited with the applicable rights agent, and (d) receipt by the Company of the consideration therefor, such Rights Agreement will be a valid and binding obligation of the Company and the Rights will be valid and binding obligations of the Company. The Rights covered in the opinion in this paragraph include any Rights that may be issued upon exercise, conversion or exchange pursuant to the terms of any other Securities.
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6. With respect to any Units, upon (a) the completion of all required Corporate Proceedings relating to the terms and issuance of the Units, (b) the due authorization, execution and delivery of a Unit Agreement against payment of the purchase price therefor in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, (c) the Securities underlying such Units having been deposited with the applicable unit agent, and (d) receipt by the Company of the consideration therefor such Unit Agreement will be a valid and binding obligation of the Company and the Units will be valid and binding obligations of the Company. The Units covered in the opinion in this paragraph include any Units that may be issued upon exercise, conversion or exchange pursuant to the terms of any other Securities.

The opinions set forth above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought; and (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of, or contribution to, a party with respect to liability where such indemnification or contribution is contrary to public policy. We express no opinion concerning the enforceability of any waiver of rights or defenses with respect to stay, extension or usury laws. Our opinion expressed herein is also subject to the qualification that no term or provision hereof shall be included in: (a) the Certificate of Designation relating to any series of the Preferred Stock, (b) any Indenture, (c) any Warrant Agreement, (d) any Unit Agreement, (e) any Rights Agreement, or (f) any other agreement or instrument pursuant to which any of the Securities are to be issued that would affect the validity of such opinion.

Our opinion is limited to the federal laws of the United States and the Florida Statutes. We express no opinion as to the effect of the law of any other jurisdiction. Our opinion is rendered as of the date hereof, and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinions expressed herein) that hereafter may come to our attention.

This opinion letter is furnished in connection with the filing of the 462(b) Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the reference of our firm under the caption "Legal Matters" in the prospectus which forms part of the 462(b) Registration Statement. In so doing, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Shutts & Bowen LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 of Duos Technologies Group, Inc. and Subsidiaries of our report dated March 31, 2025 on the consolidated financial statements of Duos Technologies Group, Inc. as of December 31, 2024 and 2023 and for each of the two years in the period ended December 31, 2024 and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ Salberg & Company, P.A.

SALBERG & COMPANY, P.A.
Boca Raton, Florida
July 30, 2025

Calculation of Filing Fee Table

Form S-3
(Form Type)
Duos Technologies Group, Inc.
(Exact Name of Registrant as Specified in its Charter)
Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities							
Fees to be Paid	Equity	Common Stock, \$0.001 par value per share	457(0)	(1)	(1)	(1)	
Fees to be Paid	Equity	Preferred Stock, \$0.001 par value per share	457(0)	(1)	(1)	(1)	
Fees to be Paid	Debt	Debt Securities	457(0)	(1)	(1)	(1)	
Fees to be Paid	Other	Warrants	457(0)	(1)	(1)	(1)	
Fees to be Paid	Other	Rights	457(0)	(1)	(1)	(1)	
Fees to be Paid	Other	Units	457(0)	(1)	(1)	(1)	
Fees to be Paid	Unallocated (universal Shelf)	(1)	457(0)	(1)	(1)	\$ 7,505,518	0.00015310 \$ 1,149.10
Carry Forward Securities							
Carry Forward Securities	-	-	-	-	-	-	-
Total Offering Amounts					\$ 7,505,518		\$ 1,149.10
Total Fees Previously Paid							-
Total Fee Offset							-
Net Fee Due							\$ 1,149.10

- (1) The registrant previously registered the offer and sale of certain securities, including its common stock, par value \$0.001 per share (the “Common Stock”), preferred stock, par value \$0.001 per share (the “Preferred Stock”), debt securities, warrants to purchase Common Stock, Preferred Stock and/or other securities, rights to purchase shares of Common Stock, Preferred Stock and/or other securities and units of any combination of other securities having a proposed maximum aggregate offering price of \$50,000,000 pursuant to a Registration Statement on Form S-3 (File No. 333-272603) (the “Initial Registration Statement”), which was initially filed on June 12, 2023 and, as amended, declared effective by the Securities and Exchange Commission on June 21, 2023. As of the date hereof, \$37,527,593 of such securities remains unsold under the Initial Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), and General Instruction IV(A) of Form S-3, the registrant is hereby registering the offer and sale of an additional \$7,505,518 aggregate maximum amount of its securities. The additional amount of securities that is being registered for offer and sale represents no more than 20% of the maximum aggregate offering price of the remaining securities available to be sold under the Initial Registration Statement.